

---

**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 **February 2018**

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 CEO Letter to Shareholders.
- 99.2 Press Release: Evogene Reports Fourth Quarter and Full Year 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)

By: /s/ Alex Taskar

Alex Taskar  
Chief Financial Officer

Date: February 28, 2018

EXHIBIT INDEX

<u>EXHIBIT NO.</u>	<u>DESCRIPTION</u>
<a href="#"><u>99.1</u></a>	<a href="#"><u>CEO Letter to Shareholders.</u></a>
<a href="#"><u>99.2</u></a>	<a href="#"><u>Press Release: Evogene Reports Fourth Quarter and Full Year 2017 Financial Results.</u></a>

**To our Shareholders,**

The primary purpose of this letter is to put Evogene's achievements and progress during the past few years in perspective by providing an overall strategy and roadmap for how we are planning to leverage our competitive advantage - our *Computational Predictive Biology (CPB)* platform to meet multiple unmet – and substantial – market needs to create significant shareholder value.

As our long-term shareholders are aware, up until our US IPO in 2013, most of Evogene's efforts were focused on pursuing long-term discovery programs for row crop seed traits in collaboration with world leading seed companies and on developing, expanding and enhancing the CPB platform. These multiple collaborations resulted in over 1000 Evogene gene discoveries being transferred to our partners under milestone and royalty bearing agreements, and in the establishment, and widespread industry recognition of Evogene's CPB platform as a unique, powerful and broadly applicable predictive discovery capability.

Following our IPO, while the Ag industry focused on mergers and acquisitions, Evogene continued to invest and extend its technological capabilities, including the integration of key downstream product development supporting technologies. In addition we significantly broadened the Company's commercial reach to additional fields in the Ag world, such as Ag-Chemicals and Ag-Biologicals. In each area we increased our focus on shorter term product development activities, both in collaborations and internally funded product development programs. In all of these efforts, the unique capabilities of our CPB platform allowed us to quickly demonstrate significant progress as we addressed key roadblocks to next generation products.

All of these activities led to 2017 being an important inflection point in our Company's development as we began to see the fruits of these efforts in the form of robust product pipelines in each of our focus areas in agriculture.

To continue and accelerate our commercialization efforts, at the beginning of 2018 our company was re-organized into market segment oriented divisions, Ag-Seeds, Ag-Biologicals and Ag-Chemicals, and subsidiaries – Evofuel and Biomica, with the CPB platform at Evogene's core. Each of these divisions/subsidiaries is now operating under the direction of its own general manager and with its own business development staff. It is my goal for this re-organization to begin to establish each of Evogene's divisions and subsidiaries as full stand-alone units targeting separate and distinct markets, and we are already seeing the advantages of our new structure as we aggressively pursue both internal programs and collaborations.

In order to complete the progression into full stand-alone units, I would like to see in 2018 the general manager and their team of each division/subsidiary continue to push its assets along the product pipeline towards commercialization as well as form collaborations with industry leaders. This stand-alone structure, while making product development more efficient, should also make the individual value of each division clearer as each has comparable tier companies.

---

It is important to recognize the value of the CPB as the technological enabler of our division's and subsidiaries' pipelines, while those are responsible for advancing their business in each respective market utilizing it. CPB is an evolving technological platform with its robustness and predictive capabilities continually enhanced both by the input of additional data and by new computational tools. This has led to the strengthening of our competitive advantage as the years go by, allowing us to initiate activities with a head-start. In each of our market segments there are independent companies focusing solely on that segment, but of course, without the benefit of our CPB capabilities. We are planning to continue to invest in the CPB platform in the future, further enhancing our technological platform's advantage.

**Within the framework of the above strategy and roadmap, we were very pleased to report important corporate-wide progress during the past year, including:**

***In Ag-Seeds Division*** – led by Dr. Arnon Heyman, VP & GM Ag-Seeds. The main focus of this division is improved seed traits, for yield and environmental stress improvement, disease resistance and insect control, through the use of gene transformation and more recently genome editing.

