

PLURISTEM THERAPEUTICS INC
Form 10-Q
May 11, 2010

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

Form 10-Q

(Mark One)

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2010

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT

For the transition period from _____ to _____

Commission file number 001-31392

PLURISTEM THERAPEUTICS INC.
(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of incorporation or
organization)

98-0351734
(IRS Employer Identification No.)

MATAM Advanced Technology Park, Building No. 20, Haifa, Israel 31905
(Address of principal executive offices)

+972-74-710-7171
(Registrant's telephone number)

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 past 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 and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted 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 registration was required to submit and post such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer,

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or a smaller reporting company. See definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

| | |
|---|--|
| Large accelerated filer <input type="radio"/> | Accelerated filer <input type="radio"/> |
| Non-accelerated filer <input type="radio"/> | Smaller reporting company <input checked="" type="radio"/> |

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

State the number of shares outstanding of each of the issuer’s classes of common stock as of the latest practicable date:
20,908,837 common shares issued as of May 11, 2010.

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements.

PLURISTEM THERAPEUTICS INC. AND ITS SUBSIDIARY
(A Development Stage Company)

CONSOLIDATED FINANCIAL STATEMENTS

As of March 31, 2010
(unaudited)

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PLURISTEM THERAPEUTICS INC. AND ITS SUBSIDIARY
(A Development Stage Company)

CONSOLIDATED FINANCIAL STATEMENTS

As of March 31, 2010

U.S. DOLLARS IN THOUSANDS

(Unaudited)

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PLURISTEM THERAPEUTICS INC. AND ITS SUBSIDIARY
(A Development Stage Company)

CONSOLIDATED BALANCE SHEETS

U.S. Dollars in Thousands

| | March 31, 2010 Unaudited | June 30, 2009 Audited |
|--|--------------------------------|-----------------------------|
| ASSETS | | |
| CURRENT ASSETS: | | |
| Cash and cash equivalents | \$1,119 | \$2,339 |
| Short term deposit | 898 | - |
| Prepaid expenses | 40 | 100 |
| Accounts receivable from the Office of the Chief Scientist | 226 | 383 |
| Other accounts receivable | 109 | 113 |
| Total current assets | 2,392 | 2,935 |
| LONG-TERM ASSETS: | | |
| Long-term deposits and restricted deposits | 180 | 171 |
| Severance pay fund | 270 | 154 |
| Property and equipment, net | 1,243 | 1,203 |
| Total long-term assets | 1,693 | 1,528 |
| Total assets | \$4,085 | \$4,463 |

The accompanying notes are an integral part of the consolidated financial statements.

PLURISTEM THERAPEUTICS INC. AND ITS SUBSIDIARY
(A Development Stage Company)

CONSOLIDATED BALANCE SHEETS
U.S. Dollars in Thousands

| | March 31, 2010 Unaudited | June 30, 2009 Audited |
|---|--------------------------------|-----------------------------|
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| CURRENT LIABILITIES | | |
| Trade payables | \$632 | \$487 |
| Accrued expenses | 62 | 81 |
| Other accounts payable | 431 | 272 |
| Total current liabilities | 1,125 | 840 |
| LONG-TERM LIABILITIES | | |
| Long-term obligation | - | 23 |
| Accrued severance pay | 332 | 206 |
| | 332 | 229 |
| STOCKHOLDERS' EQUITY | | |
| Share capital: | | |
| Common stock \$0.00001 par value: | | |
| Authorized: 100,000,000 shares as of March 31, 2010, 30,000,000 shares as of June 30, 2009. | | |
| Issued: 18,526,693 shares as of March 31, 2010, 14,738,693 shares as of June 30, 2009. | | |
| Outstanding: 18,089,117 shares as of March 31, 2010, 13,676,886 shares as of June 30, 2009. | | |
| | - (*)) | - (*)) |
| Additional paid-in capital | 40,991 | 36,046 |
| Accumulated deficit during the development stage | (38,363) | (32,652) |
| | 2,628 | 3,394 |
| | \$4,085 | \$4,463 |

(*) Less than \$1.

