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**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 **March 2019**

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): \_\_\_\_

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## CONTENTS

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

- 99.1 Press Release: Evogene Reports Fourth Quarter and Full Year 2018 Financial Results.
- 99.2 CEO Letter to Shareholders.

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: March 13, 2019

By: /s/ Dorit Kreiner

\_\_\_\_\_  
Dorit Kreiner  
Chief Financial Officer

EXHIBIT INDEX

<u>EXHIBIT NO.</u>	<u>DESCRIPTION</u>
<a href="#"><u>99.1</u></a>	<a href="#"><u>Press Release: Evogene Reports Fourth Quarter and Full Year 2018 Financial Results.</u></a>
<a href="#"><u>99.2</u></a>	<a href="#"><u>CEO Letter to Shareholders.</u></a>



## Evogene Reports Fourth Quarter and Full Year 2018 Financial Results

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

**Rehovot, Israel – March 13, 2019** – Evogene Ltd. (NASDAQ, TASE: EVGN), a leading biotechnology company developing novel products for life science markets, announced today its financial results for the fourth quarter and full year ending December 31, 2018.

Evogene has published in addition to the press release for the financial results, its annual Letter to the Shareholders. In this Letter is outlined Evogene's overall strategy, the progress achieved in 2018 and its plans looking forward to 2019. The Letter is available for viewing on Evogene's website at: <http://www.evogene.com/investor-relations/press-releases/>

**Ofer Haviv, Evogene's President and CEO, stated:** "The Letter we issued today, as stated, includes a comprehensive overview of our strategy and its implementation, as well as key highlights in 2018. Therefore, this press release will focus on recent developments in the Company's activities, some expectations for 2019 and the financial results for the fourth quarter and full year of 2018. I urge all of our shareholders to read this Letter, if they have not already done so already."

### **Recent Developments:**

- Establishment of **Lavie Bio**, a subsidiary focused on ag-biologicals. Evogene's activities relating to discovery, optimization and development of sustainable ag-biological products are being transferred to this new subsidiary.
  - Appointment of Dr. Adrian Percy to Evogene's board of directors.
  - Promising results in bio-stimulants for corn and wheat in 2018 field trials.
  - Advancement in the development of bio-pesticides focusing on specialty crops – hits have shown promising results and will be examined in additional field trials.
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**Expectations for 2019 include:**

- **AgPlenus** – to reach an initial Lead in our novel MoA herbicide product program, and discovery of novel molecules (Hits) for insecticides.
- **Lavie Bio** – to optimize and develop formulation and fermentation capabilities; examining performance of lead candidates in field trials in target locations, mainly in the USA.
- **Ag-Seeds division** – insect control toxins are expected to undergo validation in target crops.
- **Biomica** – to enter pre-clinical studies in its immuno-oncology program.
- **Evofuel** – to advance to commercial scale field trials, with fully mechanized harvesting, in target locations, Argentina and Brazil.

**Evogene** will continue to examine new areas, where it can create additional value in a relatively short time. In addition, with respect to new collaborations, there will be an increased focus on strategic relationships for joint product development.

“Looking forward, we expect 2019 to be a pivotal year, as we further develop our product pipelines and continue to evolve our organization. We expect to finalize the new organizational structure while strengthening Evogene’s positioning as a technological hub. In parallel, each subsidiary will continue its efforts with respect to its internal pipelines, existing and new collaborative activities, while securing additional financial resources, if and when needed.” – **Mr. Haviv added**

**Financial results for the periods ending December 31, 2018:**

**Cash position:** As of December 31, 2018, Evogene had approximately \$54.5 million in cash, short-term bank deposits and marketable securities, representing a net cash usage of approximately \$17.3 million during the full year of 2018 and approximately \$3.7 million during the fourth quarter of 2018. Excluding the impact of the USD/ILS exchange rate, the net cash usage during the full year of 2018 would have been \$16.6 million – in line with the company’s revised forecast.

