

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

CELLECT BIOTECHNOLOGY LTD.
(Exact name of registrant as specified in its charter)

State of Israel

(State or other jurisdiction of
incorporation or organization)

Not applicable

(I.R.S. Employer
Identification No.)

23 Hata'as Street, Kfar Saba, Israel 44425
(Address of Principal Executive Offices)

Collect Biotechnology Ltd. 2014 Global Incentive Option Scheme
(Full title of the plan)

Puglisi & Associates
850 Library Avenue, Suite 204
Newark, DE 19715
(302) 738-6680
(Name, Address and Telephone Number of Agent For Service)

Copies of all communications, including communications sent to agent for service, should be sent to:

Ronen Kantor, Esq.
Giora Gutman, Esq.
Doron Tikotzky Kantor Gutman Amit Gross
B.S.R. 4 Tower, 33 Floor
7 Metsada Street,
Bnei Brak 5126112
Israel
Tel: (+972) (3) 613-3371

Gary Emmanuel, Esq.
Mark Selinger, Esq.
McDermott Will & Emery LLP
340 Madison Avenue
New York, NY 10173
Tel: (212) 547-5400

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

Smaller reporting company

(Do not check if a smaller reporting company)

Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, 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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered ⁽¹⁾	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Ordinary Shares ⁽²⁾	9,311,886	\$ 0.0388	\$ 361,301	\$ 43.79 ⁽³⁾
Ordinary Shares ⁽²⁾	10,688,114	\$ 0.0290	\$ 309,955	\$ 37.57 ⁽⁴⁾
Total	20,000,000		\$ 671,256	\$ 81.36

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended, this Registration Statement also covers an indeterminate number of additional securities which may be offered and issued to prevent dilution resulting from stock splits, stock dividends, recapitalizations or similar transactions.
- (2) American Depositary Shares (“ADSs”), evidenced by American Depositary Receipts (“ADRs”), issuable upon deposit of Ordinary Shares, no par value, of Collect Biotechnology Ltd. (the “Company”), are registered on a separate registration statement on [Form F-6](#) (File No. 333-212698). Each ADS represents twenty (20) Ordinary Shares.
- (3) Computed in accordance with Rule 457(h) promulgated under the Securities Act based on the exercise price of the options underlying the Ordinary Shares.
- (4) The fee is based on the number of Ordinary Shares which may be issued under the plan this Registration Statement relates to and is estimated in accordance with paragraphs (c) and (h) of Rule 457 under the Securities Act solely for the purpose of calculating the registration fee based upon the average of the high and low sales price of an American Depositary Share as reported on the Nasdaq Capital Market on June 14, 2019.

EXPLANATORY NOTE

The purpose of this Registration Statement on Form S-8 (this “Registration Statement”) is to register 20,000,000 additional Ordinary Shares to be reserved for issuance under the Registrant’s 2014 Global Incentive Option Scheme (the “Plan”). The Ordinary Shares registered hereunder are in addition to the 4,392,029 Ordinary Shares previously registered on the Company’s [Form S-8](#) filed on May 17, 2018 (Commission File No. 333-225003), the 4,207,971 Ordinary Shares previously registered on the Company’s [Form S-8](#) filed on August 17, 2017 (Commission File No. 333-220015) and the 8,163,000 Ordinary Shares previously registered on the Company’s [Form S-8](#) filed on November 28, 2016 (Commission File No. 333-214817) (the “Prior Registration Statements”).

This Registration Statement is submitted in accordance with General Instruction E to Form S-8 regarding Registration of Additional Securities. Pursuant to General Instruction E to Form S-8, the Company hereby incorporates herein by reference the contents of the Prior Registration Statements, except as amended hereby.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information required in Part I of this Registration Statement have been or will be sent or given to participating employees as specified in Rule 428(b)(1) under the Securities Act of 1933, as amended (the "Securities Act"), in accordance with the rules and regulations of the United States Securities and Exchange Commission (the "Commission"). Such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. These documents and the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following additional documents, which have been filed by the Registrant with the Commission are incorporated by reference in and made a part of this Registration Statement, as of their respective dates:

- (a) The Registrant's Annual Report on [Form 20-F](#) for the year ended December 31, 2018 filed with the Commission on March 18, 2019;
- (b) The Registrant's reports of foreign private issuer on Form 6-K furnished with the Commission on [January 23, 2019](#), [January 24, 2019](#), [January 28, 2019](#), [February 5, 2019](#), [February 8, 2019](#), [February 13, 2019](#), [March 11, 2019](#), [March 22, 2019](#), [March 27, 2019](#), [May 16, 2019](#), [May 21, 2019](#) and [June 6, 2019](#) (in each case, to the extent expressly incorporated by reference into the Company's Registration Statements on Form S-8 (File No. [333-214817](#), File No. [333-220015](#) and [333-225003](#)));
- (c) The description of the Registrant's American Depositary Shares contained in Item 1 of the Registration Statement on [Form 8-A](#) (File No. 001-37846) filed with the Commission on July 27, 2016.