In the area of yield and environmental stress, we have long-term collaborations with Monsanto as well as other industry leaders, with over 1000 genes nominated to Monsanto's corn and soy product pipelines. With respect to disease resistance, last year we saw significant progress in both our Fusarium collaboration with Monsanto and our Black Sigatoka resistant banana collaboration with Rahan-Meristem. In our insect control segment, several internal programs based on novel non-BT toxins were recently advanced to Phase I.

In addition, we have incorporated genome editing technologies to utilize the substantial proprietary knowledge obtained by Evogene during its past trait discovery efforts. Genome editing technologies are expected by the industry to improve market reach and shorten time to market.

***In Ag-Biologicals Division*** – led by Mr. Ido Dor, EVP and GM Ag-Biologicals. This division focuses on the development of microbial-based yield improvement and pest control products. The Ag-Biologicals market is a rapidly growing segment within the Ag industry with a more favorable regulatory landscape.

During 2017 we entered a new collaboration with DuPont-Pioneer for the development of bio-stimulants in corn. Additionally, we have internal programs for bio-stimulants in wheat and bio-pesticides programs in other crops.

During the past few years we significantly strengthened our infrastructure in this division with the incorporation of fermentation and formulation technologies dedicated to downstream product development. (A recent presentation of the division with in-depth explanation of its activities is available on our website: [www.evogene.com](http://www.evogene.com)).

---

***In Ag-Chemicals Division*** – led by Mr. Eran Kosover, EVP & GM Ag-Chemicals. This division focuses on the development of novel herbicides and insecticides, utilizing a unique biology driven chemistry approach. We see great potential in our initial area of focus, herbicides, as a novel MoA (Mode-of-Action) herbicide has not been introduced to market in decades, and we believe our recent discoveries present an opportunity in that direction. Our recently established area of focus, insecticides, that was only initiated during 2017 also shows promising progress and we believe has significant potential.

The division has an ongoing herbicide collaboration with BASF and crop-enhancers collaboration with ICL, as well as a robust internal novel herbicide pipeline. Likewise we have an insecticide pipeline focusing on novel SoA (Sites-of-Action) on key nerve and muscle targets.

Our CPB platform also has the potential to optimize known active chemical ingredients of currently commercial herbicides and insecticides for the improvement of their attributes, representing an opportunity for the creation of a shorter term product pipeline.

***In Evofuel Ltd (subsidiary)*** – led by Mr. Assaf Dotan, CEO Evofuel. This subsidiary is focused on the commercialization of castor seeds for existing uses of its very high priced and unique oil. A key achievement during 2017 was a breakthrough in terms of mechanical harvesting capabilities, which have been a major bottleneck in the commercialization of castor seeds. Additional field testing with Evofuel castor varieties is planned for 2018 in Mexico, Argentina, Brazil and Dominican Republic.

***In Biomica Ltd (subsidiary)*** – led by Dr. Elran Haber, CEO, Biomica and with the scientific direction of Prof. Yehdua Ringel, Biomica CSO, Chief Division of Gastroenterology and Hepatology at Meir Medical Center, Israel. This recently formed subsidiary focuses on the human microbiome therapeutics and represents our first activity based on leveraging the use of the CPB platform in the area of human health. We are enthusiastic about our entrance into this segment. The CPB platform is uniquely designed to handle an enormous number of microbes, and Evogene has past microbial research knowhow from our Ag-Biologicals Division efforts. Given the “head-start” provided by these existing capabilities we look forward to providing further information on Biomica’s progress during the current year.

### **Conclusion**

I would like to conclude this letter by thanking all of the shareholders for their continued support of Evogene. We greatly appreciate the trust you have placed in us and look forward to reporting our continuing progress during the year.

Sincerely,

Ofer Haviv

President and Chief Executive Officer

---



## **Evogene Reports Fourth Quarter and Full Year 2017 Financial Results**

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

**Rehovot, Israel – February 28, 2018** – 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 (CPB) platform, announced today its financial results for the fourth quarter and full year ending December 31, 2017.

**Ofar Haviv, Evogene's President and CEO, stated:** “2017 was an important inflection point in our Company’s development as we began to see the initial fruits of our pioneering research and development efforts over the past few years. By year end, we had established robust product pipelines with strong industry alliances in each of our Agricultural divisions- Ag-Seeds, Ag-Biologicals and Ag-Chemicals. In addition, we initiated our first entry into human therapeutics with the establishment of our subsidiary Biomica, alongside our existing subsidiary - Evofuel.

