

BRAINSTORM CELL THERAPEUTICS INC.
Form POS AM
May 27, 2015

As filed with the Securities and Exchange Commission on May 27, 2015.

Registration Statement No. 333-179331

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO

FORM S-1

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

BRAINSTORM CELL
THERAPEUTICS INC.

(Exact name of registrant as specified in its charter)

Delaware	2836	20-7273918
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

3 University Drive, Suite 320

Hackensack, NJ 07601

(201) 488-0460

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Tony Fiorino, MD, PhD

Chief Executive Officer

c/o Brainstorm Cell Therapeutics Inc.

3 University Plaza Drive, Suite 320

Hackensack, NJ 07601

(201) 488-0460

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With copies to:

Thomas B. Rosedale, Esq.

BRL Law Group LLC

425 Boylston Street, 3rd Floor

Boston, MA 02116

(617) 399-6931 (telephone number)

(617) 399-6930 (facsimile number)

Approximate date of commencement of proposed sale to public: Not applicable.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>
Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company <input checked="" type="checkbox"/>

EXPLANATORY NOTE - DEREGISTRATION OF SECURITIES

On February 3, 2012, Brainstorm Cell Therapeutics Inc. (the "Company") filed with the Securities and Exchange Commission (the "Commission") a registration statement on Form S-1 (File No. 333-179331), which was amended by pre-effective amendments on each of March 22, 2012, May 17, 2012, June 29, 2012 and July 10, 2012 (as so amended, the "Registration Statement"). The Registration Statement was declared effective by the Commission on July 13, 2012.

The Registration Statement registered the offer and sale of 1,321,265 shares of common stock and 990,949 warrants to purchase shares of our common stock (together with the shares of common stock underlying such warrants). The warrants expired on January 19, 2015. As a result of the expiration of the warrants, the offering pursuant to the Registration Statement has been terminated. In accordance with the undertaking contained in the Registration Statement pursuant to Item 512(a)(3) of Regulation S-K, to remove unsold securities upon termination of the offering by post-effective amendment, the Company hereby deregisters the 303,911 shares of common stock underlying the warrants which were not exercised prior to the expiration date.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment No.1 to the Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Hackensack, State of New Jersey, on the 27th day of May, 2015.

**BRAINSTORM CELL
THERAPEUTICS INC.**

By: /s/ Anthony Fiorino
Anthony Fiorino
Chief Executive Officer

Note: No other person is required to sign this Post-Effective Amendment No. 1 in reliance on Rule 478 of the Securities Act of 1933.