During the fourth quarter of 2018, Evogene converted US Dollar denominated marketable securities to Israeli Shekels, as most of the Company’s expenses are Israeli Shekel based. The translation of the Shekel based cash balance to US Dollars, the Company’s reporting currency, at the end of the period, impacted the reported US Dollars cash balance by \$0.7 million.

The Company estimates that its net cash usage in 2019 will be in the range of \$16 to \$18 million dollars, assuming that no external financial resources are secured, such as through collaborations or external fund raising. This forecast is derived from the advancement of the Company’s activities to later stages of product development, which include field trials and pre-clinical studies provided by third parties. This effect is moderated by operating efficiencies achieved with the new corporate structure. The Company does not have bank debts.

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

**Gross profit** for the full year of 2018 was approximately \$0.3 million in comparison to approximately \$0.5 million during the full year of 2017. Gross profit for the fourth quarter of 2018 was approximately \$0 in comparison to approximately \$100 thousand for the fourth quarter of 2017.

**R&D expenses** for the full year of 2018 were approximately \$14.7 million in comparison to approximately \$17.0 million for the full year of 2017. R&D expenses for the fourth quarter of 2018 were approximately \$3.9 million in comparison to approximately \$4.7 million for the fourth quarter of 2017. R&D expenses decreased following operating efficiencies achieved as a result of the ongoing implementation of the new corporate structure, which was initiated at the beginning of 2018.

**Operating loss** for the full year of 2018 was approximately \$20.0 million in comparison to approximately \$21.9 million in the full year of 2017. Operating loss for the fourth quarter of 2018 was approximately \$5.3 million in comparison to approximately \$6.0 million in the fourth quarter in 2017. The decrease in operating loss was mainly due to the decrease in R&D expenses as described above and a decrease in G&A expenses, which were partially offset by an increase in the business development expenses.

The **net financing expenses** for the full year of 2018 were approximately \$0.8 million in comparison to net financing income of approximately \$1.1 million during the full year of 2017. The net financing expenses for the fourth quarter of 2018 were approximately \$0.6 million in comparison to net financing expenses of approximately \$0.2 million in the comparable quarter in 2017. The increase in the net financing expenses in the fourth quarter is due to the impact of the changes in the USD/ILS exchange rate, as described above.

**Loss** for the full year of 2018 remained stable at \$20.8 million in comparison to the full year of 2017. Loss in the fourth quarter of 2018 decreased to approximately \$5.8 million compared to approximately \$6.2 million in the fourth quarter in 2017.

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**Conference Call & Webcast Details:**

Evogene's management will host a conference call to discuss the results at 09:00 AM Eastern time, 15:00 Israel time. To access the conference call, please dial 1-888-668-9141 toll free from the United States, or +972-3-918-0609 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 March 13, 2019, and an archive of the webcast will be available on the Company's website through March 24, 2019.

**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 computational predictive biology (CPB) platform incorporating deep scientific understandings and advanced computational technologies.

Today, this platform is utilized by the Company to discover and develop innovative products in the following areas (via subsidiaries or divisions): ag-chemicals, ag-biologicals, seed traits, integrated castor oil ag-solutions and human microbiome based therapeutics. Each subsidiary or division establishes its product pipeline and go-to-market, as demonstrated in its collaborations with world-leading companies such as BASF, Corteva, Bayer and ICL. 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 are 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.*

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**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**