“The next step in our corporate strategy and roadmap is to further develop each of these current market focused activities into “stand-alone” units, including their own R&D teams which have full access to utilize the CPB infrastructure for their market area. This led us to establish a new corporate structure being implemented earlier this year, with the result that each of our three agriculture divisions and our two subsidiaries is now operating under the direction of its own general manager and business development staff.

“We are already seeing the advantages of this new structure as we aggressively pursue both internal programs and collaborations in these separate and distinct market areas. In addition, this stand-alone presentation should also make the individual value of each division – and therefore Evogene as a whole - clearer as each has comparable tier companies focusing in that market area.

“In order to accelerate the progression into full stand-alone units, in 2018 I would like to see each general manager and his team continue to aggressively develop their product pipeline towards commercialization as well as form additional collaborations with industry leaders. We look forward to reporting our continuing progress during 2018.”

More information about the above is provided in a CEO Letter to Shareholders issued today which can be found on our [website](#).

---



**Key Evogene highlights for 2017 included:**

**Ag-Seeds Division:**

Yield and environmental stress Collaboration with Monsanto: Evogene has successfully completed the gene discovery phase, and the collaboration is now focused on progressing selected gene candidates through additional testing in Monsanto's product development pipeline in corn and soy.

Disease Resistance Collaboration with Monsanto: An important milestone was achieved in our Fusarium collaboration with Monsanto, with Evogene genes showing resistance to Fusarium in model plants. The top prioritized genes are advancing to tests in Monsanto's corn pipeline.

Collaboration with Rahan Meristem: The collaboration achieved positive results in 2nd year field trials for Black Sigatoka resistant bananas, which are now being leveraged through genome editing.

**Ag-Biologicals Division:**

Bio-Stimulant collaboration with DuPont-Pioneer: Evogene entered a collaboration with DuPont-Pioneer to bring to market, in a broad acre approach, bio-stimulant coated corn seeds. This collaboration is based on the achievements of an internal product program for bio-stimulants. The next step in the collaboration will be field tests undertaken by DuPont-Pioneer.

In January 2018, Evogene announced positive results in a second year field trial conducted by Evogene in 2017. The tested bio-stimulant seed treatments demonstrated up to 20% increases in corn yield under moderate drought conditions.

**Ag-Chemicals Division:**

Novel herbicide collaboration with BASF: The collaboration is progressing according to plan.

Internal novel Mode-of-Action herbicide program: Evogene continued to integrate product development criteria to optimize 10 validated chemical compounds, computationally predicted to inhibit 8 Evogene discovered herbicidal protein targets. In February 2018, Evogene announced an important step in the advancement of this program: positive results with multiple 'families' of Evogene predicted chemical compounds demonstrating improved herbicidal effectiveness in lab and greenhouse experiments.

Initiation of internal novel insecticides product program focusing on key nerve & muscle targets.

---

**Evofuel** (wholly owned subsidiary) - focused on development and commercialization of castor seeds;

Evofuel together with its partner achieved a breakthrough in terms of mechanical harvesting capabilities, which has been a major bottleneck in the commercialization of castor seeds.

**Biomica** (subsidiary) - focused on the discovery and development of human microbiome-based therapeutics;

During 2017 Biomica was established by Evogene together with co-founder Prof. Yehuda Ringel, Biomica CSO, Chief Division of Gastroenterology and Hepatology at Meir Medical Center, Israel.

In February 2018, Evogene announced the appointment of Dr. Elran Haber as CEO of Biomica.

**Financial results for the period ending December 31, 2017**

**Cash Position:** As of December 31, 2017, the Company had \$71.8 million in cash, short-term bank deposits and marketable securities, representing a net cash usage of \$4.1 million for the fourth quarter and \$16.4 million for full year ending December 31, 2017. The Company does not have bank debts.

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 full year of 2017 were \$3.4 million, in comparison to \$6.5 million in the full year of 2016. Revenues for the fourth quarter of 2017 were \$0.7 million, in comparison to revenues of \$1.2 million for the fourth 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 full year 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 full year of 2017 were \$2.8 million in comparison to \$5.6 million in the full year of 2016. Cost of revenues for the fourth quarter of 2017 were \$0.6 million, in comparison to \$1.1 million in the fourth 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 full year of 2017 were \$17.0 million in comparison to \$16.4 million in the full year of 2016. R&D expenses for the fourth quarter of 2017 remained stable at \$4.7 million in comparison to in the fourth quarter in 2016.

