
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 OF
THE SECURITIES EXCHANGE ACT OF 1934**

For the month of **November, 2017**

Commission File Number: **001-36187**

EVOGENE LTD.

(Translation of Registrant's Name into English)

**13 Gad Feinstein Street
Park Rehovot P.O.B 2100
Rehovot 7612002 Israel**

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F ☒ Form 40-F ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ____

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ____

CONTENTS

Attached hereto and incorporated by reference herein are the following exhibits:

- 99.1 Press Release: Evogene Reports Third Quarter 2017 Financial Results.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

EVOGENE LTD.
(Registrant)

Date: November 22, 2017

By: /s/ Alex Taskar

Alex Taskar
Chief Financial Officer

EXHIBIT INDEX

| <u>EXHIBIT NO.</u> | <u>DESCRIPTION</u> |
|----------------------|--|
| 99.1 | Press Release: Evogene Reports Third Quarter 2017 Financial Results. |



Evogene Reports Third Quarter 2017 Financial Results

Conference call and webcast, today at 9:00 am Eastern Time

Rehovot, Israel – November 22, 2017 – Evogene Ltd. (NASDAQ, TASE: EVGN), a leading biotechnology company developing novel products for life science markets through the use of a unique computational predictive biology platform, announced today its financial results for the third quarter ending September 30, 2017.

Ofer Haviv, Evogene's President and CEO, stated: "This is an exciting time for Evogene, as we rapidly advance the evolution of our company from a plant genomics company to a company addressing a wide variety of biological challenges and the development of novel products in and outside the Ag world. This evolution, with a revised and expanded market focus and new corporate structure, of which we recently announced, is possible only due to the competitive advantages provided to us by our broadly applicable predictive discovery and product optimization platform."

"Under our new corporate structure, Evogene's core agricultural activities that had been previously divided into two Crop Enhancement and Crop Protection units, are now part of three product-oriented divisions: Ag-Biologicals, Ag-Seeds, and Ag-Chemicals. Each division, managed by a General Manager, has its own business development and R&D staff. All three are pursuing an expanded market focus, including new product programs with a clear path to commercialization."

"Additionally, Evogene has two subsidiaries – Evofuel, which focuses on the development of castor seed varieties and Biomica, our new subsidiary in the area of human microbiome, which we recently announced. Biomica aims to discover and develop human microbiome-based therapeutics and represents Evogene's first initiative to pursue activities outside the ag-world. The subsidiary was co-founded, and is being led scientifically, by Prof. Yehdua Ringel, a global authority on Gastroenterology and will be funded by Evogene, for a period of up to two years, to achieve its first key milestone."

"In order to guide the revision and expansion of our market focus, within each operating entity we have established criteria for the selection of specific product programs. These include the opportunity for a more advanced, downstream, product offering and a clear path to commercialization, in addition to the absolute requirement that our unique technology platform is anticipated to provide a substantial competitive advantage in the product's development."

Activity Highlights in Q3 2017:

Ag-Biologicals Division:

In our collaboration with DuPont-Pioneer, for bio-stimulant corn seed treatment, we are in the nomination process of Evogene discovered microbial candidates for entry next year into DuPont-Pioneer's corn field trials in the US.

Initiation of product development for two bio-pesticide product offerings: (I) leveraging Evogene validated microbes with positive results generated in our Ag-Seeds insect control and fungi resistance programs in corn & soy; (II) utilizing our proven computational predictive biology platform, to discover new microbes for additional pests in high-value specialty crops.

Ag-Seeds Division:

Phase advancement in our insect control seed traits product program: (I) in our Coleopteran control product program, targeting Western Corn Rootworm in Corn, we have a second gene to advance to Phase I, (II) in our Lepidopteran control product program, targeting Fall Army Worm in Corn and Soy, we have a first gene to advance to Phase I.

As recently announced, Evogene and Rahan Meristem are leveraging the collaboration's positive results in banana traits, addressing Black Sigatoka fungi disease, to develop a potentially safer and healthier banana utilizing revolutionary genome editing technology, with the goal of the end-product to be classified as non-GMO.

Ag-Chemicals Division:

Initiation of Insecticides product program, focusing on two product offerings: (I) novel insecticides with a new site-of-action and (II) optimization of an existing insecticide. Both product offerings focus on key nerve & muscle targets – the farmers' insecticide-of-choice. Several targets have already been identified to undergo analysis by our computational platform.

