
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

FORM 8-K

**CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): **October 30, 2017**

PLURISTEM THERAPEUTICS INC.

(Exact Name of Registrant as Specified in Its Charter)

Nevada

(State or Other Jurisdiction of Incorporation)

001-31392

(Commission File Number)

98-0351734

(IRS Employer Identification No.)

**MATAM Advanced Technology Park
Building No. 5
Haifa, Israel**

(Address of Principal Executive Offices)

31905

(Zip Code)

011 972 74 7108607

(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 1.01. Entry Into A Material Definitive Agreement.

Item 8.01. Other Events.

On October 30, 2017, Pluristem Therapeutics Inc., or the Company, priced a public offering, or the Offering, of 9,000,000 shares of its common stock on the Tel Aviv Stock Exchange at a purchase price of NIS 5.90 per share (or approximately \$1.67 per share at an assumed conversion rate of US \$1 to NIS 3.528). The closing of the offering is expected to occur on or about October 31, 2017, subject to customary closing conditions.

On October 29, 2017, the Company engaged Leader Underwriters (1993) Ltd., or Leader, as its advisor for the Offering pursuant to an engagement letter, or the Engagement Letter. Leader did not purchase or sell any of the shares offered in the Offering in its capacity as an advisor nor was Leader required to arrange for the sale of any specific number or dollar amount of securities, but agreed to use its best efforts to arrange for the sale of the securities offered in the Offering. In connection with the Offering, the Company agreed to pay Leader an advisory fee equal to 3% of the total amount of funds raised in the Offering, a management fee equal to 1% of the total amount of funds raised in the Offering, an additional success fee that may be paid upon the Company's discretion that shall not exceed 1% of the total amount of funds raised in the Offering, a distribution fee equal to 1% of the total amount of funds raised in the Offering and a fee of NIS 30,000 (approximately \$8,500) for book running services.

The net proceeds to the Company are expected to be approximately \$13,674,000 after deducting estimated expenses payable by the Company associated with the Offering, including fees payable to Leader. The Offering is being made pursuant to the Company's shelf registration statement on Form S-3 (Registration No. 333-218916), which was declared effective by the Securities and Exchange Commission on June 30, 2017, as well as in conjunction with a public offering the Company conducted in Israel pursuant to the Company's Israeli shelf registration statement.

On October 30, 2017, the Company issued a press release announcing the pricing of the Offering.

This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

A copy of the Engagement Letter and the press release are attached hereto as Exhibits 10.1 and 99.1, respectively, and are incorporated herein by reference. The foregoing summary description of the Offering and the documentation related thereto, including without limitation, the Engagement Letter, does not purport to be complete and is qualified in its entirety by reference to such exhibit.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d). Exhibits.

Exhibit No. Description

- [1.1](#) [Engagement Letter dated October 29, 2017, between Pluristem Therapeutics Inc. and Leader Underwriters \(1993\) Ltd.](#)
- [5.1](#) [Opinion of Zysman, Aharoni, Gayer and Sullivan & Worcester LLP.](#)
- [23.1](#) [Consent of Zysman, Aharoni, Gayer and Sullivan & Worcester LLP \(included in its opinion filed as Exhibit 5.1 hereto\).](#)
- [99.1](#) [Press Release dated October 30, 2017.](#)

SIGNATURES

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 hereunto duly authorized.

PLURISTEM THERAPEUTICS INC.

Date: October 30, 2017

By: /s/ Erez Egozi
Erez Egozi
Chief Financial Officer

AGREEMENT

Signed and executed on October 29, 2017

Between:

Leader Underwriters (1993) Ltd., an Israeli corporation ("**Leader**");

And:

Pluristem Therapeutics Inc., a Company incorporated in the State of Nevada (the "**Company**");

WHEREAS the Parties hereto wish that Leader shall act as an advisor, lead manager and distributor in the Company's offering of shares (the "**Shares**") in Israel; and

WHEREAS the Parties hereto wish to set out the conditions, rights, obligations, and mutual understandings between them, as specified below;

NOW THEREFORE, IT IS HEREBY DECLARED, AGREED AND ACCEPTED BETWEEN THE PARTIES AS FOLLOWS:

1. The Services

- 1.1 The Parties agree that Leader shall act as an advisor, lead manager and distributor in a public offering of Shares of the Company in Israel that shall be executed until 31/12/17 (the "**Public Offering**") (the "**Services**").
- 1.2 As part of the Services provided to the Company, Leader shall:
 - (a) manage the Public Offering process;
 - (b) assist the Company in structuring the Public Offering and advise on its implementation;
 - (c) provide distribution services and promote the sale of the Shares among Israeli potential investors;
 - (d) provide book running services (institutional and public bids), as well as cash settlement services with respect to the Public Offering consideration.
- 1.3 It is expressly acknowledged and agreed between the Parties that Leader will provide the Services to the Company on a "best efforts" basis. Leader's engagement according to this Agreement does not constitute any commitment, expressed or implied, on behalf of Leader to accomplish the Public Offering.