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

	As of December 31,	
	2018	2017
	Unaudited	Audited
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents	\$ 5,810	\$ 3,435
Marketable securities	26,065	59,940
Short-term bank deposits	22,592	8,380
Trade receivables	160	132
Other receivables and prepaid expenses	861	904
	55,488	72,791
<b>LONG-TERM ASSETS:</b>		
Long-term deposits	19	19
Property, plant and equipment, net	3,187	4,792
	3,206	4,811
	<u>\$ 58,694</u>	<u>\$ 77,602</u>
<b>CURRENT LIABILITIES:</b>		
Trade payables	\$ 1,015	\$ 1,110
Liabilities in respect of government grants	988	104
Deferred revenues and other advances	412	516
Other payables	3,016	2,934
	5,431	4,664
<b>LONG-TERM LIABILITIES:</b>		
Liabilities in respect of government grants	2,898	3,438
Deferred revenues and other advances	28	89
Severance pay liability, net	31	33
	2,957	3,560
<b>SHAREHOLDERS' EQUITY:</b>		
Ordinary shares of NIS 0.02 par value:		
Authorized – 150,000,000 ordinary shares; Issued and outstanding – 25,754,297 and 25,750,547 shares at December 31, 2018 and 2017, respectively	142	142
Share premium and other capital reserves	187,701	186,268
Accumulated deficit	(137,790)	(117,032)
Equity attributable to equity holders of the Company	50,053	69,378
Non-controlling interests	253	-
Total equity	50,306	69,378
	<u>\$ 58,694</u>	<u>\$ 77,602</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,	
	2018	2017	2018	2017
	Unaudited	Audited	Unaudited	
Revenues	\$ 1,747	\$ 3,381	\$ 635	\$ 734
Cost of revenues	1,452	2,845	627	634
Gross profit	295	536	8	100
Operating expenses:				
Research and development, net	14,686	16,987	3,858	4,668
Business development	2,084	1,686	474	422
General and administrative	3,514	3,810	943	1,029
Total operating expenses	20,284	22,483	5,275	6,119
Operating loss	(19,989)	(21,947)	(5,267)	(6,019)
Financing income	1,413	2,125	217	356
Financing expenses	(2,206)	(1,005)	(783)	(561)
Financing income (expenses), net	(793)	1,120	(566)	(205)
Loss before taxes on income	(20,782)	(20,827)	(5,833)	(6,224)
Taxes on income (tax benefit)	30	11	(4)	-
Loss	\$ (20,812)	\$ (20,838)	\$ (5,829)	\$ (6,224)
Attributable to:				
Equity holders of the Company	(20,758)	(20,838)	(5,801)	(6,224)
Non-controlling interests	(54)	-	(28)	-
	\$ (20,812)	\$ (20,838)	\$ (5,829)	\$ (6,224)
Basic and diluted loss per share, attributable to equity holders of the Company	\$ (0.81)	\$ (0.81)	\$ (0.23)	\$ (0.24)
Weighted average number of shares used in computing basic and diluted loss per share	25,753,411	25,673,276	25,754,297	25,750,179

**CONSOLIDATED STATEMENTS OF CASH FLOWS**

U.S. dollars in thousands

	Year ended December 31,		Three months ended December 31,	
	2018	2017	2018	2017
	Unaudited	Audited	Unaudited	
<b>Cash flows from operating activities</b>				
Loss	\$ (20,812)	\$ (20,838)	\$ (5,829)	\$ (6,224)
Adjustments to reconcile loss to net cash used in operating activities:				
Adjustments to the profit or loss items:				
Depreciation	2,020	2,145	513	521
Share-based compensation	1,731	2,244	360	596
Net financing expenses (income)	694	(1,454)	544	125
Taxes on income (tax benefit)	30	11	(4)	-
	4,475	2,946	1,413	1,242
Changes in asset and liability items:				
Decrease (increase) in trade receivables	(28)	37	76	836
Decrease in other receivables	95	221	716	44
Decrease (increase) in long-term deposits	-	(6)	2	(4)
Increase (decrease) in trade payables	(114)	(86)	303	295
Increase in other payables	51	138	345	259
Decrease in deferred revenues and other advances	(165)	(500)	(194)	(505)
	(161)	(196)	1,248	925
Cash received (paid) during the period for:				
Interest received	1,360	2,173	221	491
Taxes paid	(23)	(14)	-	-
Net cash used in operating activities	(15,161)	(15,929)	(2,947)	(3,566)

