

COMPUGEN LTD  
Form SC 13G/A  
January 17, 2019  
**SECURITIES  
AND  
EXCHANGE  
COMMISSION  
Washington,  
D.C. 20549**

**SCHEDULE  
13G**

Under the  
Securities  
Exchange Act of  
1934

(Amendment No.  
1)\*

Compugen  
Limited  
(Name of Issuer)

Ordinary Shares,  
par value NIS  
0.01  
(Title of Class of  
Securities)

IL0010852080  
\*\*  
(CUSIP Number)

December 31,  
2018  
(Date of event  
which requires  
filing of this  
statement)

Check the  
appropriate box  
to designate the  
rule pursuant to  
which this  
Schedule 13G is

filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(Page 1 of 6  
Pages)

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\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

\*\* IL0010852080 is the ISIN number for the Ordinary Shares and is used throughout this filing in place of the CUSIP Number.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. IL0010852080 13G/A Page 2 of 6  
 Pages

**1** NAMES OF REPORTING PERSONS

Empery Asset Management, LP

**2** CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP

**3** SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION

**4**

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

**5** SOLE VOTING POWER

**6** 2,430,380 Ordinary Shares issuable upon exercise of Warrants

**7** SOLE DISPOSITIVE POWER

**8** SHARED DISPOSITIVE POWER

2,430,380 Ordinary Shares issuable

upon exercise  
of Warrants

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

9

2,430,380 Ordinary  
Shares issuable upon  
exercise of Warrants

CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

10

11

4.08% (See Item 4)  
TYPE OF  
REPORTING  
PERSON

12

PN

CUSIP No. IL0010852080 13G/A Page 3 of 6  
Pages

**1** NAMES OF REPORTING PERSONS

Ryan M. Lane

**2** CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP

**3** SEC USE ONLY CITIZENSHIP OR PLACE OF

**4** ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

**5** SOLE VOTING POWER

**6** 2,430,380 Ordinary Shares issuable upon exercise of Warrants

**7** SOLE DISPOSITIVE POWER

**8** SHARED DISPOSITIVE POWER

2,430,380 Ordinary Shares issuable upon exercise

of Warrants

**9** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

2,430,380 Ordinary  
Shares issuable upon  
exercise of Warrants

**10** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
**11** REPRESENTED BY  
AMOUNT IN ROW  
(9)

4.08% (See Item 4)  
**12** TYPE OF  
REPORTING  
PERSON

IN

CUSIP No. IL0010852080 13G/A Page 4 of 6  
Pages

**1** NAMES OF REPORTING PERSONS

Martin D. Hoe

**2** CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP

**3** SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION

**4**

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

**5** SOLE VOTING POWER

SHARED VOTING POWER

**6** 2,430,380 Ordinary Shares issuable upon exercise of Warrants

**7** SOLE DISPOSITIVE POWER

**8** SHARED DISPOSITIVE POWER

2,430,380 Ordinary Shares issuable upon exercise

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REPORTING  
PERSON

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IF THE  
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ROW (9)  
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CERTAIN  
SHARES  
PERCENT OF  
CLASS  
**11** REPRESENTED BY  
AMOUNT IN ROW  
(9)

4.08% (See Item 4)  
**12** TYPE OF  
REPORTING  
PERSON

IN



CUSIP No. IL0010852080 13G/A Page 5 of 6  
Pages

This Amendment No. 1 (this "Amendment") amends the statement on Schedule 13G filed on June 22, 2018 (the "Original Schedule 13G" and the Original Schedule 13G as amended, the "Schedule 13G"), with respect to shares of Ordinary Shares, par value NIS 0.01 (the "Common Shares"), of Compugen Limited (the "Company"). Capitalized terms used herein and not otherwise defined in this Amendment have the meanings set forth in the Schedule 13G. This Amendment amends and restates Items 4 and 5 in their entirety as set forth below.

**Item**  
**4. OWNERSHIP.**

The information as of the date of the event which requires filing of this statement required by Items 4(a) – (c) is set forth in Rows 5 – 11 of the cover page for each Reporting Person hereto and is incorporated herein by reference for each such Reporting Person. The percentage set forth in Row 11 of the cover page for each Reporting Person is based on 57,121,527 Ordinary Shares issued and outstanding as of June 14, 2018, as represented in the Company's Prospectus Supplement on Form 424(b)(5) filed with the Securities and Exchange Commission on June 18, 2018 and assumes the exercise of the Company's reported warrants (the "Reported Warrants").

The Investment Manager, which serves as the investment manager to the Empery Funds, may be deemed to be the beneficial owner of all Ordinary Shares underlying the Reported Warrants held by the Empery Funds. Each of the Reporting Individuals, as Managing Members of the General Partner of the Investment Manager with the power to exercise investment discretion, may be deemed to be the beneficial owner of all Ordinary Shares underlying the Reported Warrants held by the Empery Funds. The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of Ordinary Shares owned by another Reporting Person. Each of the Empery Funds and the Reporting Individuals hereby disclaims any beneficial ownership of any such Ordinary Shares.

**Item**  
**5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [X]

CUSIP No. IL0010852080 13G/A Page 6 of 6  
Pages

**SIGNATURES**

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: January 17, 2019

EMPERY ASSET  
MANAGEMENT,  
LP  
By: EMPERY AM  
GP, LLC, its General  
Partner

By: /s/ Ryan M. Lane  
Name: Ryan M.  
Lane  
Title: Managing  
Member

/s/ Ryan M. Lane  
Ryan M. Lane

/s/ Martin D. Hoe  
Martin D. Hoe