The accompanying notes are an integral part of the consolidated financial statements.

PLURISTEM THERAPEUTICS INC. AND ITS SUBSIDIARY
(A Development Stage Company)

CONSOLIDATED STATEMENT OF OPERATIONS (UNAUDITED)

U.S. Dollars in Thousands (except share and per share data)

| | Nine months ended March 31, | | Three months ended March 31, | | Period from May 11, 2001 (Inception) through March 31, 2010 |
|--|--------------------------------|------------|---------------------------------|------------|--|
| | 2010 | 2009 | 2010 | 2009 | 2010 |
| Research and development expenses | \$4,578 | \$3,707 | \$1,775 | \$1,076 | \$21,735 |
| Less participation by the Office of the Chief Scientist | (1,274) | (1,345) | (285) | (16) | (4,524) |
| Research and development expenses, net | 3,304 | 2,362 | 1,490 | 1,060 | 17,211 |
| General and administrative expenses | 2,413 | 2,557 | 768 | 850 | 19,786 |
| Know how write-off | - | - | - | - | 2,474 |
| Operating loss | (5,717) | (4,919) | (2,258) | (1,910) | (39,471) |
| Financial expenses (income), net | (6) | 150 | 5 | 84 | (1,108) |
| Net loss for the period | \$(5,711) | \$(5,069) | \$(2,263) | \$(1,994) | \$(38,363) |
| Loss per share: | | | | | |
| Basic and diluted net loss per share | \$(0.34) | \$(0.52) | \$(0.13) | \$(0.17) | |
| Weighted average number of shares used in computing basic and diluted net loss per share | 16,637,335 | 9,760,893 | 18,003,187 | 11,958,054 | |

The accompanying notes are an integral part of the consolidated financial statements.

PLURISTEM THERAPEUTICS INC. AND ITS SUBSIDIARY
(A Development Stage Company)

STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIENCY)

U.S. Dollars in thousands (except share data)

| | Common Stock Shares | Common Stock Amount | Additional Paid-in Capital | Receipts on Account of Common Stock | Deficit Accumulated During the Development Stage | Total Stockholders' Equity (Deficiency) |
|--|------------------------|------------------------|----------------------------------|---|--|--|
| Issuance of common stock on July 9, 2001 | 175,500 | \$ (*) | \$ 3 | \$ - | \$ - | \$ 3 |
| Balance as of June 30, 2001 | 175,500 | (*) | 3 | - | - | 3 |
| Net loss | - | - | - | - | (78) | (78) |
| Balance as of June 30, 2002 | 175,500 | (*) | 3 | - | (78) | (75) |
| Issuance of common stock on October 14, 2002, net of issuance expenses of \$17 | 70,665 | (*) | 83 | - | - | 83 |
| Forgiveness of debt | - | - | 12 | - | - | 12 |
| Stock cancelled on March 19, 2003 | (136,500) | (*) | (*) | - | - | - |
| Receipts on account of stock and warrants, net of finders and legal fees of \$56 | - | - | - | 933 | - | 933 |
| Net loss | - | - | - | - | (463) | (463) |
| Balance as of June 30, 2003 | 109,665 | \$ (*) | \$ 98 | \$ 933 | \$ (541) | \$ 490 |

(*) Less than \$1.

The accompanying notes are an integral part of the consolidated financial statements.