Evofuel – subsidiary, focused on the development and commercialization of castor seeds:

A breakthrough in terms of mechanical harvesting capabilities, which has been a major bottleneck in the commercialization of castor seeds.

In the upcoming year, our castor seed varieties are expected to undergo field trials with potential customers in four different countries in Central and South America.

Biomica - subsidiary, for the discovery and development of human microbiome-based therapeutics:

Initiation of work: Biomica has already tailored and enhanced Evogene's computational predictive biology platform to create a dedicated infrastructure for the discovery of live bacterial drug candidates. In addition, it has begun establishing the relevant databases for its needs.

Offer Haviv concluded: "Looking forward, we believe that the upcoming months will clearly demonstrate how our revised market focus takes form in all activity areas, creating true value for our evolving company."

Financial results for the period ending September 30, 2017

Cash Position: As of September 30, 2017, the Company had \$75.9 million in cash, short-term bank deposits and marketable securities, representing a net cash usage of \$3.8 million for the third quarter and \$12.3 million for the nine months ending September 30, 2017. Evogene continues to expect that its net cash usage for full-year 2017 will be in the range of \$16 to \$18 million.

Assuming the currently expected course of business and no new revenue sources from existing or new collaborations, in 2018 Evogene expects net cash usage of \$14 to \$16 million.

Revenues primarily consist of research and development payments, reflecting R&D cost reimbursement under certain of our collaboration agreements. The majority of these agreements also provide for development milestone payments and royalties or other forms of revenue sharing from successfully developed products.

Revenues for the first nine months of 2017 were \$2.6 million in comparison to \$5.4 million, in the comparable period in 2016. Revenues for the third quarter of 2017 were \$0.7 million, in comparison to revenues of \$1.5 million for the third quarter in 2016. The decline in revenues reflects the net decrease in research and development cost reimbursement, in accordance with the work plans under Evogene's various collaboration agreements. This decline is mainly due to the advancement of our collaboration agreement with Monsanto, from gene discovery to pre-development efforts, resulting in reduction of activity scope. Looking forward, we expect this revenue trend to continue.

During the first nine months of 2017 we saw a negative impact on our expenses due to the depreciation of the USD in comparison to the Israeli Shekel. Our expenses, mostly salaries, are denominated in Israeli Shekels while our reporting currency is USD.

Cost of revenues mainly consist of collaboration related R&D expenses. Cost of revenues for the first nine months of 2017 were \$2.2 million in comparison to \$4.5 million in the first nine months of 2016. Cost of revenues for the third quarter of 2017 were \$0.5 million, in comparison to \$1.4 million in the third quarter of 2016. The decrease related primarily to the decrease in revenues from R&D cost reimbursement for such periods.

R&D expenses for the first nine months of 2017 were \$12.3 million in comparison to \$11.7 million in the first nine months of 2016. R&D expenses for the third quarter of 2017 were \$4.3 million in comparison to \$3.9 million in the third quarter in 2016. The increase in R&D expenses was mainly due to an expansion of investments in internal product programs and due to exchange rate fluctuations, as mentioned above.

Operating loss for the first nine months of 2017 was \$15.9 million, in comparison to an operating loss of \$14.9 million for the first nine months of 2016. Operating loss for the third quarter of 2017 was \$5.5 million in comparison to \$5.2 million in the third quarter in 2016. The increase in operating loss was mainly due to the decrease in revenues and an increase in R&D expenses.

The net financing income for the first nine months of 2017 was \$1.3 million in comparison to \$2.0 million in the corresponding period. This decrease is due to relatively high capital gains derived mainly from the company's marketable securities in the first half of 2016.

The net financing income for the third quarter of 2017 was \$0.5 million in comparison to \$0.1 million in the comparable quarter in 2016.

Net loss for the first nine months of 2017 was \$14.6 million in comparison to \$12.9 million in the first nine months of 2016. The increase in the net loss was primarily due to the decrease in revenues, an increase in R&D expenses and the decrease in net financing income.

Net loss for the third quarter of 2017 was \$5.0 million compared to the net loss of \$5.1 million in the comparable quarter in 2016.

Conference Call & Webcast Details:

Evogene management will host a conference call to discuss the results at 09:00 AM Eastern time, 16:00 Israel time. To access the conference call, please dial 1-888-281-1167 toll free from the United States, or +972-3-918-0685 internationally. Access to the call will also be available via live webcast through the Company's website at www.evogene.com.

A replay of the conference call will be available approximately three hours following the completion of the call. To access the replay, please dial 1-888-326-9310 toll free from the United States, or +972-3-925-5927 internationally. The replay will be accessible through November 24, 2017, and an archive of the webcast will be available on the Company's website through December 4, 2017.

