

**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)

3508409

(Zip Code)

Pluristem Therapeutics Inc. 2016 Equity Compensation 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

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 non-accelerated filer, smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐

Accelerated filer ☒

Non-accelerated filer ☐

Smaller reporting company ☒

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. ☐

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common Stock, \$0.00001 par value (3)	3,450,000	\$ 1.16	\$ 4,002,000	\$ 485.04

(1) In accordance with Rule 416(a) under the Securities Act of 1933, as amended, or 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 \$1.16 the average of the high and low sales prices of the Common Stock on the Nasdaq Capital Market on February 1, 2019.

(3) Represents shares of Common Stock issuable upon stock options or other awards to be granted pursuant to the Pluristem Therapeutics Inc. 2016 Equity Compensation Plan (the “**2016 Plan**”).

EXPLANATORY NOTE

On June 29, 2016, the Company filed a Registration Statement on Form S-8 (File No. 333-212299) (the “**Original Registration Statement**”) with the Commission to register an aggregate of 2,614,197 shares of Common Stock of the Company that may be issued pursuant to the 2016 Plan.

On May 8, 2017, the Company filed a Registration Statement on Form S-8 (File No. 333-217770) (the “**Second Registration Statement**”) with the Commission to register an additional 2,527,000 shares of Common Stock of the Company that may be issued pursuant to the 2016 Plan.

On February 6, 2018, the Company filed a Registration Statement on Form S-8 (File No. 333-222888) (the “**Third Registration Statement**”) with the Commission to register an additional 3,450,000 shares of Common Stock of the Company that may be issued pursuant to the 2016 Plan.

Pursuant to the 2016 Plan, the number of shares of Common Stock of the Company made available under the 2016 Plan shall not exceed 2.75% of the number of shares of Common Stock of the Company issued and outstanding on a fully diluted basis on the immediately preceding December 31.

The Company is filing this Registration Statement on Form S-8 to register an additional 3,450,000 shares of Common Stock of the Company, which may be issued in connection with securities awards which may hereafter be granted under the 2016 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 (collectively, the “**Prior Registration Statements**”) are incorporated herein by reference, except for Item 3 and Item 8 of Part II of the Prior Registration Statements, which are being updated by this registration statement.

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, as amended (the “**Exchange Act**”), are incorporated by reference in and made a part of this registration statement, as of their respective dates:

- (a) The Company’s Annual Report on Form 10-K for the year ended June 30, 2018, as filed with the Commission on September 12, 2018;
- (b) The Company’s Quarterly Reports on Form 10-Q for the quarters ended September 30, 2018 and December 31, 2018, as filed with the Commission on November 7, 2018 and February 6, 2019, respectively; and
- (c) 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 Company 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>
<u>4.1</u>	<u>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).</u>
<u>4.2</u>	<u>Amended and Restated By-laws of the Company (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed with the Commission on March 29, 2017).</u>
<u>5.1*</u>	<u>Opinion of Zysman, Aharoni, Gayer and Sullivan & Worcester LLP.</u>
<u>23.1*</u>	<u>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).</u>
<u>23.2*</u>	<u>Consent of Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global.</u>
<u>24.1*</u>	<u>Powers of Attorney (included in the signature page to this registration statement).</u>
<u>99.1</u>	<u>The Company's 2016 Equity Compensation Plan (incorporated by reference from the Company's definitive proxy statement on Schedule 14A filed with the Commission on April 4, 2016).</u>

* 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 February 6, 2019.

PLURISTEM THERAPEUTICS INC.

By: /s/ Zami Aberman
Zami Aberman
Co-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	Co-Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	February 6, 2019
<u>/s/ Yaky Yanay</u> Yaky Yanay	Co-Chief Executive Officer, President and Director (Principal Executive Officer)	February 6, 2019
<u>/s/ Erez Egozi</u> Erez Egozi	Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	February 6, 2019
<u>/s/ Israel Ben-Yoram</u> Israel Ben-Yoram	Director	February 6, 2019
<u>/s/ Isaac Braun</u> Isaac Braun	Director	February 6, 2019
<u>/s/ Mark Germain</u> Mark Germain	Director	February 6, 2019
<u>/s/ Moria Kwait</u> Moria Kwait	Director	February 6, 2019
<u>/s/ Hava Meretzki</u> Hava Meretzki	Director	February 6, 2019
<u>/s/ Nachum Rosman</u> Nachum Rosman	Director	February 6, 2019
<u>/s/ Doron Shorrer</u> Doron Shorrer	Director	February 6, 2019
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February 6, 2019

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

Re: Registration of Shares under the Pluristem Therapeutics Inc. 2016 Equity Compensation 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 3,450,000 shares of its common stock, par value \$0.00001 per share (“**Common Stock**”), that are to be issued under the Company’s 2016 Equity Compensation Plan (the “**2016 Plan**”), including shares of common stock issuable upon the exercise of options and vesting and exercise of restricted stock units (“**RSUs**”) to be granted pursuant to the provisions of the 2016 Plan (all such shares 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 2016 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
International Law Firm

BOSTON LONDON NEW YORK TEL AVIV WASHINGTON, DC

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2016 Equity Compensation Plan of Pluristem Therapeutics Inc. (the "Company"), of our reports dated September 12, 2018, 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 (Form 10-K) for the year ended June 30, 2018, filed with the Securities and Exchange Commission.

Haifa, Israel
February 6, 2019

/S/ Kost Forer Gabbay & Kasierer
A Member of Ernst & Young Global
