

BRAINSTORM CELL THERAPEUTICS INC.
Form S-8
September 20, 2016

As filed with the Securities and Exchange Commission on September 20, 2016

Registration No. 333-_____

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

BRAINSTORM CELL THERAPEUTICS INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

20-7273918
(I.R.S. Employer
Identification Number)

3 University Plaza Drive, Suite 320, Hackensack, NJ
(Address of Principal Executive Offices)

07601
(Zip Code)

2014 Stock Incentive Plan

2014 Global Share Option Plan

(Full Title of the Plan)

Chaim Lebovits

President and Chief Executive Officer

Brainstorm Cell Therapeutics Inc.

3 University Plaza Drive, Suite 320

Hackensack, NJ 07601

(Name and Address of Agent for Service)

(201) 488-0460

(Telephone Number, Including Area Code, of Agent for Service)

Copies to:

Thomas B. Rosedale, Esq.

BRL Law Group LLC

425 Boylston Street, 3rd Floor

Boston, Massachusetts 02116

(617) 399-6931

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if smaller reporting company)

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered (1) | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee (4) |
|--|------------------------------------|--|--|---------------------------------------|
| Common Stock, \$0.00005 par value, reserved for issuance pursuant to the 2014 Stock Incentive Plan and the 2014 Global Share Option Plan (2) | 1,600,000 shares | \$ 2.44 (3) | \$3,904,000 (3) | \$ 393.13 |

(1) This Registration Statement covers 1,600,000 additional shares of Brainstorm Cell Therapeutics Inc. (“Registrant”) common stock, par value \$0.00005 per share, available for issuance pursuant to awards under the Registrant’s 2014 Stock Incentive Plan and 2014 Global Share Option Plan (together, the “Plans”). Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (“Securities Act”), this Registration Statement shall also cover any additional shares of the Registrant’s Common Stock that become issuable under the Plans by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant’s outstanding shares of Common Stock.

(2) The pool of shares available for issuance under the 2014 Stock Incentive Plan is the same pool of shares reserved and available for issuance under the 2014 Global Share Option Plan and, accordingly, shares issued pursuant to awards under either plan shall reduce the number of shares available for future issuance under each plan.

(3) Estimated solely for the purpose of calculating the registration fee, and based on the average of the high and low prices of the Common Stock on September 15, 2016 as reported on the NASDAQ Capital Market in accordance with Rules 457(c) and 457(h) under the Securities Act.

(4) Pursuant to General Instruction E to Form S-8, a filing fee is only being paid with respect to the registration of additional securities for the Plans. A Registration Statement on Form S-8 (File No. 333-198391) has been filed by the Registrant with the Securities and Exchange Commission on August 27, 2014 for existing securities under the Plans.

REGISTRATION OF ADDITIONAL SECURITIES

PURSUANT TO GENERAL INSTRUCTION E

This Registration Statement registers 1,600,000 additional shares of Brainstorm Cell Therapeutics Inc. (“Registrant”) common stock to be issued pursuant to Registrant’s 2014 Stock Incentive Plan and the 2014 Global Share Option Plan (the “Plans”). Accordingly, the contents of the previous Registration Statement on Form S-8 (File No. 333-198391) filed by the Registrant with the Securities and Exchange Commission (“SEC”) on August 27, 2014 (the “Previous Form S-8”), including periodic reports that Registrant filed after the Previous Form S-8 to maintain current information about Registrant, are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8. The reports Registrant has most recently filed with the SEC are listed below:

- (a) Our Annual Report on Form 10-K for the fiscal year ended December 31, 2015 filed with the SEC on March 9, 2016.
- (b) Our Proxy Statement filed with the SEC on May 5, 2011 in connection with the annual meeting of stockholders held on June 21, 2016.
- (c) Our Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016 filed with the SEC on May 10, 2016.
- (d) Our Current Report on Form 8-K filed with the SEC on March 10, 2016.
- (e) Our Current Report on Form 8-K filed with the SEC on May 10, 2016.
- (f) Our Current Report on Form 8-K filed with the SEC on June 22, 2016.
- (g) Our Current Report on Form 8-K filed with the SEC on June 24, 2016.
- (h) Our Current Report on Form 8-K filed with the SEC on July 18, 2016.
- (i) Our Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2016 filed with the SEC on August 11, 2016.

All documents subsequently filed by Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all securities registered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents.

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 5. Interests of Named Experts and Counsel.

The validity of the securities has been passed upon by BRL Law Group LLC. Thomas B. Rosedale, the Managing Member of BRL Law Group LLC, is eligible to participate in the Registrant's 2014 Stock Incentive Plan and from time to time the Registrant may make awards under that Plan in exchange for BRL Law Group LLC's services to the Company. As of September 20, 2016, Mr. Rosedale beneficially owned 57,840 shares of the Registrant's Common Stock.

