

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): **March 25, 2021 (March 25, 2021)**

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)		3508409 (Zip Code)

011 972 74 710 7171
(Registrant's telephone number, including area code)

Not applicable
(Former name or former address, if changed since last report)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.00001 per share	PSTI	The Nasdaq Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in 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 4.01. Changes in Registrant's Certifying Accountant.*(a) Dismissal of Previous Independent Registered Public Accounting Firm*

On March 25, 2021, the Audit Committee, or the Audit Committee, of the Board of Directors of Pluristem Therapeutics, Inc., or the Company, dismissed Kost, Forer, Gabbay & Kasierer, a Member of Ernst & Young Global, or the Former Auditor, as the Company's independent registered public accounting firm, effective after the Former Auditor's completion of the review of the Company's consolidated financial statements for the three months ending March 31, 2021.

Except, with respect to the fiscal year ended June 30, 2019, for an explanatory paragraph in the Former Auditor's audit report regarding substantial doubt about the Company's ability to continue as a going concern, the audit reports of the Former Auditor on the Company's financial statements for the fiscal years ended June 30, 2020 and 2019 contained no adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles.

During the fiscal years ended June 30, 2020 and 2019, and the subsequent interim period through March 25, 2021, there were (i) no "disagreements" (as that term is defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions) between the Company and the Former Auditor on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of the Former Auditor, would have caused the Former Auditor to make reference to the subject matter of the disagreement in its reports on the Company's financial statements and (ii) no "reportable events" (as that term is defined in Item 304(a)(1)(v) of Regulation S-K and the related instructions).

The Company provided the Former Auditor with a copy of the disclosures it is making in this Current Report on Form 8-K and requested that the Former Auditor furnish the Company with a letter addressed to the Securities and Exchange Commission stating whether it agrees with the statements made herein and, if not, stating the respects in which it does not agree. A copy of the letter provided by the Former Auditor, dated March 25, 2021, is filed as Exhibit 16.1 to this Current Report on Form 8-K.

(b) Appointment of New Independent Registered Public Accounting Firm

On March 25, 2021, the Audit Committee approved the engagement of Kesselman & Kesselman, a member of PricewaterhouseCoopers International Limited, or the New Auditor, as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2021, effective upon the effectiveness of the dismissal of the Former Auditor. During the fiscal years ended June 30, 2020 and 2019, and the subsequent interim period through March 25, 2021, neither the Company, nor anyone on its behalf, consulted the New Auditor regarding (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's financial statements, and no written report or oral advice was provided to the Company by the New Auditor that the New Auditor concluded was an important factor considered by the Company in reaching a decision as to any accounting, auditing or financial reporting issue or (ii) any matter that was the subject of a "disagreement" (as that term is defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions) or a "reportable event" (as that term is defined in Item 304(a)(1)(v) of Regulation S-K).

Item 9.01. Financial Statements and Exhibits.*(d) Exhibits.***Exhibit**

No.	Description
16.1	Letter from Kost, Forer, Gabbay & Kasierer, a Member of Ernst & Young Global, addressed to the Securities and Exchange Commission, dated March 25, 2021

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.

By: /s/ Chen Franco-Yehuda

Name: Chen Franco-Yehuda

Title: Chief Financial Officer

Date: March 25, 2021



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קוסט פורר גבאי את קסירר
דרך מנחם בגין 144 א'
תל-אביב 6492102

March 25, 2021

Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549
Ladies and Gentlemen:

We have read Item 4.01 of Form 8-K dated March 25, 2021 of Pluristem Therapeutics Inc. and are in agreement with the statements contained in the second, third and fourth of Item 4.01. We have no basis to agree or disagree with other statements of the registrant contained therein.

Tel Aviv, Israel
March 25, 2021

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