About Evogene Ltd.:

Evogene (NASDAQ, TASE: EVGN) is a leading biotechnology company developing novel products for life science markets through the use of a unique computational predictive biology platform. The Company operates in three key target markets: improved seed traits (addressing yield increase, tolerance to environmental stresses and resistance to insects and diseases); innovative ag-chemicals (developing novel herbicide solutions for weed control); and ag-biologicals (developing microbiome based ag-products). Evogene has collaborations with world-leading seed and ag-chemical companies. For more information, please visit www.evogene.com or contact the Company at info@evogene.com.

Forward Looking Statements:

This press release contains "forward-looking statements" relating to future events. These statements may be identified by words such as "may", "could", "expects", "intends", "anticipates", "plans", "believes", "scheduled", "estimates" or words of similar meaning. Such statements are based on current expectations, estimates, projections and assumptions, describe opinions about future events, involve certain risks and uncertainties which are difficult to predict and are not guarantees of future performance. Therefore, actual future results, performance or achievements of Evogene may differ materially from what is expressed or implied by such forward-looking statements due to a variety of factors, many of which beyond Evogene's control, including, without limitation, those risk factors contained in Evogene's reports filed with the appropriate securities authority. Evogene disclaims any obligation or commitment to update these forward-looking statements to reflect future events or developments or changes in expectations, estimates, projections and assumptions.

Contact:

Nir Zalik
IR/PR Manager
E: IR@evogene.com
T: (+972)-8-931-1963

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

U.S. dollars in thousands (except share and per share data)

| | As of September 30, | | As of December |
|--|---------------------|------------|----------------|
| | 2017 | 2016 | 31, |
| | Unaudited | | 2016 |
| | | | Audited |
| CURRENT ASSETS: | | | |
| Cash and cash equivalents | \$ 2,457 | \$ 5,439 | \$ 3,236 |
| Restricted cash | 47 | 47 | 47 |
| Marketable securities | 63,882 | 72,520 | 71,738 |
| Short-term bank deposits | 9,517 | 15,058 | 13,137 |
| Trade receivables | 968 | 100 | 169 |
| Other receivables | 971 | 1,778 | 1,163 |
| | 77,842 | 94,942 | 89,490 |
| LONG-TERM ASSETS: | | | |
| Long-term deposits | 15 | 14 | 13 |
| Property, plant and equipment, net | 5,248 | 6,829 | 6,483 |
| | 5,263 | 6,843 | 6,496 |
| | \$ 83,105 | \$ 101,785 | \$ 95,986 |
| CURRENT LIABILITIES: | | | |
| Trade payables | \$ 898 | \$ 1,071 | \$ 1,330 |
| Other payables | 2,676 | 2,695 | 2,803 |
| Liabilities in respect of government grants | 81 | 680 | 125 |
| Deferred revenues and other advances | 1,006 | 1,126 | 967 |
| | 4,661 | 5,572 | 5,225 |
| LONG-TERM LIABILITIES: | | | |
| Liabilities in respect of government grants | 3,303 | 2,747 | 3,303 |
| Deferred revenues and other advances | 104 | 154 | 138 |
| Severance pay liability, net | 32 | 30 | 31 |
| | 3,439 | 2,931 | 3,472 |
| SHAREHOLDERS' EQUITY: | | | |
| Ordinary shares of NIS 0.02 par value: | | | |
| Authorized - 150,000,000 ordinary shares; Issued and outstanding – 25,749,969, | | | |
| 25,459,809 and 25,480,809 shares at September 30, 2017 | | | |
| and 2016 and December 31, 2016, respectively | 142 | 140 | 141 |
| Share premium and other capital reserve | 185,671 | 182,693 | 183,342 |
| Accumulated deficit | (110,808) | (89,551) | (96,194) |
| | 75,005 | 93,282 | 87,289 |
| | \$ 83,105 | \$ 101,785 | \$ 95,986 |

