

COMPUGEN LTD  
Form 6-K  
October 27, 2009

---

---

**FORM 6-K**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Report of Foreign Private Issuer**

Pursuant to rule 13a-16 or 15d-16 of the Securities Exchange Act of 1934  
for the month of October 2009

**Compugen Ltd.**

(Translation of registrant's name in English)

72 Pinchas Rosen Street, Tel-Aviv 69512, Israel

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F  Form 40-F

On October 27, 2009, Compugen Ltd. (the Registrant) issued a Press Release, filed as Exhibit 1 to this Report on Form 6-K, which is hereby incorporated by reference herein. The contents of such Press Release are hereby incorporated by reference into the Compugen Ltd. Registration Statement on Form F-3, File No. 333-161241.

**SIGNATURE**

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, thereunto duly authorized.

Compugen Ltd.  
(Registrant)

By: /s/ Ms.Dikla Czaczkes Axselbrad

Dikla Czaczkes Axselbrad  
Chief Financial Officer  
Date: October 27, 2009

---

---