PLURISTEM THERAPEUTICS INC. AND ITS SUBSIDIARY
(A Development Stage Company)

STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIENCY)

U.S. Dollars in thousands (except share and per share data)

| | Common Stock Shares | Common Stock Amount | Additional Paid-in Capital | Receipts on Account of Common Stock | Deficit Accumulated During the Development Stage | Total Stockholders' Equity (Deficiency) |
|--|------------------------|------------------------|----------------------------------|---|--|--|
| Balance as of July 1, 2003 | 109,665 | \$ (*) | \$ 98 | \$ 933 | \$ (541) | \$ 490 |
| Issuance of common stock on July 16, 2003, net of issuance expenses of \$70 | 3,628 | (*) | 1,236 | (933) | - | 303 |
| Issuance of common stock on January 20, 2004 | 15,000 | (*) | - | - | - | (*) |
| Issuance of warrants on January 20, 2004 for finder's fee | - | - | 192 | - | - | 192 |
| Common stock granted to consultants on February 11, 2004 | 5,000 | (*) | 800 | - | - | 800 |
| Stock based compensation related to warrants granted to consultants on December 31, 2003 | - | - | 358 | - | - | 358 |
| Exercise of warrants on April 19, 2004 | 1,500 | (*) | 225 | - | - | 225 |
| Net loss for the year | - | - | - | - | (2,011) | (2,011) |
| Balance as of June 30, 2004 | 134,793 | \$ (*) | \$ 2,909 | \$ - | \$ (2,552) | \$ 357 |

(*) Less than \$1.

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PLURISTEM THERAPEUTICS INC. AND ITS SUBSIDIARY
(A Development Stage Company)

STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIENCY)

U.S. Dollars in thousands (except share and per share data)

| | Common Stock Shares | Common Stock Amount | Additional Paid-in Capital | Deficit Accumulated During the Development Stage | Total Stockholders' Equity (Deficiency) |
|--|------------------------|------------------------|----------------------------------|--|--|
| Balance as of July 1, 2004 | 134,793 | \$ (*) | \$ 2,909 | \$ (2,552) | \$ 357 |
| Stock-based compensation related to warrants granted to consultants on September 30, 2004 | - | - | 162 | - | 162 |
| Issuance of common stock and warrants on November 30, 2004 related to the October 2004 Agreement net of issuance costs of \$29 | 16,250 | (*) | 296 | - | 296 |
| Issuance of common stock and warrants on January 26, 2005 related to the October 2004 Agreement net of issuance costs of \$5 | 21,500 | (*) | 425 | - | 425 |
| Issuance of common stock and warrants on January 31, 2005 related to the January 31, 2005 Agreement | 35,000 | (*) | - | - | (*) |
| Issuance of common stock and options on February 15, 2005 to former director of the Company | 250 | (*) | 14 | - | 14 |
| Issuance of common stock and warrants on February 16, 2005 related to the January 31, 2005 Agreement | 25,000 | (*) | - | - | (*) |

(*) Less than \$1.

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PLURISTEM THERAPEUTICS INC. AND ITS SUBSIDIARY
(A Development Stage Company)

STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIENCY)

U.S. Dollars in thousands (except share and per share data)

| | Common Stock Shares | Common Stock Amount | Additional Paid-in Capital | Deficit Accumulated During the Development Stage | Total Stockholders' Equity (Deficiency) |
|--|------------------------|------------------------|----------------------------------|--|--|
| Issuance of warrants on February 16, 2005 for finder fee related to the January 31, 2005 Agreement | - | - | 144 | - | 144 |
| Issuance of common stock and warrants on March 3, 2005 related to the January 24, 2005 Agreement net of issuance costs of \$24 | 60,000 | (*) | 1,176 | - | 1,176 |
| Issuance of common stock on March 3, 2005 for finder fee related to the January 24, 2005 Agreement | 9,225 | (*) | (*) | - | - |
| Issuance of common stock and warrants on March 3, 2005 related to the October 2004 Agreement net of issuance costs of \$6 | 3,750 | (*) | 69 | - | 69 |
| Issuance of common stock and warrants to the Chief Executive Officer on March 23, 2005 | 12,000 | (*) | 696 | - | 696 |
| Issuance of common stock on March 23, 2005 related to the October 2004 Agreement | 1,000 | (*) | 20 | - | 20 |

(*) Less than \$1.

