

BRAINSTORM CELL THERAPEUTICS INC.

Form 4

March 06, 2017

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0287  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Kern Ralph Dr.2. Issuer Name and Ticker or Trading  
Symbol  
BRAINSTORM CELL  
THERAPEUTICS INC. [BCLI]5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O BRAINSTORM CELL  
THERAPEUTICS, INC., 3  
UNIVERSITY PLAZA DRIVE,  
SUITE 3203. Date of Earliest Transaction  
(Month/Day/Year)  
03/06/2017☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)  
COO and Chief Medical Officer(Street)  
HACKENSACK, NJ 076014. If Amendment, Date Original  
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**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 Ownership (Instr. 4)
Common Stock	03/06/2017		A	(A) or (D) 35,885 (1)	\$ 0 35,885	D	

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**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)
Stock Option (right to buy)	\$ 4.18	03/06/2017		A	47,847	03/06/2017 <sup>(2)</sup> 03/06/2019	Common Stock 47,847

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Kern Ralph Dr.  
C/O BRAINSTORM CELL THERAPEUTICS, INC.  
3 UNIVERSITY PLAZA DRIVE, SUITE 320  
HACKENSACK, NJ 07601

COO and Chief Medical Officer

## Signatures

/s/ Nathaniel Gaede (pursuant to power of attorney)

03/06/2017

\_\_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).

Shares acquired are shares of restricted stock awarded on March 6, 2017 under the Issuer's 2014 Stock Incentive Plan. The shares of  
(1) restricted stock vest as to 25% of the award on each of the first, second, third and fourth anniversary of the date of grant, provided that the Reporting Person remains continuously employed by the Company from the date of grant through each applicable vesting date.

(2) Option is fully vested and exercisable as of the date of grant and shall remain exercisable until the 2nd anniversary of the date of grant.

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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