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Item 7.01 Regulation FD Disclosure.

On November 8, 2006, Brainstorm Cell Therapeutics Inc. (the "Registrant") filed a preliminary proxy statement relating to a special meeting of shareholders. In the preliminary proxy statement, the Registrant announced its intent to offer shares of its common stock in an underwritten public offering in Israel.

The information contained in this Current Report on Form 8-K is neither an offer to sell nor a solicitation of an offer to purchase any of the securities offered. The securities to be offered will be offered in reliance on the exemption from registration provided by Regulation S of the Securities Act and will not be registered under the Securities Act of 1933, as amended, or any applicable state securities laws and, unless so registered, may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act and applicable state laws. This Current Report on Form 8-K is being issued pursuant to and in accordance with Rule 135c under the Securities Act.

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 hereunto duly authorized.

BRAINSTORM CELL THERAPEUTICS INC.

By: /s/ Yoram Drucker

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Yoram Drucker  
Chief Operating Officer  
(Principal executive officer)

Date: November 8, 2006