
As filed with the Securities and Exchange Commission on September 9, 2015
Registration No. 333-_____

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

PLURISTEM THERAPEUTICS INC.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of incorporation or
organization)

98-0351734
(I.R.S. Employer Identification No.)

MATAM Advanced Technology Park, Building No. 5, Haifa, Israel
(Address of Principal Executive Offices)

31905
(Zip Code)

Pluristem Therapeutics Inc. Amended and Restated 2005 Stock Option Plan
(Full title of the plan)

Nevada Agency and Transfer Company
50 West Liberty Street, Suite 880
Reno, NV 89501
(Name and address of agent for service)

(775) 322-0626
(Telephone number, including area code, of agent for service)

Copy to:
Howard E. Berkenblit
Shy S. Baranov
Zysman, Aharoni, Gayer and Sullivan & Worcester LLP
One Post Office Square
Boston, Massachusetts 02110
Telephone: (617) 338-2800
Fax: (617) 338-2880

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐

Non-accelerated filer ☐

(Do not check if a smaller reporting company)

Accelerated filer ☒

Smaller reporting company ☐

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$0.00001 par value	2,200,000	\$ 1.93(2)	\$ 4,246,000(2)	\$ 493.4

(1) In accordance with Rule 416(a) under the Securities Act of 1933, as amended (the “**Securities Act**”), this Registration Statement shall be deemed to cover an indeterminate number of additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

(2) Estimated in accordance with Rules 457(h)(1) and 457(c) promulgated under the Securities Act, solely for the purpose of calculating the registration fee, based on \$1.93, the average of the high and low prices of the Common Stock on the Nasdaq Capital Market on September 8, 2015.

EXPLANATORY NOTE

On October 20, 2009, Pluristem Therapeutics Inc. (the “**Company**” or the “**Registrant**”) filed a Registration Statement on Form S-8 (File No. 333-162577) (the “**Original Registration Statement**”) with the U.S. Securities and Exchange Commission (the “**Commission**”) to register an aggregate of 4,697,328 shares of common stock of the Company that may be issued pursuant to the Company’s Amended and Restated 2005 Stock Option Plan as amended (the “**Plan**”).

On April 28, 2011, the Company filed another Registration Statement on Form S-8 (File No. 333-173777) (the “**Second Registration Statement**”) with the Commission to register an additional 5,368,849 shares of common stock of the Company that may be issued pursuant to the Plan.

On June 5, 2014, the Company filed another Registration Statement on Form S-8 (File No. 333-196537) (the “**Third Registration Statement**”) with the Commission to register an additional 900,000 shares of common stock of the Company that may be issued pursuant to the Plan.

Pursuant to the Plan, the number of shares of common stock of the Company made available under the Plan shall be automatically increased to be equal to 16% of the number of shares of common stock issued and outstanding of the Company on a fully diluted basis immediately prior to the grant of securities.

The Company is filing this Registration Statement on Form S-8 to register an additional 2,200,000 shares of common stock of the Company, which may be issued in connection with securities awards which have been granted or may hereafter be granted under the Plan.

Pursuant to General Instruction E to Form S-8, the contents of the Original Registration Statement, the Second Registration Statement and the Third Registration Statement are incorporated herein by reference, except as revised herein.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

All information required by Part I to be contained in the prospectus is omitted from this Registration Statement in accordance with Rule 428 and the introductory note to Part I of Form S-8, in each case under the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following additional documents, which have been filed by the Company with the Commission under the Securities Exchange Act of 1934 (the “**Exchange Act**”), are incorporated by reference in and made a part of this Registration Statement, as of their respective dates:

(a) Annual Report on Form 10-K for the fiscal year ended June 30, 2015 filed with the Commission on September 9, 2015; and

(b) The description of the Company’s common stock contained in the Registration Statement on Form 8-A filed on December 10, 2007, under the Exchange Act, including any amendment or report filed or to be filed for the purpose of updating such description.

In addition to the foregoing, all documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequently filed by the Registrant prior to the filing of a post-effective amendment which indicates that all securities offered hereunder have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such documents and reports.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement herein, or in any subsequently filed document which also is or is deemed to be incorporated by reference, modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
4.1	Composite Copy of the Company’s Articles of Incorporation, as amended on May 22, 2014 (incorporated by reference to Exhibit 4.1 of the Company’s Registration Statement on Form S-8 filed with the Commission on June 5, 2014).
4.2	Amended By-laws of the Company (incorporated by reference to Exhibit 3.1 of the Company’s Quarterly Report on Form 10-Q filed with the Commission on February 9, 2012).
5.1*	Opinion of Zysman, Aharoni, Gayer and Sullivan & Worcester LLP.
23.1*	Consent of Zysman, Aharoni, Gayer and Sullivan & Worcester LLP (contained in the opinion of Zysman, Aharoni, Gayer and Sullivan & Worcester LLP filed herewith as Exhibit 5.1).
23.2*	Consent of Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global.
24.1*	Powers of Attorney (included in the signature page to this Registration Statement).
99.1	The Company’s Amended and Restated 2005 Stock Option Plan (incorporated by reference to Exhibit 10.1 of the Company’s Current Report on Form 8-K filed with the Commission on January 23, 2009).