In addition to the foregoing, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, and all reports on Form 6-K subsequently filed by the Registrant which state that they are incorporated by reference herein, prior to the filing of a post-effective amendment which indicates that all securities offered hereunder have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such documents and reports.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement herein, or in any subsequently filed document which also is or is deemed to be incorporated by reference, modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

Reference is made to the Exhibit Index on the page immediately preceding the exhibits for a list of exhibits filed as part of this Registration Statement, which Exhibit Index is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Kfar Saba, State of Israel, on the 20th day of June 2019.

CELLECT BIOTECHNOLOGY LTD.

By: /s/ Shai Yarkoni
Name: Dr. Shai Yarkoni
Title: Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Collect Biotechnology Ltd., hereby severally constitute and appoint Dr. Shai Yarkoni and Eyal Leibovitz, and each of them individually, our true and lawful attorney to sign for us and in our names in the capacities indicated below any and all amendments or supplements, including any post-effective amendments, to this Registration Statement on Form S-8 and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming our signatures to said amendments to this Registration Statement signed by our said attorney and all else that said attorney may lawfully do and cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated:

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Shai Yarkoni</u> Dr. Shai Yarkoni	Chief Executive Officer and Director (principal executive officer)	June 20, 2019
<u>/s/ Eyal Leibovitz</u> Eyal Leibovitz	Chief Financial Officer (principal financial officer and principal accounting officer)	June 20, 2019
<u>/s/ Kasbian Nuriel Chirich</u> Kasbian Nuriel Chirich	Chairman of the Board	June 20, 2019
<u>/s/ Abraham Nahmias</u> Abraham Nahmias	Director	June 20, 2019
<u>/s/ Michael Berelowitz</u> Michael Berelowitz	Director	June 20, 2019
<u>/s/ Ruhama Avraham</u> Ruhama Avraham	Director	June 20, 2019
<u>/s/ David Braun</u> David Braun	Director	June 20, 2019
<u>/s/ Jonathan Burgin</u> Jonathan Burgin	Director	June 20, 2019

SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of Collect Biotechnology Ltd. has signed this Registration Statement on this June 20, 2019.

PUGLISI & ASSOCIATES

By: /s/ Donald J. Puglisi
Donald J. Puglisi
Authorized Representative

EXHIBIT INDEX

Exhibit Number	Description
4.1	Articles of Association of Collect Biotechnology Ltd. (unofficial English translation from Hebrew original) (1)
4.2	Certificate of Name Change of Collect Biotechnology Ltd. (unofficial English translation from Hebrew original) (2)
4.3	Form of Deposit Agreement among the Registrant, the Bank of New York Mellon, as Depositary, and all Owners and Holders from time to time of American Depositary Shares issued hereunder (3)
5.1	Opinion of Doron Tikotzky Kantor Gutman Amit Gross, Israeli counsel to Collect Biotechnology Ltd. (including consent)
23.1	Consent of Kost Forer Gabbay & Kasierer, Certified Public Accountant (Isr.), a member of Ernst & Young Israel
23.2	Consent of Doron Tikotzky Kantor Gutman Amit Gross (included in the opinion filed as Exhibit 5.1 to this Registration Statement)
24.1	Power of Attorney (included on signature page)
99.1	Collect Biotechnology Ltd. 2014 Global Incentive Option Scheme (4)

- (1) Previously filed as Exhibit 3.1 to the Registrant's registration statement on Form F-1 filed on July 7, 2016, and incorporated herein by reference.
- (2) Previously filed as Exhibit 3.2 to the Registrant's registration statement on Form F-1 filed on July 25, 2016, and incorporated herein by reference.
- (3) Previously filed as Exhibit 4.1 to the Registrant's registration statement on Form F-1 filed on July 26, 2016, and incorporated herein by reference.
- (4) Previously filed as Exhibit 10.6 to the Registrant's registration statement on Form F-1 filed on July 7, 2016, and incorporated herein by reference.