CONSOLIDATED STATEMENTS OF PROFIT OR LOSS

U.S. dollars in thousands (except share and per share data)

| | Nine months ended September 30, | | Three months ended September 30, | | Year ended December 31, |
|--------------------------------------|------------------------------------|-------------|-------------------------------------|------------|----------------------------|
| | 2017 | 2016 | 2017 | 2016 | 2016 |
| | Unaudited | | | | Audited |
| Revenues | \$ 2,647 | \$ 5,360 | \$ 748 | \$ 1,536 | \$ 6,540 |
| Cost of revenues | 2,211 | 4,508 | 546 | 1,418 | 5,639 |
| Gross profit | 436 | 852 | 202 | 118 | 901 |
| Operating expenses: | | | | | |
| Research and development, net | 12,319 | 11,670 | 4,301 | 3,905 | 16,405 |
| Business development | 1,264 | 1,225 | 443 | 435 | 1,696 |
| General and administrative | 2,781 | 2,894 | 960 | 950 | 3,889 |
| Total operating expenses | 16,364 | 15,789 | 5,704 | 5,290 | 21,990 |
| Operating loss | (15,928) | (14,937) | (5,502) | (5,172) | (21,089) |
| Financing income | 1,769 | 2,286 | 563 | 191 | 2,424 |
| Financing expenses | (444) | (277) | (85) | (112) | (891) |
| Loss before taxes on income | (14,603) | (12,928) | (5,024) | (5,093) | (19,556) |
| Taxes on income | 11 | 21 | - | 21 | 36 |
| Net loss | \$ (14,614) | \$ (12,949) | \$ (5,024) | \$ (5,114) | \$ (19,592) |
| Basic and diluted net loss per share | \$ (0.57) | \$ (0.51) | \$ (0.20) | \$ (0.20) | \$ (0.77) |

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

U.S. dollars in thousands

| | Share capital | Share premium and other capital reserve | Accumulated deficit | Total |
|---|------------------|---|------------------------|------------|
| | Unaudited | | | |
| Balance as of January 1, 2017 (audited) | \$ 141 | \$ 183,342 | \$ (96,194) | \$ 87,289 |
| Net loss | - | - | (14,614) | (14,614) |
| Exercise of options | 1 | 681 | - | 682 |
| Share-based compensation | - | 1,648 | - | 1,648 |
| Balance as of September 30, 2017 | \$ 142 | \$ 185,671 | \$ (110,808) | \$ 75,005 |
| | Share capital | Share premium and other capital reserve | Accumulated deficit | Total |
| | Unaudited | | | |
| Balance as of January 1, 2016 (audited) | \$ 140 | \$ 180,214 | \$ (76,602) | \$ 103,752 |
| Net loss | - | - | (12,949) | (12,949) |
| Exercise of options | *)- | 143 | - | 143 |
| Share-based compensation | - | 2,336 | - | 2,336 |
| Balance as of September 30, 2016 | \$ 140 | \$ 182,693 | \$ (89,551) | \$ 93,282 |

*) Represents an amount lower than \$1

| | Share capital | Share premium and other capital reserve | Accumulated deficit | Total |
|----------------------------------|------------------|---|------------------------|-----------|
| | Unaudited | | | |
| Balance as of July 1, 2017 | \$ 142 | \$ 184,977 | \$ (105,784) | \$ 79,335 |
| Net loss | - | - | (5,024) | (5,024) |
| Exercise of options | *)- | 12 | - | 12 |
| Share-based compensation | - | 682 | - | 682 |
| Balance as of September 30, 2017 | \$ 142 | \$ 185,671 | \$ (110,808) | \$ 75,005 |

*) Represents an amount lower than \$1

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

U.S. dollars in thousands

| | Share capital | Share premium and other capital reserve | Accumulated deficit | Total |
|----------------------------------|---------------|---|---------------------|-----------|
| | Unaudited | | | |
| Balance as of July 1, 2016 | \$ 140 | \$ 181,985 | \$ (84,437) | \$ 97,688 |
| Net loss | - | - | (5,114) | (5,114) |
| Exercise of options | *)- | 29 | - | 29 |
| Share-based compensation | - | 679 | - | 679 |
| Balance as of September 30, 2016 | \$ 140 | \$ 182,693 | \$ (89,551) | \$ 93,282 |

*) Represents an amount lower than \$1

| | Share capital | Share premium and other capital reserve | Accumulated deficit | Total |
|---------------------------------|---------------|---|---------------------|------------|
| | Audited | | | |
| Balance as of January 1, 2016 | \$ 140 | \$ 180,214 | \$ (76,602) | \$ 103,752 |
| Net loss | - | - | (19,592) | (19,592) |
| Exercise of options | 1 | 185 | - | 186 |
| Share-based compensation | - | 2,943 | - | 2,943 |
| Balance as of December 31, 2016 | \$ 141 | \$ 183,342 | \$ (96,194) | \$ 87,289 |