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Haifa, Israel, on September 9, 2015.

PLURISTEM THERAPEUTICS INC.

By: /s/ Zami Aberman
Zami Aberman
Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Pluristem Therapeutics Inc. hereby constitute and appoint Zami Aberman and Yaky Yanay, and each of them singly, our true and lawful attorneys-in-fact, with full power to them in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8 (including any post-effective amendments thereto), and to file the same, with exhibits thereto and other documents in connection therewith, with the Commission, hereby ratifying and confirming all that each of said attorneys-in-fact may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Zami Aberman</u> Zami Aberman	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	September 9, 2015
<u>/s/ Yaky Yanay</u> Yaky Yanay	Chief Financial Officer, Chief Operating Officer, President and Director (Principal Financial and Accounting Officer)	September 9, 2015
<u>/s/ Israel Ben-Yoram</u> Israel Ben-Yoram	Director	September 9, 2015
<u>/s/ Isaac Braun</u> Isaac Braun	Director	September 9, 2015
<u>/s/ Mark Germain</u> Mark Germain	Director	September 9, 2015
<u>/s/ Moria Kwait</u> Moria Kwait	Director	September 9, 2015
<u>/s/ Hava Meretzky</u> Hava Meretzky	Director	September 9, 2015
<u>/s/ Nachum Rosman</u> Nachum Rosman	Director	September 9, 2015
<u>/s/ Doron Shorrer</u> Doron Shorrer	Director	September 9, 2015



ZAG/S&W
One Post Office Square
Boston, MA 02109

T +617 457 3800
F +617 338 2880
www.zag-sw.com

September 9, 2015

Pluristem Therapeutics Inc.
MATAM Advanced Technology Park,
Building No. 5, Haifa,
Israel 31905

Re: Registration of Shares under the Pluristem Therapeutics Inc. Amended and Restated 2005 Stock Option Plan

Dear Ladies and Gentlemen:

In connection with the registration under the Securities Act of 1933, as amended (the "**Act**"), by Pluristem Therapeutic Inc., a Nevada corporation (the "**Company**"), of 2,200,000 shares of its common stock, par value \$0.00001 per share ("**Common Stock**"), that are to be issued under the Company's Amended and Restated 2005 Stock Option Plan (the "**Plan**"), including shares of common stock issuable upon the exercise of options and vesting and exercise of restricted stock units ("**RSUs**") granted and to be granted pursuant to the provisions of the Plan (all such shares issued or to be issued thereunder referred to herein as, the "**Registered Shares**"), the following opinion is furnished to you to be filed with the Securities and Exchange Commission (the "**Commission**") as Exhibit 5.1 to the Company's Registration statement on Form S-8 (the "**Registration Statement**") under the Act.

We have acted as counsel to the Company in connection with the Registration Statement and we have examined originals or copies, certified or otherwise identified to our satisfaction, of the Registration Statement, the Articles of Incorporation of the Company, as currently in effect, the Amended By-laws of the Company, as currently in effect, the minute books and corporate records of the Company, and such other documents as we have considered necessary and appropriate in order to furnish the opinion hereinafter set forth.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as copies, the authenticity of the originals of such latter documents and the legal competence of all signatories to such documents. For purposes of our opinion, we have examined an official compilation of "Title 7 – Business Associations; Securities; Commodities, Chapter – 78 – Private Corporations" of the Nevada Revised Statutes. Such examination was limited to the provisions of such statute only, and did not include any annotations or commentary related thereto. Other than such examination and our examination of the documents indicated above, we have made no other examination in connection with this opinion.

Based on and subject to the foregoing, we are of the opinion that, when issued in accordance with the terms of the Plan and the options, RSUs or other rights granted thereunder, the Registered Shares will be duly authorized, validly issued, fully paid and nonassessable by the Company.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to our firm in the Prospectus forming a part of the Registration Statement. In giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ ZYSMAN, AHARONI, GAYER AND SULLIVAN & WORCESTER LLP

Zysman, Aharoni, Gayer and Sullivan & Worcester LLP
An International Joint Venture Law Firm

BOSTON NEW YORK TEL AVIV WASHINGTON, DC

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the registration statement on Form S-8 pertaining to the Pluristem Therapeutics Inc. (the "Company") Amended and Restated 2005 Stock Option Plan, of our reports dated September 9, 2015, with respect to the Company's consolidated financial statements and the effectiveness of internal control over financial reporting of the Company included in its Annual Report on Form 10-K for the year ended June 30, 2015, filed with the Securities and Exchange Commission.

/s/ Kost Forer Gabbay & Kasierer

KOST, FORER, GABBAY and KASIERER
A member of Ernst & Young Global

Haifa, Israel
September 9, 2015