**CONSOLIDATED STATEMENTS OF CASH FLOWS**

U.S. dollars in thousands

	Year ended December 31,		Three months ended December 31,	
	2018	2017	2018	2017
	Unaudited	Audited	Unaudited	
<b>Cash flows from investing activities</b>				
Purchase of property, plant and equipment	\$ (374)	\$ (590)	\$ (118)	\$ (148)
Proceeds from sale of marketable securities	63,639	22,737	30,205	8,925
Purchase of marketable securities	(31,700)	(11,659)	(17,299)	(5,451)
Proceeds from (investment in) bank deposits, net	(14,212)	4,757	(10,092)	1,137
Net cash provided by investing activities	17,353	15,245	2,696	4,463
<b>Cash flows from financing activities</b>				
Proceeds from exercise of options	9	683	-	1
Proceeds from government grants	354	339	133	73
Repayment of government grants	(66)	(208)	(1)	-
Net cash provided by financing activities	297	814	132	74
Exchange rate differences - cash and cash equivalent balances	(114)	69	219	7
Increase in cash and cash equivalents	2,375	199	100	978
Cash and cash equivalents, beginning of the period	3,435	3,236	5,710	2,457
Cash and cash equivalents, end of the period	\$ 5,810	\$ 3,435	\$ 5,810	\$ 3,435

**To our Shareholders,**

I am happy to address you in my second annual letter to share my insights regarding Evogene's evolving strategy, to summarize some of our key achievements in 2018, particularly with respect to product advancement and collaborations, and to provide our expectations for 2019.

Before I continue to describe these developments, I would like to note that although we are very proud of our achievements and of the world-class company that Evogene now represents, there is an area where we have not been successful – conveying to the investment community the commercial potential of the unique product discovery and development capabilities that now exist at Evogene. It is our expectation that the new corporate strategy, as presented in depth in this letter and the execution of our 2019 workplan will begin to address this shortcoming.

**Evogene's Computational Predictive Biology (CPB) Platform**

Central to all our product discovery and development capabilities and achievements is our CPB platform, the result of a decade long, multidisciplinary effort to integrate deeper and predictive understandings of key aspects of biology with the most advanced computational methodologies. These efforts have been enabled by two parallel revolutions (i) the data revolution - allowing the creation of enormous amounts of biological and chemical data in a cost-effective manner and (ii) the computational processing revolution - allowing the integration and analysis of data with advanced algorithms such as machine learning and other artificial intelligence.

The CPB platform has been designed to provide more accurate results and predictions, using a revolutionary approach for the creation of novel products. This approach is relevant all the way from discovery through final product development. It is accomplished by computationally identifying and integrating the critical biological criteria for a successful product upon initiation of a program. This enables the CPB platform to first predict the most relevant candidates from our comprehensive databases to begin the candidate selection, validation and product development process, and thereafter to guide the process. The ability to make and evaluate candidate selection and prioritization according to these criteria upon the initiation of a program, significantly increases the probability of successful product development while decreasing time and cost.

**Evogene's Areas of Focus**

To maximize corporate value, we select the most appropriate markets to focus on, based on meeting a number of criteria, primarily: (i) market size, (ii) a well-recognized unmet need for next-generation products, (iii) an understanding of the scientific or technical road-blocks that prevent others from developing next-generation products, and most importantly, (iv) the expectation that our CPB platform and unique methodology provide a significant competitive advantage in addressing these roadblocks.

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Currently, Evogene's areas of focus address three general fields: agriculture, human health and life-science based industrial applications.

In the field of agriculture, we have three specific market-focused operating units:

AgPlenus is our ag-chemicals subsidiary, focusing on the development of novel herbicides and insecticides.

Lavie Bio, our ag-biologicals subsidiary, focusing on bio-stimulants and bio-pesticides.

Ag-Seeds division, focusing on improving seed traits through genomics, utilizing GMO and non-GMO approaches, and focuses on yield & abiotic stress, disease resistance and insect control seed traits.

In the human health field, we have our subsidiary Biomica, with the mission of developing therapeutics based on microbes and small molecules in the areas of immuno-oncology, multi drug resistant organisms and GI related disorders.

In the broad field of life-science based industrial markets, our initial activity is our subsidiary Evofuel, which is making significant progress in developing the first fully integrated supply solution within the rapidly growing field of castor oil based industries.

