

BRAINSTORM CELL THERAPEUTICS INC.
Form 10-K/A
April 01, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K/A

Amendment No. 1

x ANNUAL REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2018

.. TRANSITION REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM _____ TO _____

COMMISSION FILE NUMBER 001-36641

BRAINSTORM CELL THERAPEUTICS INC.

(Exact Name of Registrant as specified in its charter)

Delaware 20-7273918
(State or other jurisdiction of (I.R.S. Employer

incorporation or organization) Identification No.)

1325 Avenue of Americas, 28th Floor
New York, NY 10019
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (201) 488-0460

Securities registered under Section 12(b) of the Act:

| Title of each class | Name of each exchange on which registered |
|--|--|
| Common Stock, \$0.00005 par value | NASDAQ Stock Market LLC (Nasdaq Capital Market) |

Securities registered under Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act.

Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer " Accelerated filer "
Non-accelerated filer x Smaller reporting company x
Emerging growth company "

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. "

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes " No x

The approximate aggregate market value of the voting and non-voting common equity held by non-affiliates of the issuer as of June 30, 2018 (the last business day of the registrant's most recently completed second fiscal quarter), was \$71,031,012.

As of March 28, 2019, the number of shares outstanding of the registrant's Common Stock, \$0.00005 par value per share, was 21,490,610.

EXPLANATORY NOTE

The Registrant is filing this Amendment No. 1 to Form 10-K for the fiscal year ended December 31, 2018 (“Amendment No. 1”) to correct an error on the cover page of the original Form 10-K as filed with the Securities and Exchange Commission on March 29, 2019 (the “Original Form 10-K”). The cover page of the Original Form 10-K incorrectly showed the total number of shares outstanding. The correct number of shares of the Registrant’s Common Stock outstanding as of March 28, 2019, was 21,490,610, as indicated on the cover page of this Amendment No. 1 (rather than 29,490,610 shares as originally shown, as the result of a typographical error).

No changes are hereby made to the Registrant’s financial statements. Other than the change discussed above and the filing of the currently dated Section 302 certifications and updated XBRL data under Item 15 of Part IV of this Amendment No. 1, no changes have been made to the Original Form 10-K or the exhibits filed therewith. As such, this Amendment No. 1 should be read in conjunction with the Original Form 10-K.

The information contained in this Amendment No. 1 does not reflect events occurring subsequent to the filing of the Original Form 10-K.

PART IV**Item 15. Exhibits and Financial Statement Schedules***(a)(3) Exhibits*

The following exhibits are filed as part of this Amendment No. 1 on Form 10-K/A.

| Exhibit Number | Description | Method of Filing |
|---------------------------|---|-----------------------------|
| <u>31.1</u> | <u>Certification of Chief Executive Officer pursuant to Rule 13-14(a) of the Securities Exchange Act of 1934 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u> | <u>Filed herewith</u> |
| <u>31.2</u> | <u>Certification of Chief Financial Officer pursuant to Rule 13-14(a) of the Securities Exchange Act of 1934 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u> | <u>Filed herewith</u> |
| 101 | The following financial information from the Annual Report on Form 10-K of Brainstorm Cell Therapeutics Inc. for the year ended December 31, 2018, formatted in XBRL (eXtensible Business Reporting Language): (1) Consolidated Balance Sheets as of December 31, 2017, and 2018; (2) Consolidated Statements of Operations for the years ended December 31, 2017 and 2018 and from September 22, 2000 (Inception) to December 31, 2018; (3) Statements of Changes in Stockholders' Equity (Deficit) from September 22, 2000 (Inception) through December 31, 2018; (4) Consolidated Statements of Cash Flows for the years ended December 31, 2017 and 2018 and from September 22, 2000 (Inception) to December 31, 2018; and (5) Notes to Financial Statements. | Filed herewith |

SIGNATURES

In accordance with Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused Amendment No. 1 this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**BRAINSTORM CELL THERAPEUTICS
INC.**

Date: April 1, 2019 By: /s/ Eyal Rubin

Name: Eyal Rubin

Title: Chief Financial Officer and Treasurer

EXHIBIT INDEX

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