2. Fees and Expenses

- 2.1 The Company shall pay Leader the following fees with respect to the Public Offering:
 - (1) An Advisory Fee equal to 3% of the total amount of funds raised in the Public Offering.
 - (2) A Management Fee equal to 1% of the total amount of funds raised in the Public Offering. An additional Success Fee may be paid upon the Company's discretion, that shall not exceed 1% of the total amount of funds raised in the Public Offering.
 - (3) A Distribution Fee equal to 1% of the total amount of funds raised in the Public Offering.
 - (4) NIS 30,000 paid for the book-running services.
- (hereinafter: the "**Fees**")
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- 2.2 All Fees shall be paid to Leader together with any applicable value added tax thereon, on the closing date of the Public Offering, only upon completion of the Public Offering. Payment of such Fees is hereby irrevocably directed to be paid from the proceeds of the Public Offering.
- 2.3 Leader shall be entitled to distribute amounts out of the Fees to other co-distributors and/or advisors. Such payments shall be dispersed at Leader's discretion, and Leader shall be solely liable for such payments to any third parties.

3. Miscellaneous

- 3.1 The Parties to this Agreement shall not be bound by any declaration, representation, agreements and obligations made in writing or orally, which are not included in this Agreement and which were made prior to the signing hereof. Any modification of and addition to this Agreement shall be made in writing and signed by the Parties, otherwise shall be of no effect.
- 3.2 This Agreement shall be governed, solely by, and construed in accordance with, the laws of the State of Israel. Any dispute arising from this Agreement shall be subject to the sole and exclusive jurisdiction of the competent courts in Tel-Aviv.
- 3.3 Any notice sent by one Party to the other Party with respect to this Agreement, shall be sent by fax or by registered mail or delivered personally, at the addresses of the Parties below (or such other addresses of which due notice is given in writing), and any notice shall be deemed as if delivered to the addressee within 24 hours from the transmission date – if sent by fax; or upon the delivery - if delivered personally; or within 48 hours from the date of dispatch - if sent by registered mail as set out below:

To the Company:
Erez Egozi, CFO
MATAM Park, Building 5
Haifa 31905, Israel

Fax: +972-74-7108765

To Leader:
21 Ha'arba'a St., Tel-Aviv
6473921, Israel
Fax: +972-3-6853003

IN WITNESS WHEREOF, the Parties have signed this Agreement on the date mentioned above:

Leader Underwriters (1993) Ltd.

By: /s/ Ronen Cohen Orgad /s/ Boaz Karniel

Name: Ronen Cohen Orgad – CEO

Title: Boaz Karniel – Legal Counsel

Pluristem Therapeutics Inc.

By: /s/ Erez Egozi /s/ Zami Aberman

Name: Erez Egozi Zami Aberman

Title: CFO Chairman & Co-CEO



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October 30, 2017

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

Re: Sale of Common Stock pursuant to Registration Statement on Form S-3

Ladies and Gentlemen:

This opinion is furnished to you in connection with a Registration Statement on Form S-3 (Registration No. 333-218916, the "Registration Statement"), the prospectus included therein and the related prospectus supplement (such prospectus, as supplemented by such prospectus supplement, the "Prospectus Supplement") filed or to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), with respect to the sale of 9,000,000 shares of your common stock (the "Shares").

We are acting as counsel for Pluristem Therapeutics Inc. (the "Company") in connection with the registration and sale of the Shares. We have examined copies of the Registration Statement and Prospectus Supplement filed or to be filed with the Commission. We have also examined and relied upon minutes of meetings of the Board of Directors of the Company as provided to us by the Company, the Articles of Incorporation and By-Laws of the Company, each as restated and/or amended to date, and such other documents as we have deemed necessary for purposes of rendering the opinions 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 the applicable laws of the state of New York and an official compilation of "Title 7 – Business Associations; Securities; Commodities, Chapter – 78 – Private Corporations" of the Nevada Revised Statutes (such examination being limited to the provisions of such statutes only, and not including any annotations or commentary). We do not purport to be experts on the laws of the State of Nevada, and with your permission our opinion is based upon such limited experience. Other than such examination and our examination of the documents indicated above, we have made no other examination in connection with this opinion. We express no opinion herein concerning the federal laws of the United States of America or any state securities or blue sky laws. We assume that the appropriate action will be taken, prior to the offer and sale of the Shares, to register and qualify the Shares for sale under all applicable state securities or "blue sky" laws.

Based upon and subject to the foregoing, we are of the opinion that the Shares, when issued as contemplated by the Prospectus Supplement, including the receipt by the Company of the consideration therefor will be duly authorized, validly issued, fully paid and non-assessable securities of the Company.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters. This opinion is based upon currently existing statutes, rules, regulations and judicial decisions, as further limited above, and we disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments which might affect any matters or opinions set forth herein.