CONSOLIDATED STATEMENTS OF CASH FLOWS

U.S. dollars in thousands

| | Nine months ended September 30, | | Three months ended September 30, | | Year ended December 31, |
|---|------------------------------------|-------------|-------------------------------------|------------|----------------------------|
| | 2017 | 2016 | 2017 | 2016 | 2016 |
| | Unaudited | | | | Audited |
| Cash flows from operating activities | | | | | |
| Net loss | \$ (14,614) | \$ (12,949) | \$ (5,024) | \$ (5,114) | \$ (19,592) |
| Adjustments to reconcile net loss to net cash used in operating activities: | | | | | |
| Adjustments to the profit or loss items: | | | | | |
| Depreciation | 1,624 | 1,763 | 533 | 587 | 2,279 |
| Share-based compensation | 1,648 | 2,336 | 682 | 679 | 2,943 |
| Net financing income | (1,579) | (2,168) | (490) | (151) | (1,688) |
| Loss from sale of property, plant and equipment | - | 17 | - | - | 39 |
| Taxes on income | 11 | 21 | - | 21 | 36 |
| | 1,704 | 1,969 | 725 | 1,136 | 3,609 |
| Changes in asset and liability items: | | | | | |
| Decrease (increase) in trade receivables | (799) | 2,575 | 95 | (20) | 2,506 |
| Decrease (increase) in other receivables | 177 | (667) | 127 | (190) | (100) |
| Decrease (increase) in long-term deposits | (2) | 8 | (1) | 2 | 9 |
| Decrease in trade payables | (381) | (359) | (62) | (118) | (215) |
| Increase (decrease) in other payables | (122) | (415) | 177 | 181 | (303) |
| Increase in severance pay liability, net | 1 | 4 | - | - | 5 |
| Increase (decrease) in deferred revenues and other advances | 5 | 422 | (1) | 303 | (81) |
| Increase in liabilities in respect of government grants | - | 115 | - | - | 115 |
| | (1,121) | 1,683 | 335 | 158 | 1,936 |
| Cash received (paid) during the period for: | | | | | |
| Interest received | 1,682 | 1,838 | 561 | 684 | 2,360 |
| Taxes paid | (14) | (2) | (3) | (2) | (6) |
| Net cash used in operating activities | (12,363) | (7,461) | (3,406) | (3,138) | (11,693) |

CONSOLIDATED STATEMENTS OF CASH FLOWS

U.S. dollars in thousands

| | Nine months ended September 30, | | Three months ended September 30, | | Year ended December 31, |
|---|------------------------------------|----------|-------------------------------------|----------|----------------------------|
| | 2017 | 2016 | 2017 | 2016 | 2016 |
| | Unaudited | | | | Audited |
| <u>Cash flows from investing activities</u> | | | | | |
| Purchase of property, plant and equipment | \$ (442) | \$ (711) | \$ (157) | \$ (237) | \$ (808) |
| Proceeds from sale of marketable securities | 13,812 | 17,192 | 2,697 | 5,568 | 23,926 |
| Purchase of marketable securities | (6,208) | (17,576) | (881) | (3,826) | (24,561) |
| Proceeds from (investment in) bank deposits, net | 3,620 | 3,545 | (1,500) | 1,503 | 5,466 |
| Proceeds from sale of property, plant and equipment | - | - | - | - | 5 |
| Net cash provided by investing activities | 10,782 | 2,450 | 159 | 3,008 | 4,028 |
| <u>Cash Flows from Financing Activities</u> | | | | | |
| Proceeds from exercise of options | 682 | 143 | 12 | 29 | 186 |
| Proceeds from government grants | 266 | 404 | - | 146 | 802 |
| Repayment of government grants | (208) | (333) | (64) | (134) | (333) |
| Net cash provided by (used in) financing activities | 740 | 214 | (52) | 41 | 655 |
| Exchange rate differences - cash and cash equivalent balances | 62 | 15 | (2) | (5) | 25 |
| Decrease in cash and cash equivalents | (779) | (4,782) | (3,301) | (94) | (6,985) |
| Cash and cash equivalents, beginning of the period | 3,236 | 10,221 | 5,758 | 5,533 | 10,221 |
| Cash and cash equivalents, end of the period | \$ 2,457 | \$ 5,439 | \$ 2,457 | \$ 5,439 | \$ 3,236 |
| <u>Significant non-cash transactions</u> | | | | | |
| Acquisition of property, plant and equipment | \$ 122 | \$ 50 | \$ 122 | \$ 50 | \$ 150 |