Item 8. Exhibits

The Exhibit Index immediately preceding the exhibits is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 New York, State of New York on September 20, 2016.

BRAINSTORM CELL THERAPEUTICS
INC.

By: /s/ Chaim Lebovits

Chaim Lebovits
President and Chief Executive Officer
(Principal Executive Officer)

POWER OF ATTORNEY

We, the undersigned officers and directors of Brainstorm Cell Therapeutics Inc., hereby severally constitute and appoint Chaim Lebovits, Uri Yablonka and Yoram Bibring, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the Registration Statement on Form S-8 filed herewith and any and all subsequent amendments to said Registration Statement, and generally to do all such things in our names and behalf in our capacities as officers and directors to enable Brainstorm Cell Therapeutics Inc. to comply with all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by said attorneys, or any of them, to said Registration Statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities on the dates indicated.

| Signature | Title | Date |
|--------------------------------------|---|--------------------|
| /s/ Chaim Lebovits Chaim Lebovits | President and Chief Executive Officer (Principal Executive Officer) | September 19, 2016 |
| /s/ Yoram Bibring Yoram Bibring | Chief Financial Officer (Principal Financial and Accounting Officer) | September 19, 2016 |

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| | | |
|--|----------|--------------------|
| /s/ Irit Arbel Irit Arbel | Director | September 20, 2016 |
| /s/ Mordechai Friedman Mordechai Friedman | Director | September 18, 2016 |
| Alon Pinkas | Director | [_____], 2016 |
| /s/ Chen Schor Chen Schor | Director | September 19, 2016 |
| Robert Shorr | Director | [_____], 2016 |
| Malcolm Taub | Director | [_____], 2016 |
| /s/ Uri Yablonka Uri Yablonka | Director | September 19, 2016 |

EXHIBIT INDEX

| Exhibit Number | Description |
|---------------------------|--|
| 4.1 | Agreement and Plan of Merger, dated as of November 28, 2006, by and between Brainstorm Cell Therapeutics Inc., a Washington corporation, and Brainstorm Cell Therapeutics Inc., a Delaware corporation, incorporated herein by reference to Appendix A of the Registrant's Definitive Schedule 14A dated November 20, 2006 (File No. 333-61610). |
| 4.2 | Certificate of Incorporation of Brainstorm Cell Therapeutics Inc., a Delaware corporation, incorporated herein by reference to Appendix B of the Registrant's Definitive Schedule 14A dated November 20, 2006 (File No. 333-61610). |
| 4.3 | Certificate of Amendment of Certificate of Incorporation of Brainstorm Cell Therapeutics Inc. dated September 15, 2014, incorporated herein by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K dated September 15, 2014 (File No. 000-54365). |
| 4.4 | Certificate of Amendment of Certificate of Incorporation of Brainstorm Cell Therapeutics Inc. dated August 31, 2015, incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K dated September 4, 2015 (File No. 001-366641). |
| 4.5 | ByLaws of Brainstorm Cell Therapeutics Inc., a Delaware corporation, is incorporated herein by reference to Appendix C of the Registrant's Definitive Schedule 14A dated November 20, 2006 (File No. 333-61610). |
| 4.6 | Amendment No. 1 to ByLaws of Brainstorm Cell Therapeutics Inc., dated as of March 21, 2007, incorporated herein by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K dated March 27, 2007 (File No. 333-61610). |
| 5.1* | Opinion of BRL Law Group LLC. |
| 23.1 | Consent of BRL Law Group LLC (included in Exhibit 5.1). |
| 23.2* | Consent of Brightman Almagor Zohar & Co., Independent Registered Public Accounting Firm. |
| 24 | Power of Attorney (included in the signature pages of this Registration Statement). |
| 99.1 | Brainstorm Cell Therapeutics Inc. 2014 Stock Incentive Plan, incorporated herein by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K dated August 14, 2014 (File No. 000-54365). |
| 99.2 | Amendment No. 1 to the Brainstorm Cell Therapeutics Inc. 2014 Stock Incentive Plan is incorporated herein by reference to Appendix A to the Company's Definitive Schedule 14A filed May 11, 2016 (File No. 000-36641). |
| 99.3 | |

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Brainstorm Cell Therapeutics Inc. 2014 Global Share Option Plan, incorporated herein by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K dated August 14, 2014 (File No. 000-54365).

99.4 Amendment No. 1 to the Brainstorm Cell Therapeutics Inc. 2014 Global Share Option Plan is incorporated herein by reference to Appendix B to the Company's Definitive Schedule 14A filed May 11, 2016 (File No. 000-36641).

* Filed herewith.