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PLURISTEM THERAPEUTICS INC. AND ITS SUBSIDIARY
(A Development Stage Company)

STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIENCY)

U.S. Dollars in thousands (except share and per share data)

| | Common Stock Shares | Common Stock Amount | Additional Paid-in Capital | Deficit Accumulated During the Development Stage | Total Stockholders' Equity (Deficiency) |
|--|------------------------|------------------------|----------------------------------|--|--|
| Classification of a liability in respect of warrants to additional paid in capital, net of issuance costs of \$ 178 | - | - | 542 | - | 542 |
| Net loss for the year | - | - | - | (2,098) | (2,098) |
| Balance as of June 30, 2005 | 318,768 | (*) | 6,453 | (4,650) | 1,803 |
| Exercise of warrants on November 28, 2005 to finders related to the January 24, 2005 agreement | 400 | (*) | - | - | - |
| Exercise of warrants on January 25 ,2006 to finders related to the January 25, 2005 Agreement | 50 | (*) | - | - | - |
| Reclassification of warrants from equity to liabilities due to application of ASC 815-40 (originally issued as EITF 00-19) | - | - | (8) | - | (8) |
| Net loss for the year | - | - | - | (2,439) | (2,439) |
| Balance as of June 30, 2006 | 319,218 | \$ (*) | \$ 6,445 | \$ (7,089) | \$ (644) |

(*) Less than \$1.

The accompanying notes are an integral part of the consolidated financial statements.

PLURISTEM THERAPEUTICS INC. AND ITS SUBSIDIARY
(A Development Stage Company)

STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIENCY)

U.S. Dollars in thousands (except share and per share data)

| | Common Shares | Stock Amount | Additional Paid-in Capital | Receipts on Account of Common Stock | Accumulated Other Comprehensive Loss | Deficit During the Development Stage | Total Stockholders' Equity |
|--|------------------|-----------------|----------------------------------|--|---|---|----------------------------------|
| Balance as of July 1, 2006 | 319,218 | \$ (*) | \$ 6,445 | \$ - | \$ - | \$ (7,089) | \$ (644) |
| Conversion of convertible debenture, net of issuance costs of \$440 | 1,019,815 | (*) | 1,787 | - | - | - | 1,787 |
| Classification of a liability in respect of warrants | - | - | 360 | - | - | - | 360 |
| Classification of deferred issuance expenses | - | - | (379) | - | - | - | (379) |
| Classification of a liability in respect of options granted to non-employees consultants | - | - | 116 | - | - | - | 116 |
| Compensation related to options granted to employees and directors | - | - | 2,386 | - | - | - | 2,386 |
| Compensation related to options granted to non-employee consultants | - | - | 938 | - | - | - | 938 |
| Exercise of warrants related to the April 3, 2006 agreement net of issuance costs of \$114 | 75,692 | (*) | 1,022 | - | - | - | 1,022 |

(*) Less than \$1.

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PLURISTEM THERAPEUTICS INC. AND ITS SUBSIDIARY
(A Development Stage Company)

STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIENCY)

U.S. Dollars in thousands (except share and per share data)

| | Common Shares | Stock Amount | Additional Paid-in Capital | Receipts on Account of Common Stock | Other Comprehensive Loss | Deficit During the Development Stage | Total Stockholder Equity | Total Comprehensive Loss |
|--|------------------|-----------------|----------------------------------|--|--------------------------------|---|--------------------------------|--------------------------------|
| Cashless exercise of warrants related to the April 3, 2006 agreement | 46,674 | (*) | (*) | - | - | - | - | |
| Issuance of common stock on May and June 2007 related to the May 14, 2007 agreement, net of issuance costs of \$64 | 3,126,177 | (*) | 7,751 | - | - | - | 7,751 | |
| Receipts on account of shares | - | - | - | 368 | - | - | 368 | |
| Cashless exercise of warrants related to the May 14, 2007 issuance | 366,534 | (*) | (*) | - | - | - | - | |
| Issuance of warrants to investors related to the May 14, 2007 agreement | - | - | 651 | - | - | - | 651 | |
| Unrealized loss on available for sale securities | - | - | - | - | (30) | - | (30) | \$ (30) |
| Net loss for the year | - | - | - | - | - | (8,429) | (8,429) | (8,429) |
| Balance as of June 30, 2007 | 4,954,110 | \$(*) | \$ 21,077 | \$ 368 | \$ (30) | \$ (15,518) | \$ 5,897 | - |
| Total comprehensive loss | | | | | | | | \$ (8,459) |