#### **Corporate structure evolution - as means to value recognition**

As we greatly expanded our areas of activity in recent years, we recognized that a traditional corporate structure would not be the most efficient and productive framework for gaining maximum and timely values from this on-going multi-market, leveraging of our CPB based capabilities.

Therefore, we are now operating with a structure consisting of: Evogene as a technology hub, which is responsible for both maintaining and expanding the CPB platform and providing R&D services; and a growing group of divisions and subsidiaries that benefit from the CPB platform's unique capabilities.

The main trigger in converting market-focused divisions to subsidiaries is Evogene's belief that this structure provides more value to Evogene shareholders as a standalone company with access to the CPB rather than as an internal division. This will allow the new company to pursue its individual mission and meet the following objectives:

- (i) Advance its product development and pipeline;
  - (ii) Establish its "go-to-market" via direct sales or through existing and new collaborations; and
  - (iii) Secure additional financial resources, if and when required.
-

## **Select Achievements During 2018**

### **Product Development**

AgPlenus (formerly Ag-Chemicals division) – In its novel Mode-of-Action herbicide program, herbicidal effectiveness was demonstrated in early 2018 and later in the year we announced reaching biological proof of a new Mode-of-Action.

Lavie Bio (formerly Ag-Biologicals division):

- o In the corn bio-stimulant program, positive 2<sup>nd</sup> year field results were achieved.
- o In the wheat bio-stimulant program we announced phase advancement following positive results.

Ag-Seeds division - Insect control genes demonstrated effectiveness against insects with resistance to current solutions, indicating new Modes-of-Action.

Biomica announced its focus on the following areas of therapeutics: immuno-oncology, multi drug resistant organisms and GI related disorders.

Evofuel and an agricultural equipment manufacturer, Fantini, announced a breakthrough in mechanical harvesting for castor bean, which has been a major bottleneck in the commercialization of the castor bean crop.

### **New Collaborations**

AgPlenus entered a multiyear collaboration with BASF for the development of novel insecticides.

The Ag-Seeds division entered collaborations with:

- o IMAmt, a leading developer and marketer of cotton seeds, in the field of insect control traits in cotton.
- o TMG, a leading plant breeder, to develop nematode resistant soybean through genome editing.

### **Looking forward to 2019**

As stated at the beginning of this letter, we are very proud of our continuing achievements and of the world-class company that Evogene now represents. Looking forward, we expect 2019 to be a pivotal year, as we further develop our product pipelines and continue to evolve our organization. It is our expectation that the achievements with respect to the group's internal pipelines, existing and new collaborative activities, and continued evolution of our corporate structure, will better convey the commercial potential of Evogene to the investment community.

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Being more specific with respect to the group's internal pipeline, during 2019, some of our expectations include:

AgPlenus - reaching an initial Lead in our novel MoA herbicide product program, and discovery of novel molecules (Hits) for insecticides.

Lavie Bio - optimization and development of formulation and fermentation capabilities; examining performance of lead candidates in field trials in target locations mainly in the USA.

Ag-Seeds division - insect control toxins are expected to undergo validation in target crops.

Biomica - to enter pre-clinical studies in its immuno-oncology program.

Evofuel - to advance to commercial scale field trials in target locations, Argentina and Brazil, with full mechanized harvesting.

With respect to new collaborations, there will be an increased focus on strategic relationships for joint product development.

Last but not least, as part of our evolving corporate structure, each of the subsidiaries should secure additional financial resources, if and when required.

In addition, Evogene will continue to examine new areas, in which it can create additional value in a relatively short time.

We appreciate the support of our loyal shareholders and their continuing confidence in the Company. We believe that we have created substantial assets and expect 2019 to highlight their true value.

Sincerely,

Ofer Haviv  
President and Chief Executive Officer

#### Forward Looking Statements

*This letter contains "forward-looking statements" relating to future events. These statements may be identified by words such as "expect", "believe", "may", "could", "should", "intend", "anticipate", "plan", "scheduled", "estimate" 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.*

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