

Lebovits Chaim
Form 4
July 26, 2017

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Lebovits Chaim

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)

3. Date of Earliest Transaction
(Month/Day/Year)
07/26/2017

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
See Remarks

C/O BRAINSTORM CELL
THERAPEUTICS INC., 3
UNIVERSITY PLAZA DRIVE,
SUITE 320

(Street)

4. 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

HACKENSACK, NJ 07601

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (D) Price | | |
| Common Stock | 07/26/2017 | | A | | 31,185 (1) | A | \$ 0 |
| | | | | | 2,103,785 (2) | 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) | | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|-------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 4.81 | 07/26/2017 | | A | 41,580 | 07/26/2017 ⁽³⁾ | 07/26/2019 | Common Stock | 41,580 | | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Lebovits Chaim
C/O BRAINSTORM CELL THERAPEUTICS INC.
3 UNIVERSITY PLAZA DRIVE, SUITE 320
HACKENSACK, NJ 07601

See Remarks

Signatures

/s/ Thomas B. Rosedale (Pursuant to Power of Attorney)

07/26/2017

**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 July 26, 2017 under the Issuer's 2014 Global Share Option 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) Includes (i) 1,933,794 shares of Common Stock owned by ACCBT Corp. and (ii) 138,806 shares of Common Stock owned by ACC International Holdings Ltd. Reporting Person may be deemed the beneficial owner of these shares.
 - (3) Option is fully vested exercisable as of the date of grant and shall remain exercisable until the 2nd anniversary of the date of grant.

Remarks:

Chief Executive Officer & President

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.