Yaron Tikotzky, Adv. (CPA)*
 Eli Doron, Adv. & Notary
 Ronen Kantor, Adv.
 Amit Gross, Adv. & Notary
 Giora Gutman, Adv.
 Rachel (Goren) Cavallero, Adv.
 Gil Mor, Adv. & Notary**
 Sharon Fishman, Adv. & Notary
 Motti Hoffman, Adv. & Notary
 Efrat Hamami, Adv.
 Tamir Kalderon, Adv.
 Asaf Gershgoren, Adv. & economist
 Efi Ohana, Adv. & economist
 Asaf Hofman, Adv. & economist
 Ron Soulema, Adv.
 Moti Philip, Adv.
 Sagiv Bar Shalom, Adv.
 Ori Perel, Adv.
 David Rozen, Adv.
 Israel Mark, Adv.
 Amir Bar Dayan, Adv.
 Sandrine Dray, Adv. & Notary***
 Nahli Hamud, Adv.
 Shmulik Cohen, Adv.
 Yair Messalem, Adv.
 Maayan Peled, Adv.
 Igal Rosenberg, Adv.
 Gili Yasu, Adv. & Notary
 Tmoora Detsch Kaufman, Adv.
 Lilach Cohen-Shamir, Adv.
 Orly Pharan, Adv.
 Rotem Nissim, Adv.
 Orit Peper, Adv.
 Rivka Mangoni, Adv.
 Israel Asaraf, Adv. & Notary
 Jossef Prins, Adv.
 Shay Almakies, Adv. & Notary
 Yael Porat Kotzer, Adv.
 Gali Ganoni, Adv.
 Hadas Garosi Wolfsthal, Adv.
 Odellia Cohen-Schondorf, Adv.
 Hasan Hasan, Adv.
 Yana Shapiro Orbach, Adv.
 Ronit Rabinovich, Adv.
 Nidal Siaga, Adv.
 Avi Cohen, Adv.
 Amit Moshe Cohen, Adv.
 Sonny Knaz, Adv.
 Bat-El Ovadia, Adv.
 Aharon Eitan, Adv.
 Rania Elime, Adv.
 Sivan Kaufman, Adv.
 Mor Rozenson, Adv.
 Iris Borcom, Adv.
 Inbal Naim, Adv.
 Sivan Feldhamer, Adv.
 Meital Graff, Adv.
 Amir Keren, Adv.
 Ariel Regev, Adv.
 Michal Zamir-Polani, Adv.
 Inbal Harel Gershon, Adv.
 Hezi Sidon, Adv.
 Shirli Rahmani, Adv.
 Omer Katzir, Adv. & economist
 Hadar Weizner, Adv. & economist
 Yaniv Levi, Adv.
 Noy Keren, Adv.
 Avi Kababgian, Adv.
 Or Yahal Asbag, Adv.

Bnei Brak, June 20, 2019

To: Collect Biotechnology Ltd.
 23 HaTa'as St.
 Kfar Saba 4442525 Israel

Ladies and Gentlemen,

Re: **REGISTRATION STATEMENT ON FORM S-8**

We are acting as Israeli counsel for Collect Biotechnology Ltd., an Israeli company (the “**Company**”), in connection with the preparation of a Registration Statement on Form S-8 (the “**Registration Statement**”) under the Securities Act of 1933, as amended (the “**Act**”), pertaining to the registration of 20,000,000 Ordinary Shares, no par value, of the Company (the “**Plan Shares**”) under the Collect Biotechnology 2014 Global Incentive Option Scheme (the “**Plan**”).

In rendering our opinion, we have examined, and have relied as to factual matters solely upon, originals or copies certified, or otherwise identified to our satisfaction, of such documents, corporate records or other instruments as we have deemed necessary or appropriate for the purposes of this opinion. In our examination we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the conformity with the originals of all documents submitted to us as copies. We have, when relevant facts material to our opinion were not independently established by us, relied to the extent we deemed such reliance proper upon written or oral statements of officers and other representatives of the Company.

In giving the opinion expressed herein, no opinion is expressed as to the laws of any jurisdiction other than the State of Israel.

Based upon and subject to the foregoing, we are of the opinion that the Plan Shares, when issued pursuant to the terms of the Plan, and the terms of any agreements relating to such issuance, will be upon receipt of the consideration provided for in the Plan, validly issued, fully paid and non-assessable.

Eli Kulas, Adv. Notary & Mediator - Counselor
 Jan Robinsohn, M.Jur. Adv. & Notary - Counselor****
 Giora Amir, Adv. Notary - Counselor

* Member of the New York State Bar
 ** Member of the Law Society in England & Wales
 *** Accredited by the consulate of France
 **** Honorary Consul Of The Republic Of Poland (ret.)

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This opinion is intended solely for the benefit and use of the Company and other persons who are entitled to rely on the Registration Statement, and is not to be used, released, quoted, or relied upon by anyone else for any purpose (other than as required by law), without our prior written consent.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement, and to the use of our name wherever appearing in the Registration Statement in connection with Israeli law. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Doron, Tikotzky, Kantor, Gutman, Nass & Amit Gross

Doron, Tikotzky, Kantor, Gutman, Nass & Amit Gross

Advocates & Notaries

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to the Collect Biotechnology Ltd. 2014 Global Incentive Option Scheme of our report dated March 18, 2019, with respect to the consolidated financial statements of Collect Biotechnology Ltd., included in its annual report on Form 20-F for the year ended December 31, 2018, filed with the Securities Exchange Commission.

Tel-Aviv, Israel
June 20, 2019

/s/ Kost Forer Gabbay & Kasierer
KOST FORER GABBAY & KASIERER
A Member of Ernst & Young Global