(*) Less than \$1.

The accompanying notes are an integral part of the consolidated financial statements.

PLURISTEM THERAPEUTICS INC. AND ITS SUBSIDIARY
(A Development Stage Company)

STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIENCY)

U.S. Dollars in thousands (except share and per share data)

| | Common Shares | Stock Amount | Additional Paid-in Capital | Receipts on Account of Common Stock | Accumulated Comprehensive Loss | Deficit Accumulated During the Development Stage | Total Stockholders' Equity | Total Comprehensive Loss |
|---|------------------|-----------------|----------------------------------|--|--------------------------------------|--|----------------------------------|--------------------------------|
| Balance as of July 1, 2007 | 4,954,110 | \$(*) | \$ 21,077 | \$ 368 | \$ (30) | \$ (15,518) | \$ 5,897 | |
| Issuance of common stock related to investors relation agreements | 69,500 | (*) | 275 | - | - | - | 275 | |
| Issuance of common stock in July 2007 - June 2008 related to the May 14, 2007 Agreement | 908,408 | (*) | 2,246 | (368) | - | - | 1,878 | |
| Cashless exercise of warrants related to the May 14, 2007 Agreement | 1,009,697 | (*) | (*) | - | - | - | - | |
| Compensation related to options granted to employees and directors | - | - | 4,204 | - | - | - | 4,204 | |
| Compensation related to options granted to non-employees consultants | - | - | 543 | - | - | - | 543 | |
| Realized loss on available for sale securities | - | - | - | - | 30 | - | 30 | \$ 30 |
| Net loss for the year | - | - | - | - | - | (10,498) | (10,498) | (10,498) |
| Balance as of June 30, 2008 | 6,941,715 | \$(*) | \$ 28,345 | \$ - | \$ - | \$ (26,016) | \$ 2,329 | |
| Total comprehensive loss | | | | | | | | \$ (10,468) |

(*) Less than \$1.

The accompanying notes are an integral part of the consolidated financial statements.

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PLURISTEM THERAPEUTICS INC. AND ITS SUBSIDIARY
(A Development Stage Company)

STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIENCY)

U.S. Dollars in thousands (except share and per share data)

| | Common Shares | Stock Amount | Additional Paid-in Capital | Deficit Accumulated During the Development Stage | Total Stockholders' Equity |
|--|------------------|-----------------|----------------------------------|--|----------------------------------|
| Balance as of July 1, 2008 | 6,941,715 | \$(*) | \$28,345 | \$ (26,016) | \$ 2,329 |
| Issuance of common stock related to investor relations agreements | 171,389 | (*) | 133 | - | 133 |
| Issuance of common stock and warrants related to the August 6, 2008 agreement, net of issuance costs of \$125 | 1,391,304 | (*) | 1,475 | - | 1,475 |
| Issuance of common stock and warrants related to the September 2008 agreement, net of issuance costs of \$62 | 900,000 | (*) | 973 | - | 973 |
| Issuance of common stock and warrants in November 2008 -January 2009, net of issuance costs of \$39 | 1,746,575 | (*) | 660 | - | 660 |
| Issuance of common stock and warrants related to the January 20, 2009 agreement, net of issuance costs of \$5 | 216,818 | (*) | 90 | - | 90 |
| Issuance of common stock and warrants related to the January 29, 2009 agreement, net of issuance costs of \$90 | 969,826 | (*) | 1,035 | - | 1,035 |
| Issuance of common stock and warrants related to the May 5, 2009 agreement, net of issuance costs of \$104 | 888,406 | (*) | 1,229 | - | 1,229 |
| Compensation related to options granted to employees and directors | - | - | 1,315 | - | 1,315 |
| Compensation related to options and warrants granted to non-employee consultants | - | - | 97 | - | 97 |
| Compensation related to restricted stock granted to employees and directors | 427,228 | (*) | 642 | - | 642 |

