

BRAINSTORM CELL THERAPEUTICS INC.

Form 8-K

June 22, 2016

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 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): June 21, 2016

**Brainstorm Cell Therapeutics Inc.**

*(Exact name of registrant as specified in its charter)*

**Delaware**

**001-36641**

**20-7273918**

*(State or other jurisdiction of incorporation) (Commission File No.) (IRS Employer Identification No.)*

**3 University Plaza Drive, Suite 320**

**Hackensack, NJ**

**07601**

*(Address of principal executive offices) (Zip Code)*

**(201) 488-0460**

*(Registrant's telephone number, including area code)*

N/A

*(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))

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The 2016 Annual Meeting of Stockholders (the “Annual Meeting”) of Brainstorm Cell Therapeutics Inc. (the “Company”) was held on June 21, 2016 at the offices of BRL Law Group LLC, 425 Boylston Street, 3rd Floor, Boston, MA 02116. At the Annual Meeting, the following matters were voted upon by the stockholders of the Company:

1. The election of seven directors (listed below) until the next annual meeting of stockholders.  
The approval of an amendment to the Company’s 2014 Stock Incentive Plan to increase the shared pool of shares
2. available for issuance under the Company’s equity plans by 1,600,000 additional shares (from 600,000 to 2,200,000 shares) of Company Common Stock.  
The approval of an amendment to the Company’s 2014 Global Share Option Plan to increase the shared pool of
3. shares available for issuance under the Company’s equity plans by 1,600,000 additional shares (from 600,000 to 2,200,000 shares) of Company Common Stock.
4. The ratification of the appointment of Brightman Almagor Zohar & Co., a member of Deloitte Touche Tohmatsu Limited, as the Company’s independent registered public accounting firm for the current fiscal year.

The number of shares of the Company’s Common Stock issued, outstanding and eligible to vote at the Annual Meeting as of the record date of April 22, 2016 was 18,654,040. Each of the matters voted upon at the Annual Meeting was approved by the requisite number of votes. The final results of the voting on each of the matters presented to stockholders at the Annual Meeting are as follows:

|  | <b>VOTES FOR</b> | <b>VOTES WITHHELD</b> | <b>VOTES AGAINST</b> | <b>ABSTENTIONS</b> | <b>BROKER NON-VOTES</b> |
|--|------------------|-----------------------|----------------------|--------------------|-------------------------|
| 1. Election of seven directors:  |                  |                       |                      |                    |                         |
| Dr. Irit Arbel   | 3,588,791        | 445,506               | N/A                  | N/A                | 7,095,520               |
| Mordechai Friedman   | 3,967,417        | 66,880                | N/A                  | N/A                | 7,095,520               |
| Alon Pinkas  | 3,533,245        | 501,052               | N/A                  | N/A                | 7,095,520               |
| Chen Schor   | 3,970,417        | 63,880                | N/A                  | N/A                | 7,095,520               |
| Dr. Robert Shorr   | 3,548,143        | 486,154               | N/A                  | N/A                | 7,095,520               |
| Malcolm Taub   | 3,630,750        | 403,547               | N/A                  | N/A                | 7,095,520               |
| Uri Yablonka   | 3,960,719        | 73,578                | N/A                  | N/A                | 7,095,520               |
| 2. Approve an amendment to the Company’s 2014 Stock Incentive Plan to increase the shared pool of shares available for issuance under the Company’s equity plans by 1,600,000 additional shares (from 600,000 to 2,200,000 shares) of Company Common | 3,659,016        | N/A                   | 303,205              | 72,076             | 7,095,520               |

Stock:

3. Approve an amendment to the Company's 2014 Global Share Option Plan to increase the shared pool of shares available for issuance under the Company's equity plans by 1,600,000 additional shares (from 600,000 to 2,200,000 shares) of Company Common Stock:

|  |           |     |         |        |           |
|--|-----------|-----|---------|--------|-----------|
|  | 3,167,131 | N/A | 797,578 | 69,588 | 7,095,520 |
|--|-----------|-----|---------|--------|-----------|

4. Ratification of the appointment of Brightman Almagor Zohar & Co., a member of Deloitte Touche Tohmatsu Limited, as the Company's independent registered public accounting firm for the current fiscal year:

|  |            |     |         |         |     |
|--|------------|-----|---------|---------|-----|
|  | 10,718,892 | N/A | 100,576 | 310,349 | N/A |
|--|------------|-----|---------|---------|-----|

**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.

June 22, 2016      Brainstorm Cell  
                                 Therapeutics Inc.

By:      /s/ Chaim  
            Lebovits  
            Chaim  
            Lebovits  
            President and  
            Chief  
            Executive  
            Officer