

Protalix BioTherapeutics, Inc.
Form 8-K
June 18, 2012

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): June 17, 2012

Protalix BioTherapeutics, Inc.

(Exact name of registrant as specified in its charter)

| | | |
|--|---|--|
| 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) | 20100 (Zip Code) |
|---|--------------------------------|

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 2012 Annual Meeting of Shareholders of Protalix BioTherapeutics, Inc. (the “Company”) was held on June 17, 2012. Holders of 55.5% of our 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> | Broker Non-Votes |
|--------------------------|------------|-----------------|---------------------|
| Zeev Bronfeld | 39,007,328 | 543,111 | 11,407,452 |
| David Aviezer, Ph.D. | 39,019,328 | 531,111 | 11,407,452 |
| Yoseph Shaaltiel, Ph.D. | 36,315,855 | 3,234,584 | 11,407,452 |
| Alfred Akirov | 36,543,151 | 3,007,288 | 11,407,452 |
| Amos Bar Shalev | 36,554,651 | 2,995,788 | 11,407,452 |
| Yodfat Harel Buchris | 36,541,730 | 3,008,709 | 11,407,452 |
| Roger D. Kornberg, Ph.D. | 39,018,838 | 531,601 | 11,407,452 |
| Eyal Sheratzky | 39,000,283 | 550,156 | 11,407,452 |

(2) Approval of an amendment to the Protalix BioTherapeutics, Inc. 2006 Stock Incentive Plan to increase the number of shares of common stock available under the plan from 9,741,655 shares to 11,341,655 shares

| | <u>For</u> | <u>Against</u> | <u>Abstain</u> | Broker Non-Votes |
|--|------------|----------------|----------------|---------------------|
| | 24,467,193 | 12,755,334 | 2,327,912 | 11,407,452 |

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

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| | Broker |
|------------|---|
| <u>For</u> | <u>Against</u> <u>Abstain</u> Non-Votes |
| 33,683,299 | 575,019 5,292,121 11,407,452 |

(4) Ratification of appointment of Kesselman & Kesselman

| | Broker |
|------------|---|
| <u>For</u> | <u>Against</u> <u>Abstain</u> Non-Votes |
| 50,336,871 | 161,639 459,381 -- |

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: June 18, 2012 By: /s/ Yossi Maimon
Name: Yossi Maimon
Title: Vice President and
Chief Financial Officer