

Protalix BioTherapeutics, Inc.  
Form 8-K  
November 12, 2014

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported): November 10, 2014**

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**Protalix BioTherapeutics, Inc.**

**(Exact name of registrant as specified in its charter)**

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**Florida  
(State or other jurisdiction  
of incorporation)**

**001-33357**

**(Commission File Number)**

**65-0643773  
(IRS Employer**

**Identification No.)**

**2 Snunit Street**  
**Science Park, POB 455**  
**Carmiel, Israel**  
**(Address of principal executive offices) (Zip Code)**

**20100**

**Registrant's telephone number, including area code +972-4-988-9488**

**(Former name or former address, if changed since last report.)**

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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))

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**Item 5.07. Submission of Matters to a Vote of Security Holders**

The 2014 Annual Meeting of Shareholders of Protalix BioTherapeutics, Inc. (the “Company”) was held on November 10, 2014. Holders of 57.6% of the Company's outstanding shares of common stock entitled to vote as of the record date for the meeting participated in person or by proxy.

The matters voted upon at the meeting are set forth below including the number of votes cast for, number of votes cast against or withheld, as applicable, the number of abstentions, the number of broker non-votes and other applicable votes with respect to each such matter.

(1) Election of Directors

|                          | <b><u>For</u></b> | <b><u>Withheld</u></b> | <b><u>Broker<br/>Non-Votes</u></b> |
|--------------------------|-------------------|------------------------|------------------------------------|
| Shlomo Yanai             | 43,970,559        | 12,076                 | 9,498,432                          |
| Moshe Manor              | 42,850,085        | 1,632,550              | 9,498,432                          |
| Zeev Bronfeld            | 35,152,707        | 9,329,928              | 9,498,432                          |
| Amos Bar Shalev          | 42,358,303        | 2,124,332              | 9,498,432                          |
| Yodfat Harel Buchris     | 42,142,806        | 2,339,829              | 9,498,432                          |
| Roger D. Kornberg, Ph.D. | 29,142,957        | 15,339,678             | 9,498,432                          |
| Aharon Schwartz, Ph.D.   | 41,305,902        | 3,176,733              | 9,498,432                          |

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

| <b><u>For</u></b> | <b><u>Against</u></b> | <b><u>Abstain</u></b> | <b><u>Broker<br/>Non-Votes</u></b> |
|-------------------|-----------------------|-----------------------|------------------------------------|
| 36,072,382        | 8,366,547             | 43,706                | 9,498,432                          |

(3) Approval, on a non-binding advisory basis, the frequency (every one, two or three years) that shareholders of the Company will have a non-binding, advisory vote on the compensation of the Company’s named executive officers

**One Year** **Two Years** **Three Years** **Abstain**

**Broker**  
**Non-Votes**

41,923,798 274,685    2,193,032    91,120    9,498,432

(4) Approval of an amendment to the Company's articles of incorporation providing that one-third (1/3) of the votes entitled to be cast on any matter by a voting group shall constitute a quorum of that voting group for action on that matter

**For**        **Against**    **Abstain**    **Broker**  
37,572,751 6,878,159 31,725    9,498,432  
**Non-Votes**

(5) Approval of an amendment to the Company's 2006 Stock Incentive Plan to increase the number of authorized shares of common stock reserved for issuance under the plan and to amend certain other terms of the plan

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker</u> | <u>Non-Votes</u> |
|------------|----------------|----------------|---------------|------------------|
| 36,208,885 | 8,238,765      | 34,985         | 9,498,432     |                  |

(6) Ratification of the appointment of Kesselman & Kesselman as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker</u> | <u>Non-Votes</u> |
|------------|----------------|----------------|---------------|------------------|
| 52,899,194 | 98,685         | 983,188        | --            |                  |

**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: November 12, 2014 By: /s/ Yossi Maimon  
Name: Yossi Maimon  
Title: Vice President and Chief Financial Officer