

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* YANAY YAKY <hr/> (Last) (First) (Middle) MATAM ADVANCED TECHNOLOGY PARK, BUILDING #5 <hr/> (Street) HAIFA L3 3508409 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Pluri Inc. [PLUR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) 12/22/2022	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I – Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares ⁽¹⁾	12/22/2022 ⁽²⁾		A		334,821	A	\$0	1,760,125	D	
Common Shares								6,650	I	By Yaacov Yanay Management Ltd.

Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Share Option (right to buy)	\$1.12	12/22/2022		A		334,821		(3)	(5)	Common Shares	334,821	\$0	334,821	D	
Share Option (right to buy)	\$1.56	12/22/2022		A		500,000		(4)	(5)	Common Shares	500,000	\$0	500,000	D	
Share Option (right to buy)	\$2.08	12/22/2022		A		500,000		(4)	(5)	Common Shares	500,000	\$0	500,000	D	
Share Option (right to buy)	\$2.6	12/22/2022		A		500,000		(4)	(5)	Common Shares	500,000	\$0	500,000	D	

Explanation of Responses:

- Represents common shares underlying Restricted Stock Units ("RSUs"). Each RSU represents a contingent right to receive one share of the Issuer's common shares.
- The RSUs will vest ratably each month over a one-year period. The RSU was issued to the Reporting Person in lieu of his annual salary of \$375,000 in the aggregate.
- The Share Options will vest ratably each month over a one year period and was issued to the Reporting Person in lieu of his annual salary of \$375,000 in the aggregate.
- The Share Options will be issued on January 1, 2023 and will vest as follows: 250,000 of the shares vest on June 30, 2023 and 250,000 of the shares vest on December 31, 2023.

5. The Share Options will expire three years from the later of three years from the last vesting date or the date upon which the Issuer increases its authorized share capital.

Remarks:

/s/ Yanay Yaky

12/22/2022

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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