

Protalix BioTherapeutics, Inc.  
Form 8-K  
July 15, 2008

**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): July 14, 2008**

**Protalix BioTherapeutics, Inc.**

(Exact name of registrant as specified in its charter)

|  |                             |                                      |
|--|-----------------------------|--------------------------------------|
| Florida  | 000-27836                   | 65-0643773                           |
| (State or other<br>jurisdiction of<br>incorporation) | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |

**2 Snunit Street  
Science Park  
POB 455**

**Carmiel, Israel 20100**

(Address of principal executive offices) (Zip Code)

(Former Name or Former Address, if Changed Since Last Report)

Registrant's telephone number, including area code: +972-4-988-9488

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))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On July 14, 2008, the Board of Directors of Protalix BioTherapeutics, Inc. (the Company), acting upon the recommendation of the Nominating Committee of the Board of Directors, appointed Mr. Amos Bar-Shalev as a director of the Company. The appointment was made in accordance with Article V, Section 2 of the ByLaws of the Company. Mr. Bar-Shalev was appointed to serve as a director until the Company's next annual meeting of shareholders. In connection to his appointment to serve as a director, Mr. Bar-Shalev was appointed to replace Mr. Eyal Sheratzky on the Audit Committee and Compensation Committee of the Board of Directors. Mr. Bar-Shalev was director of Protalix Ltd., a wholly-owned subsidiary of the Company, from 2005, and as our director from December 31, 2006, until our last annual meeting of shareholders. Mr. Bar-Shalev was not nominated for re-election at that meeting.

**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: July 15, 2008

By: /s/ Yossi Maimon

Name:

Yossi Maimon

Title: Vice President and

Chief Financial Officer

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