(*) Less than \$1.

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PLURISTEM THERAPEUTICS INC. AND ITS SUBSIDIARY
(A Development Stage Company)

STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIENCY)

U.S. Dollars in thousands (except share and per share data)

| | Common Stock Shares | Stock Amount | Additional Paid-in Capital | Deficit Accumulated During the Development Stage | Total Stockholders' Equity |
|--|------------------------|-----------------|----------------------------------|--|----------------------------------|
| Compensation related to restricted stock granted to non-employee consultants | 23,625 | (*) | 52 | - | 52 |
| Net loss for the period | - | - | - | (6,636) | (6,636) |
| Balance as of June 30, 2009 | 13,676,886 | \$(*) | \$36,046 | \$ (32,652) | \$ 3,394 |

(*) Less than \$1.

The accompanying notes are an integral part of the consolidated financial statements.

PLURISTEM THERAPEUTICS INC. AND ITS SUBSIDIARY
(A Development Stage Company)

STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIENCY) (UNAUDITED)

U.S. Dollars in thousands (except share and per share data)

| | Common Stock Shares | Stock Amount | Additional Paid-in Capital | Deficit Accumulated During the Development Stage | Total Stockholders' Equity |
|--|------------------------|-----------------|----------------------------------|--|----------------------------------|
| Balance as of July 1, 2009 | 13,676,886 | \$(*) | \$36,046 | \$ (32,652) | \$ 3,394 |
| Issuance of common stock and warrants related to November 2008 through January 2009 agreements | 1,058,708 | (*) | 794 | - | 794 |
| Issuance of common stock and warrants related to October 2009 agreements, net of issuance costs of \$242 | 2,702,822 | (*) | 2,785 | - | 2,785 |
| Issuance of common stock related to investor relations agreements | 31,787 | (*) | 47 | - | 47 |
| Exercise of options by employee | 3,747 | (*) | 2 | - | 2 |
| Compensation related to options granted to employees and directors | - | - | 190 | - | 190 |
| Compensation related to options and warrants granted to non-employee consultants | - | - | 148 | - | 148 |
| Compensation related to restricted stock and restricted stock units granted to employees and directors | 590,786 | (*) | 923 | - | 923 |
| Compensation related to restricted stock and restricted stock units granted to non-employee consultants | 24,381 | (*) | 56 | - | 56 |
| Net loss for the period | - | - | - | (5,711) | (5,711) |
| Balance as of March 31, 2010 | 18,089,117 | \$(*) | \$40,991 | \$ (38,363) | \$ 2,628 |

(*) Less than \$1.

The accompanying notes are an integral part of the consolidated financial statements.

PLURISTEM THERAPEUTICS INC. AND ITS SUBSIDIARY
(A Development Stage Company)

CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

U.S. Dollars in Thousands

| | Nine months ended | | Period from May 11, 2001 (inception) through March 31, 2010 |
|---|-------------------|------------|--|
| | March 31, 2010 | 2009 | |
| CASH FLOWS FROM OPERATING ACTIVITIES: | | | |
| Net loss | \$(5,711) | \$(5,069) | \$(38,363) |
| Adjustments to reconcile net loss to net cash used in operating activities: | | | |
| Depreciation | 149 | 128 | 694 |
| Capital loss | - | - | 4 |
| Impairment of property and equipment | - | - | 52 |
| Know-how write-off | - | - | 2,474 |
| Amortization of deferred issuance costs | - | - | 604 |
| Stock-based compensation to employees and directors | 1,113 | 1,399 | 9,660 |
| Stock-based compensation to non-employees consultants | 204 | 53 | 2,502 |
| Stock compensation to service providers and investor relations consultants | 47 | 113 | 1,247 |
| Know-how licensors – imputed interest | - | - | 55 |
| Salary grant in shares and warrants | - | - | 711 |
| Decrease (increase) in other accounts receivable | 161 | 125 | (324) |
| Decrease in prepaid expenses | 60 | 241 | 50 |
| Increase (decrease) in trade payables | 132 | (165) | 589 |
| Increase (decrease) in other accounts payable and accrued expenses | 88 | (153) | (47) |
| Increase in accrued interest due to related parties | - | - | 3 |
| Linkage differences and interest on long-term restricted lease deposit | 3 | - | 1 |
| Change in fair value of liability in respect of warrants | - | - | (2,696) |
| Fair value of warrants granted to investors | - | - | 651 |
| Amortization of discount and changes in accrued interest on convertible debentures | - | - | 128 |
| Amortization of discount and changes in accrued interest from marketable securities | - | (3) | (9) |
| Loss from sale of investments of available-for-sale marketable securities | - | 75 | 106 |
| Impairment and realized loss on available-for-sale marketable securities | - | - | 372 |
| Accrued severance pay, net | 10 | 26 | 62 |
| Net cash used in operating activities | \$(3,744) | \$(3,230) | \$(21,474) |

The accompanying notes are an integral part of the consolidated financial statements.

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PLURISTEM THERAPEUTICS INC. AND ITS SUBSIDIARY
(A Development Stage Company)

CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

U.S. Dollars in Thousands

| | Nine months ended | | Period from May 11, 2001 (inception) through March 31, 2010 |
|--|-------------------|---------|--|
| | March 31, 2010 | 2009 | |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | | |
| Acquisition of Pluristem Ltd. (1) | \$- | \$- | \$32 |
| Purchase of property and equipment | (176) | (308) | (1,781) |
| Investment in short-term deposits | (2,500) | - | (2,500) |
| Repayment of short-term deposits | 1,602 | - | 1,602 |
| Proceeds from sale of property and equipment | - | - | 32 |
| Investment in long-term deposits | (9) | (6) | (226) |
| Repayment of long-term restricted deposit | - | 38 | 64 |
| Purchase of available for sale marketable securities | - | (240) | (3,784) |
| Proceeds from sale of available for sale marketable securities | - | 1,113 | 3,314 |
| Purchase of know-how | - | - | (2,062) |
| Net cash provided by (used in) investing activities | (1,083) | 597 | (5,309) |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | | |
| Issuance of common stock and warrants, net of issuance costs | 3,579 | 4,048 | 24,970 |
| Exercise of warrants and options | 2 | - | 1,024 |
| Receipts on account of shares | 32 | - | 32 |
| Issuance of convertible debenture | - | - | 2,584 |
| Issuance expenses related to convertible debentures | - | - | (440) |
| Repayment of know-how licensors | - | - | (300) |
| Repayment of notes and loan payable to related parties | - | - | (70) |
| Proceeds from notes and loan payable to related parties | - | - | 78 |
| Receipt of long-term loan | - | - | 49 |
| Repayment of long-term loan | (6) | (14) | (25) |
| Net cash provided by financing activities | 3,607 | 4,034 | 27,902 |
| Increase (decrease) in cash and cash equivalents | (1,220) | 1,401 | 1,119 |
| Cash and cash equivalents at the beginning of the period | 2,339 | 323 | - |
| Cash and cash equivalents at the end of the period | \$1,119 | \$1,724 | \$1,119 |

The accompanying notes are an integral part of the consolidated financial statements.

