

Protalix BioTherapeutics, Inc.  
Form 8-K  
May 14, 2018

**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): May 14, 2018 (May 13, 2018)**

**Protalix BioTherapeutics, Inc.**

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

Delaware  
(State or other jurisdiction  
of incorporation)

001-33357  
(Commission File Number)

65-0643773  
(IRS Employer  
Identification No.)

2 Snunit Street  
Science Park, POB 455  
Carmiel, Israel  
(Address of principal executive offices)

20100  
(Zip Code)

Registrant's telephone number, including area code +972-4-988-9488

(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 (*see* General Instruction A.2. below):

Written communication 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. "

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

The 2018 Annual Meeting of Stockholders (the “Meeting”) of Protalix BioTherapeutics, Inc. (the “Company”) was held on May 13, 2018. At the meeting, as described in Item 5.07 below, the Company’s stockholders approved amendments to the Protalix BioTherapeutics, Inc. 2006 Stock Incentive Plan to increase the number of shares of common stock available under the plan from 13,841,655 shares to 23,841,655 shares, as described under Proposal 3 of the Company’s definitive proxy statement filed on Schedule 14A with the Securities and Exchange Commission on March 6, 2018.

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

At the Meeting, the Company’s stockholders: (1) elected the five persons recommended by the Company’s Board of Directors to serve as directors of the Company; (2) approved, on a non-binding, advisory basis, the compensation of the Company’s named executive officers; (3) approved amendments to the Protalix BioTherapeutics, Inc. 2006 Stock Incentive Plan to increase the number of shares of common stock available under the plan from 13,841,655 shares to 23,841,655 shares; (4) did not approve an amendment to the Company’s Certificate of Incorporation, as amended, to increase the number of shares of the Company’s common stock, par value \$0.001 per share, authorized for issuance from 250,000,000 to 350,000,000; and (5) ratified the selection of appointment of Kesselman & Kesselman, Certified Public Accountant (Isr.), a Member of PricewaterhouseCoopers International Limited, as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2018.

Set forth below, with respect to each such proposal, are the number of votes cast for or against or withheld, as applicable, the number of abstentions and the number of broker non-votes.

(1) Election of Directors

|                        | For        | Withheld   | Broker Non-Votes |
|------------------------|------------|------------|------------------|
| Shlomo Yanai           | 53,570,662 | 11,038,124 | 21,401,592       |
| Moshe Manor            | 54,046,558 | 10,569,010 | 21,401,592       |
| Amos Bar Shalev        | 53,579,310 | 11,036,258 | 21,401,592       |
| Zeev Bronfeld          | 54,049,243 | 10,566,325 | 21,401,592       |
| Aharon Schwartz, Ph.D. | 56,247,703 | 8,367,865  | 21,401,592       |

(2) Approval, on a non-binding, advisory basis, the compensation of the Company’s named executive officers

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| For        | Against    | Abstain   | Broker<br>Non-Votes |
|------------|------------|-----------|---------------------|
| 41,942,915 | 21,380,845 | 1,291,808 | 21,401,592          |

- (3) Approval of amendments to the Protalix BioTherapeutics, Inc. 2006 Stock Incentive Plan to increase the number of shares of common stock available under the plan from 13,841,655 shares to 23,841,655 shares

| For        | Against    | Abstain | Broker<br>Non-Votes |
|------------|------------|---------|---------------------|
| 44,505,537 | 19,379,490 | 730,041 | 21,402,092          |

- (4) Approval of an amendment to the Company's Certificate of Incorporation, as amended, to increase the number of shares of the Company's common stock authorized for issuance from 250,000,000 to 350,000,000

| For        | Against    | Abstain |
|------------|------------|---------|
| 67,050,592 | 18,292,768 | 693,800 |

- (5) Ratification of the appointment of Kesselman & Kesselman

| For        | Against   | Abstain   |
|------------|-----------|-----------|
| 77,836,248 | 6,013,555 | 2,142,357 |

**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.

**PROTALIX  
BIOTHERAPEUTICS, INC.**

Date: May 14, 2018 By: /s/ Yossi Maimon  
Name: Yossi Maimon  
Title: Vice President and  
Chief Financial Officer