This opinion is rendered to you in connection with the Registration Statement. We hereby consent to the filing of this opinion with the Commission as an exhibit to the Current Report on Form 8-K of the Company being filed on the date hereof and to the reference to our firm in the Prospectus Supplement and the Registration Statement. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

ZYSMAN, AHARONI, GAYER AND SULLIVAN & WORCESTER LLP



PLURISTEM ANNOUNCES PRICING OF PUBLIC OFFERING OF COMMON STOCK ON THE TEL AVIV STOCK EXCHANGE

Haifa, Israel – October 30, 2017 – Pluristem Therapeutics Inc. (NASDAQCM: PSTI, TASE: PLTR) announced today the pricing of its previously announced public offering of 9,000,000 shares of common stock on the Tel Aviv Stock Exchange at a price per of share of \$1.67 (NIS 5.90) with expected gross proceeds to the Company of \$15.1 million.

The Company received overall orders for the purchase of approximately 13,500,000 shares at different prices for a total aggregate amount of approximately \$21.8 million and chose to accept orders in the aggregate amount of \$15.1 million for the 9,000,000 shares offered. Due to the over subscription, the previously reported minimum share price increased from \$1.61 to \$1.67 per share.

The Company has engaged Leader Underwriters (1993) Ltd. ("Leader") as its advisor for the offering. Leader is not purchasing or selling any of the shares offered in the offering in its capacity as an advisor nor is Leader required to arrange for the sale of any specific number or dollar amount of securities, but has agreed to use its best efforts to arrange for the sale of the securities offered. Zysman Aharoni Gayer and Sullivan & Worcester LLP (ZAG/S&W) acted as counsel to Pluristem.

The closing of the offering is expected to occur on or about October 31, 2017, subject to customary closing conditions. The Company intends to use the net proceeds of the offering for research and product development activities, clinical trial activities, investment in capital equipment and for working capital and other general corporate purposes.

This press release does not constitute an offer to sell, or a solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. The securities described above are being offered by the Company pursuant to an Israeli "shelf" registration statement previously filed with the Israel Securities Authority and the Tel Aviv Stock Exchange, an Israeli "prospectus supplement" filed with the Israel Securities Authority and the Tel Aviv Stock Exchange on October 30, 2017 as well as pursuant to a "shelf" registration statement previously filed with and declared effective by the Securities and Exchange Commission (the "SEC") on June 30, 2017. The U.S. prospectus supplement related to the offering and the related prospectus are expected to be filed with the SEC and copies can be obtained by contacting the Company at MATAM Advanced Technology Park, Building No. 5, Haifa, Israel 31905 or at 011-972-74-710-8600.

About Pluristem Therapeutics

Pluristem Therapeutics is a leading developer of placenta-derived cell therapy products with patented PLX (PLacental eXpanded) cells entering late-stage trials in several indications. Our PLX cell products each release a different range of therapeutic proteins in response to inflammation, ischemia, muscle trauma, hematological disorders, and radiation damage. The cells are grown using the Company's proprietary 3D expansion technology and can be administered to patients without tissue matching or immunosuppression. Pluristem has Company-owned and operated, GMP-certified manufacturing and research facilities, a strong intellectual property position, and strategic relationships with major research and U.S. government institutions.

Safe Harbor Statement

This press release contains express or implied forward-looking statements within the Private Securities Litigation Reform Act of 1995 and other U.S. Federal securities laws. For example, Pluristem is using forward-looking statements when it discusses the expected closing of its public offering and its intended use of proceeds. These forward-looking statements and their implications are based on the current expectations of the management of Pluristem only, and are subject to a number of factors and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. The following factors, among others, could cause actual results to differ materially from those described in the forward-looking statements: market risks and uncertainties and risks and uncertainties relating to the satisfaction of customary closing conditions for the offering of Pluristem's securities; changes in technology and market requirements; Pluristem may encounter delays or obstacles in launching and/or successfully completing its clinical trials; Pluristem's products may not be approved by regulatory agencies, Pluristem's technology may not be validated as it progresses further and its methods may not be accepted by the scientific community; Pluristem may be unable to retain or attract key employees whose knowledge is essential to the development of its products; unforeseen scientific difficulties may develop with Pluristem's process; Pluristem's products may wind up being more expensive than it anticipates; results in the laboratory may not translate to equally good results in real clinical settings; results of preclinical studies may not correlate with the results of human clinical trials; Pluristem's patents may not be sufficient; Pluristem's products may harm recipients; changes in legislation may adversely impact Pluristem; inability to timely develop and introduce new technologies, products and applications; loss of market share and pressure on pricing resulting from competition, which could cause the actual results or performance of Pluristem to differ materially from those contemplated in such forward-looking statements. Except as otherwise required by law, Pluristem undertakes no obligation to publicly release any revisions to these forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events. For a more detailed description of the risks and uncertainties affecting Pluristem, reference is made to Pluristem's reports filed from time to time with the SEC.

Contact:

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