**Operating loss** for the full year of 2017 was \$21.9 million, in comparison to an operating loss of \$21.1 million for the full year of 2016. Operating loss for the fourth quarter of 2017 was \$6.0 million in comparison to \$6.2 million in the fourth quarter in 2016. The increase in operating loss for the full year was mainly due to the decrease in revenues and an increase in R&D expenses.

The net financing income for the full year of 2017 was \$1.1 million in comparison to \$1.5 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.

**Net loss** for the full year of 2017 was \$20.8 million in comparison to \$19.6 million in the full year 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 fourth quarter of 2017 was \$6.2 million compared to the net loss of \$6.6 million in the comparable quarter in 2016, the decrease in loss was due to a decrease in expenses and a decrease in net financing expenses.

---

**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 1-888-668-9141 toll free from the United States, or +972-3-918-0610 internationally. Access to the call will also be available via live webcast through the Company's website at [www.evogene.com](http://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 +972-3-925-5901 internationally. The replay will be accessible through February 28, 2018, and an archive of the webcast will be available on the Company's website through March 9, 2018.

**About Evogene Ltd.:**

Evogene (NASDAQ, TASE: EVGN) is a leading biotechnology company developing novel products for major life science markets through the use of a unique predictive biology platform incorporating deep scientific understandings and advanced computational technologies. This platform is utilized by the Company to discover and develop innovative ag-chemical, ag-biological and ag-seed products (GM and non GM), and by two subsidiaries; Evofuel, focused on castor seeds, and Biomica, focused on human microbiome therapeutics. Through its collaborations with world-leading agricultural companies such as BASF, Bayer, DuPont, Monsanto and Syngenta, Evogene has licensed genes, small molecules and microbes to partners under milestone and royalty bearing agreements. For more information, please visit [www.evogene.com](http://www.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](mailto:IR@evogene.com)  
T: (+972)-8-931-1963

**US Investor Relations**

Vivian Cervantes  
PCG Advisory  
E: [vivian@pcgadvisory.com](mailto:vivian@pcgadvisory.com)  
T: 646-863-6274

---

**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**

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

	December 31,	
	2017	2016
	Unaudited	Audited
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents	\$ 3,435	\$ 3,236
Restricted cash	47	47
Marketable securities	59,940	71,738
Short-term bank deposits	8,380	13,137
Trade receivables	132	169
Other receivables	857	1,163
	<u>72,791</u>	<u>89,490</u>
<b>LONG-TERM ASSETS:</b>		
Long-term deposits	19	13
Property, plant and equipment, net	4,792	6,483
	<u>4,811</u>	<u>6,496</u>
	<u>\$ 77,602</u>	<u>\$ 95,986</u>
<b>CURRENT LIABILITIES:</b>		
Trade payables	\$ 1,110	\$ 1,330
Other payables	2,934	2,803
Liabilities in respect of government grants	104	125
Deferred revenues and other advances	516	967
	<u>4,664</u>	<u>5,225</u>
<b>LONG-TERM LIABILITIES:</b>		
Liabilities in respect of government grants	3,438	3,303
Deferred revenues and other advances	89	138
Severance pay liability, net	33	31
	<u>3,560</u>	<u>3,472</u>
<b>SHAREHOLDERS' EQUITY:</b>		
Ordinary shares of NIS 0.02 par value:		
Authorized – 150,000,000 ordinary shares; Issued and outstanding –25,750,547 and 25,480,809 shares at December 31, 2017 and 2016, respectively	142	141
Share premium and other capital reserve	186,268	183,342
Accumulated deficit	(117,032)	(96,194)
	<u>69,378</u>	<u>87,289</u>
	<u>\$ 77,602</u>	<u>\$ 95,986</u>

