

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

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

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

Protalix BioTherapeutics, Inc.

(Exact name of registrant as specified in its charter)

| | | |
|-------------------------------------|---------------------------------|----------------------------|
| Florida | 001-33357 | 65-0643773 |
| (State or other jurisdiction | | (IRS Employer |
| of incorporation) | (Commission File Number) | 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.)

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))

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

| | <u>For</u> | <u>Withheld</u> | <u>Broker Non-Votes</u> |
|--------------------------|-------------------|------------------------|------------------------------------|
| 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

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|-------------------|-----------------------|-----------------------|------------------------------------|
| 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