

Protalix BioTherapeutics, Inc.
Form 4
September 18, 2014

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Bronfeld Zeev

(Last) (First) (Middle)

C/O PROTALIX
BIOTHERAPEUTICS, INC., 2
SNUNIT STREET SCIENCE
PARK, POB 455

(Street)

CARMIEL, L3 20100

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
Protalix BioTherapeutics, Inc. [PLX]

3. Date of Earliest Transaction
(Month/Day/Year)
09/16/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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)
Common Stock	09/16/2014		J ⁽¹⁾	8,556,371	D <u>(2)</u> 1,509,948 ⁽³⁾	I	By Trust <u>(4)</u>
Common Stock	09/16/2014		J ⁽⁵⁾	1,838,109	A <u>(6)</u> 1,838,109	D	

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

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SEC 1474
(9-02)

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Benef Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Bronfeld Zeev
C/O PROTALIX BIOTHERAPEUTICS, INC.
2 SNUNIT STREET SCIENCE PARK, POB 455
CARMIEL, L3 20100

X

Signatures

/s/ Zeev
Bronfeld 09/18/2014

__Signature of
Reporting Person Date

Explanation of Responses:

* 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).

- Biocell Ltd. distributed 8,554,988 shares of common stock of Protalix BioTherapeutics, Inc., in a dividend to its shareholders on a pro rata basis based on their respective percentage interests in Biocell Ltd. Biocell Ltd. is an Israeli public company traded on the Tel Aviv Stock Exchange Ltd.
- The shares were transferred to the Biocell Ltd. shareholders on a pro rata basis based on their respective percentage interests in Biocell Ltd. No consideration was paid in connection with the transfer.
 - All shares of Protalix BioTherapeutics, Inc. common stock are held by Biocell Ltd. Mr. Bronfeld disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein.
 - Substantially all of the shares of Protalix BioTherapeutics, Inc. common stock held by Biocell Ltd. following the dividend reported in this Form 4 are held in a trust for the benefit of Biocell Ltd.
- The reporting person, a shareholder of Biocell Ltd., received shares of Protalix BioTherapeutics, Inc. common stock pursuant to the dividend made by Biocell Ltd. described in this Form 4. The shares received are limited to the reporting person's percentage interest in Biocell Ltd. The reporting person continues to hold such shares.
- No consideration was paid in connection with the transfer.

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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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