**CONSOLIDATED STATEMENTS OF PROFIT OR LOSS**

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

	Year ended December 31,		Three months ended December 31,	
	2017	2016	2017	2016
	Unaudited	Audited	Unaudited	
Revenues	\$ 3,381	\$ 6,540	\$ 734	\$ 1,180
Cost of revenues	2,845	5,639	634	1,131
Gross profit	536	901	100	49
Operating expenses:				
Research and development, net	16,987	16,405	4,668	4,735
Business development	1,686	1,696	422	471
General and administrative	3,810	3,889	1,029	995
Total operating expenses	22,483	21,990	6,119	6,201
Operating loss	(21,947)	(21,089)	(6,019)	(6,152)
Financing income	2,125	2,424	356	138
Financing expenses	(1,005)	(891)	(561)	(614)
Loss before taxes on income	(20,827)	(19,556)	(6,224)	(6,628)
Taxes on income	11	36	-	15
Net loss	\$ (20,838)	\$ (19,592)	\$ (6,224)	\$ (6,643)
Basic and diluted loss per share	\$ (0.81)	\$ (0.77)	\$ (0.24)	\$ (0.26)

**CONSOLIDATED STATEMENTS OF CASH FLOWS**

U.S. dollars in thousands

	Year ended December 31,		Three months ended December 31,	
	2017	2016	2017	2016
	Unaudited	Audited	Unaudited	
<b>Cash flows from operating activities</b>				
Net loss	\$ (20,838)	\$ (19,592)	\$ (6,224)	\$ (6,643)
Adjustments to reconcile net loss to net cash used in operating activities:				
Adjustments to the profit or loss items:				
Depreciation	2,145	2,279	521	516
Share-based compensation	2,244	2,943	596	607
Net financing expense (income)	(1,454)	(1,688)	125	480
Loss from sale of property, plant and equipment	-	39	-	22
Taxes on income	11	36	-	15
	2,946	3,609	1,242	1,640
Changes in asset and liability items:				
Decrease (increase) in trade receivables	37	2,506	836	(69)
Decrease (increase) in other receivables	221	(100)	44	567
Decrease (increase) in long-term deposits	(6)	9	(4)	1
Increase (decrease) in trade payables	(86)	(215)	295	144
Increase (decrease) in other payables	136	(303)	258	112
Increase in severance pay liability, net	2	5	1	1
Decrease in deferred revenues and other advances	(500)	(81)	(505)	(503)
Increase in liabilities in respect of government grants	-	115	-	-
	(196)	1,936	925	253
Cash received (paid) during the period for:				
Interest received	2,173	2,360	491	522
Taxes paid	(14)	(6)	-	(4)
Net cash used in operating activities	(15,929)	(11,693)	(3,566)	(4,232)

CONSOLIDATED STATEMENTS OF CASH FLOWS

U.S. dollars in thousands

	Year ended December 31,		Three months ended December 31,	
	2017	2016	2017	2016
	Unaudited	Audited	Unaudited	
<u>Cash flows from investing activities</u>				
Purchase of property, plant and equipment	\$ (590)	\$ (808)	\$ (148)	\$ (97)
Proceeds from sale of marketable securities	22,737	23,926	8,925	6,734
Purchase of marketable securities	(11,659)	(24,561)	(5,451)	(6,985)
Proceeds from bank deposits, net	4,757	5,466	1,137	1,921
Proceeds from sale of property, plant and equipment	-	5	-	5
Net cash provided by investing activities	15,245	4,028	4,463	1,578
<u>Cash Flows from Financing Activities</u>				
Proceeds from exercise of options	683	186	1	43
Proceeds from government grants	339	802	73	398
Repayment of government grants	(208)	(333)	-	-
Net cash provided by financing activities	814	655	74	441
Exchange rate differences - cash and cash equivalent balances	69	25	7	10
Increase (decrease) in cash and cash equivalents	199	(6,985)	978	(2,203)
Cash and cash equivalents, beginning of the period	3,236	10,221	2,457	5,439
Cash and cash equivalents, end of the period	<u>\$ 3,435</u>	<u>\$ 3,236</u>	<u>\$ 3,435</u>	<u>\$ 3,236</u>
<u>Significant non-cash transactions</u>				
Acquisition of property, plant and equipment	<u>\$ 39</u>	<u>\$ 150</u>	<u>\$ 39</u>	<u>\$ 150</u>