

**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): **July 25, 2022 (July 22, 2022)**

PLURI 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)

Pluristem Therapeutics Inc.

(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	PLUR	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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Effective July 26, 2022, Pluri Inc., formerly known as Pluristem Therapeutics Inc. (the “Company”), will complete its legal entity name change from Pluristem Therapeutics Inc. to Pluri Inc. The name change is made in accordance with Section 92A.180 of the Nevada Revised Statutes (the “NRS”) by merging a wholly-owned subsidiary of the Company with and into the Company, with the Company being the surviving corporation in the merger (the “Merger”). The Company effectuated the Merger by filing Articles of Merger with the Secretary of State of the State of Nevada. Pursuant to the Articles of Merger, the Company amended its Amended and Restated Articles of Incorporation (the “Charter”) to change the Company’s corporate name to Pluri Inc. With the exception of the name change, there were no other changes to the Company’s Charter. A copy of the Articles of Merger as filed with the Secretary of State of the State of Nevada is filed herewith as Exhibit 3.1 and is incorporated herein by reference.

As of the opening of trading on July 26, 2022, the ticker symbol of the Company’s common stock on The Nasdaq Global Market will be “PLUR,” CUSIP number 72942G 104.

Item 8.01. Other Events.

On July 25, 2022, the Company issued a press release which includes a letter from its Chief Executive Officer, Mr. Yaky Yanay. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
3.1	Articles of Merger between Pluristem Therapeutics Inc. and Pluri Inc.
99.1	Press release dated July 25, 2022
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: July 25, 2022

By: /s/ Chen Franco-Yehuda

Name: Chen Franco-Yehuda

Title: Chief Financial Officer

BARBARA K. CEGAVSKE
Secretary of State

KIMBERLEY PERONDI
Deputy Secretary for
Commercial Recordings

STATE OF NEVADA



OFFICE OF THE
SECRETARY OF STATE

Commercial Recordings Division
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North Las Vegas, NV 89030
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Certified Copy

7/22/2022 2:46:52 PM

Work Order Number: W2022072201335
Reference Number: 20222497109
Through Date: 7/22/2022 2:46:52 PM
Corporate Name: Pluri Inc.

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number	Description	Number of Pages
20222497093	Articles of Merger	4



Certified By: Becky Skretta
Certificate Number: B202207222865547
You may verify this certificate
online at <http://www.nvsos.gov>

Respectfully,

BARBARA K. CEGAVSKE
Nevada Secretary of State



BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
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Filed in the Office of <i>Barbara K. Cegavske</i>	Business Number C12337-2001
Secretary of State State Of Nevada	Filing Number 20222497093
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	Number of Pages 4

ABOVE SPACE IS FOR OFFICE USE ONLY

Articles of Conversion/Exchange/Merger

NRS 92A.200 and 92A.205

This filing completes the following: ☐ Conversion ☐ Exchange ☒ Merger

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Entity Information: (Constituent, Acquired or Merging)	Entity Name: Pluri Inc. Jurisdiction: Nevada Entity Type*: Corporation <i>If more than one entity being acquired or merging please attach additional page.</i>
2. Entity Information: (Resulting, Acquiring or Surviving)	Entity Name: Pluristem Therapeutics Inc. Jurisdiction: Nevada Entity Type*: Corporation
3. Plan of Conversion, Exchange or Merger: (select one box)	<input type="checkbox"/> The entire plan of conversion, exchange or merger is attached to these articles. <input checked="" type="checkbox"/> The complete executed plan of conversion is on file at the registered office or principal place of business of the resulting entity. The entire plan of exchange or merger is on file at the registered office of the acquiring corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the acquiring entity (NRS 92A.200). <input type="checkbox"/> The complete executed plan of conversion for the resulting domestic limited partnership is on file at the records office required by NRS 88.330. (Conversion only)
4. Approval: (If more than one entity being acquired or merging please attach additional approval page.)	Exchange/Merger: Owner's approval (NRS 92A.200) (options a, b or c must be used for each entity) <input checked="" type="checkbox"/> A. Owner's approval was not required from the: <input checked="" type="checkbox"/> Acquired/merging <input type="checkbox"/> Acquiring/surviving <input type="checkbox"/> B. The plan was approved by the required consent of the owners of: <input type="checkbox"/> Acquired/merging <input type="checkbox"/> Acquiring/surviving <input type="checkbox"/> C. Approval of plan of exchange/merger for Nevada non-profit corporation (NRS 92A.160): Non-profit Corporations only: The plan of exchange/merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation. <input type="checkbox"/> Acquired/merging <input type="checkbox"/> Acquiring/surviving Pluri Inc. Name of acquired/merging entity Pluristem Therapeutics Inc. Name of acquiring/surviving entity
5. Effective Date and Time: (Optional)	Date: 07/26/2022 Time: 12:01 a.m. Eastern (must not be later than 90 days after the certificate is filed)

* corporation, limited partnership, limited-liability limited partnership, limited-liability company or business trust.



