

Protalix BioTherapeutics, Inc.
Form 8-K
April 12, 2017

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): April 12, 2017

Protalix BioTherapeutics, Inc.

(Exact name of registrant as specified in its charter)

**Delaware
(State or other jurisdiction**

001-33357

65-0643773

of incorporation)

(Commission File Number)

**(IRS Employer
Identification No.)**

2 Snunit Street

Science Park, POB 455

Carmiel, Israel

20100

(Address of principal executive offices) (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 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 2017 Annual Meeting of Stockholders of Protalix BioTherapeutics, Inc. (the “Company”) was held on April 12, 2017.

Set forth below, with respect to each such matter, 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

	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Shlomo Yanai	35,190,098	6,120,657	24,013,342
Moshe Manor	34,675,377	6,635,378	24,013,342
Amos Bar Shalev	34,181,428	7,129,327	24,013,342
Zeev Bronfeld	35,555,532	5,755,223	24,013,342
Yodfat Harel Buchris	34,186,675	7,124,080	24,013,342
Aharon Schwartz, Ph.D.	34,233,859	7,076,896	24,013,342

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

	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
	33,876,405	6,920,511	365,044	24,162,137

(3) Approval, in accordance with Section 713(a) of the NYSE MKT Company Guide, the potential issuance of shares representing in excess of 19.9% of the Company’s pre-transaction total shares of common stock outstanding that may result from the conversion of, or payment of accrued interest on, the Company’s outstanding Convertible Notes

	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
	33,706,193	7,475,010	129,552	24,013,342

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(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, par value \$0.001 per share, authorized for issuance from 250,000,000 to 300,000,000

	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker</u> <u>Non-Votes</u>
	33,355,376	7,831,222	124,157	24,013,342

(5) Ratification of the appointment of Kesselman & Kesselman

	<u>For</u>	<u>Against</u>	<u>Abstain</u>
	64,109,289	1,099,302	115,506

Item 8.01. Other Events

Reference is made to Item 5.07. As a result of the approval by the Company's stockholders of proposal 3 described above, for purposes of the Company's 7.5% convertible notes, April 12, 2017 is the Capped Combination Settlement Release Date as described in the Indenture dated as of December 7, 2016, between the Company, the guarantors party thereto, The Bank of New York Mellon Trust Company, N.A., as trustee and Wilmington Savings Fund Society, FSB, as collateral agent.

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: April 12, 2017 By: /s/ Yossi Maimon
Name: Yossi Maimon
Title: Vice President and
Chief Financial Officer