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Articles of Conversion/Exchange/Merger

NRS 92A.200 and 92A.205

This filing completes the following: ☐ Conversion ☐ Exchange ☒ Merger

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

4. Approval Continued:

(If more than one entity
being acquired or
merging please attach
additional approval
page.)

Exchange/Merger:

Owner's approval (NRS 92A.200) (options a, b or c must be used for each entity)

☒ A. Owner's approval was not required from the:

☐ Acquired/merging

☒ Acquiring/surviving

☐ B. The plan was approved by the required consent of the owners of:

☐ Acquired/merging

☐ Acquiring/surviving

☐ C. Approval of plan of exchange for Nevada non-profit corporation (NRS 92A.160):

Non-profit Corporations only: The plan of exchange/merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

☐ Acquired/merging

☐ Acquiring/surviving

Pluri Inc.

Name of acquired/merging entity

Pluristem Therapeutics Inc.

Name of acquiring/surviving entity

4. Approval Continued:

(If more than one entity
being acquired or
merging please attach
additional approval
page.)

Exchange/Merger:

Owner's approval (NRS 92A.200) (options a, b or c must be used for each entity)

☐ A. Owner's approval was not required from the:

☐ Acquired/merging

☐ Acquiring/surviving

☐ B. The plan was approved by the required consent of the owners of:

☐ Acquired/merging

☐ Acquiring/surviving

☐ C. Approval of plan of exchange for Nevada non-profit corporation (NRS 92A.160):

Non-profit Corporations only: The plan of exchange/merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

☐ Acquired/merging

☐ Acquiring/surviving

Name of acquired/merging entity

Name of acquiring/surviving entity

* corporation, limited partnership, limited-liability limited partnership, limited-liability company or business trust.

Page 2 of 4
Revised: 1/1/2019



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Articles of Conversion/Exchange/Merger

NRS 92A.200 and 91A.205

6. Forwarding

Address for Service of Process:

(Conversion and Mergers only, if resulting/surviving entity is foreign)

Name

Country

Care of:

Address

City

State Zip/Postal Code

7. Amendment, if any, to the articles or certificate of the surviving entity. (NRS 92A.200); (Merger only) **

The articles of incorporation of the surviving entity are hereby amended to change the name of the surviving entity to "Pluri Inc.".

** Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

8. Declaration: (Exchange and Merger only)

Exchange:

- ☐ The undersigned declares that a plan of exchange has been adopted by each constituent entity (NRS 92A.200).

Merger: (Select one box)

- ☐ The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).
- ☒ The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180).

9. Signature Statement: (Required)

☐ Conversion:

A plan of conversion has been adopted by the constituent entity in compliance with the law of the jurisdiction governing the constituent entity.

Signatures - must be signed by:

1. If constituent entity is a Nevada entity: an officer of each Nevada corporation; all general partners of each Nevada limited partnership or limited-liability limited partnership; a manager of each Nevada limited-liability company with managers or one member if there are no managers; a trustee of each Nevada business trust; a managing partner of a Nevada limited-liability partnership (a.k.a. general partnership governed by NRS chapter 87).
2. If constituent entity is a foreign entity: must be signed by the constituent entity in the manner provided by the law governing it.

Name of constituent entity

Form will be returned if unsigned.
This form must be accompanied by appropriate fees.

Page 3 of 4
Revised: 1/1/2019



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Articles of Conversion/Exchange/Merger

NRS 92A.200 and 91A.205

9. Signature Statement

Continued: (Required)

☐

Exchange:

Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or a member if there are no Managers; A trustee of each Nevada business trust (NRS 92A.230)

Unless otherwise provided in the certificate of trust or governing instrument of a business trust, an exchange must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the exchange.

The articles of exchange must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

☒

Merger:

Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or one member if there are no managers; A trustee of each Nevada business trust (NRS 92A.230).

The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

10. Signature(s): (Required)

Pluri Inc.

Name of acquired/merging entity

X

Signature (Exchange/Merger)

Secretary

07/22/2022

Title

Date

If more than one entity being acquired or merging please attach additional page of information and signatures.

Pluristem Therapeutics Inc.

Name of acquiring/surviving entity

X

Signature (Exchange/Merger)

Secretary

07/22/2022

Title

Date

X

Signature of Constituent Entity (Conversion)

Title

Date

Please include any required or optional information in space below:
(attach additional page(s) if necessary)



Pluri CEO Issues Shareholder Update

HAIFA, Israel, July 25, 2022 – Pluri Inc. (Nasdaq: PLUR) (TASE: PLUR) (“Pluri” or the “Company”) (formerly known as Pluristem Therapeutics, Inc.), a leading biotechnology company, today issued an update to its shareholders from its Chief Executive Officer and President Yaky Yanay.

Pluri: One simple, short word of Greek origin that encapsulates the strategic evolution for our Company.

This is our new name.

Today, I am proud to share the vision of Pluri: to help pioneer a biotech revolution to create a range of next-generation cell-based products that improve human wellbeing, increase sustainability, and advance solutions to humanity’s greatest challenges.

In early 2021, we launched the Phoenix Project at Pluristem to lay the foundation for the rebirth of a stronger Company that built on the expertise we developed over the course of nearly two decades. This legacy includes a deep understanding of cells, a state-of-the-art cell expansion technology—and the combination of the two: a novel cell-based platform.

Pluri will seek collaborations and strategic alliances with industries that require cells and cell-extract development and manufacturing. We will develop strategic partners who understand market demands and have access to a strong customer base. Our commercialization strategy will consist of licensing and joint ventures that we like to call “Pluri focus units”. We expect that these will have separate funding and seasoned management but will benefit from full access to our platform.

Pluri will continue to drive forward medical research and develop life-changing treatments for patients, but will also **offer and develop novel cell-based solutions in other areas—such as food-tech (as in our recent partnership with Tnuva), agri-tech, and biologics—using our innovative 3D cell expansion technology platforms.**

Coming full circle to our roots in regenerative medicine, we are also targeting early development collaborations with pharmaceutical partners, to create the next generation of cell-based product candidates, which are targeted and tailored, differentiated by gene editing. We intend to develop our cell therapies in several therapeutic areas to focus our attention, understanding and expertise on specific medical indications.

So, who are we? We are Pluri.

We push the boundaries of science with our cell-based technology platform to offer more solutions for more industries, in vertices where we can offer a major advantage—and lead the world towards a brighter tomorrow.

To learn more:

- Watch our 90-second explainer video
- Dive deeper into Pluri’s strategy
- Read today’s press release
- Visit Pluri on the web

Best regards,

Yaky Yanay
Chief Executive Officer and President, Pluri



About Pluri Inc.

Pluri is pushing the boundaries of science and engineering to create cell-based products for commercial use and is pioneering a biotech revolution that promotes global wellbeing and sustainability. The Company's technology platform, a patented and validated state-of-the-art 3D cell expansion system, advances novel cell-based solutions for a range of initiatives— from medicine and climate change to food scarcity, animal cruelty and beyond. Pluri's method is uniquely accurate, scalable, cost-effective, and consistent from batch to batch. Pluri currently operates in the field of regenerative medicine and food-tech and aims to establish partnerships that leverage the Company's 3D cell-based technology to additional industries that require effective, mass cell production. To learn more, visit us at www.pluri-biotech.com or follow us on LinkedIn and Twitter.

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, Pluri is using forward-looking statements when it discusses plans for future product development, its commercialization activities, that it designed a strategy that should serve it effectively for the coming decades, its ability to seek and collaborate with strategic partners, the market opportunity for the Company's products and the potential of the Company's products and solutions to improve human wellbeing, increase environmental sustainability, and advance solutions to future challenges. These forward-looking statements and their implications are based on the current expectations of the management of Pluri 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 about Pluri: changes in technology and market requirements; Pluri may encounter delays or obstacles in launching and/or successfully completing its clinical trials, if necessary; its products may not be approved by regulatory agencies, its technology may not be validated as it progresses further and its methods may not be accepted by the scientific community; it 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 its processes; its 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; its patents may not be sufficient; its products may harm recipients or consumers; changes in legislation with an adverse impact; 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 Pluri to differ materially from those contemplated in such forward-looking statements. Except as otherwise required by law, Pluri 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 Pluri reference is made to Pluri's reports filed from time to time with the Securities and Exchange Commission.

Media Contacts

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