PLURISTEM THERAPEUTICS INC. AND ITS SUBSIDIARY
(A Development Stage Company)

CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

U.S. Dollars in Thousands

| | Nine months ended March 31, | | Period from May 11, 2001 (inception) through March 31, 2010 |
|--|--------------------------------|-------|--|
| | 2010 | 2009 | |
| (a) Supplemental disclosure of cash flow activities: | | | |
| Cash paid during the period for: | | | |
| Taxes paid due to non-deductible expenses | \$4 | \$28 | \$52 |
| Interest paid | \$2 | \$2 | \$19 |
| (b) Supplemental disclosure of non-cash activities: | | | |
| Classification of liabilities and deferred issuance expenses into equity | \$- | \$- | \$97 |
| Conversion of convertible debenture | \$- | \$- | \$2,227 |
| Purchase of property and equipment in credit | \$13 | \$- | \$13 |
| Issuance of shares in consideration of accounts receivable | \$- | \$185 | \$- |
| (1) Acquisition of Pluristem Ltd. | | | |
| Fair value of assets acquired and liabilities assumed at the acquisition date: | | | |
| Working capital (excluding cash and cash equivalents) | | | \$(427) |
| Long-term restricted lease deposit | | | 19 |
| Property and equipment | | | 130 |
| In-process research and development write-off | | | 246 |
| | | | \$(32) |

The accompanying notes are an integral part of the consolidated financial statements.

PLURISTEM THERAPEUTICS INC. AND ITS SUBSIDIARY
(A Development Stage Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. Dollars in thousands (except per share amounts)

NOTE 1: - GENERAL

a. Pluristem Therapeutics Inc. ("the Company"), a Nevada corporation, was incorporated and commenced operations on May 11, 2001, under the name A. I. Software Inc. which was changed as of June 30, 2003 to Pluristem Life Systems Inc. On November 26, 2007, the Company's name was changed to Pluristem Therapeutics Inc. The Company has a wholly owned subsidiary, Pluristem Ltd. ("the Subsidiary"), which is incorporated under the laws of Israel.

b. The Company is devoting substantially all of its efforts towards conducting research and development of adherent stromal cells production technology and the commercialization of cell therapy products. Accordingly, the Company is considered to be in the development stage, as defined in Accounting Standards Codification TM ("ASC") 915 (originally issued as Statement of Financial Accounting Standards ("FAS") No. 7, "Accounting and Reporting by Development stage Enterprises"). In the course of such activities, the Company and its Subsidiary have sustained operating losses and expect such losses to continue in the foreseeable future. The Company and its Subsidiary have not generated any revenues or product sales and have not achieved profitable operations or positive cash flows from operations. The Company's accumulated losses during the development stage aggregated to \$38,363 through March 31, 2010 and incurred net loss of \$5,711 and negative cash flow from operating activities in the amount of \$3,744 for the nine months ended March 31, 2010. There is no assurance that profitable operations, if ever achieved, could be sustained on a continuing basis.

The Company plans to continue to finance its operations with sales of equity securities and research and development grants and in the longer term, from revenues from product sales or licensing of its technology. There are no assurances, however, that the Company will be successful in obtaining an adequate level of financing needed for the long-term development and commercialization of its planned products.

These conditions raise substantial doubt about the Company's ability to continue as a going concern. The consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

c. Since December 10, 2007, the Company's shares of common stock have been traded on the NASDAQ Capital Market under the symbol PSTI. The shares were previously traded on the OTC Bulletin Board under the trading symbol "PLRS.OB". On May 7, 2007, the Company's shares also began trading on Europe's Frankfurt Stock Exchange, under the symbol PJT.

NOTE 2: - SIGNIFICANT ACCOUNTING POLICIES

A. The accompanying unaudited interim financial statements of Pluristem Therapeutics Inc., a development stage company, have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission and should be read in conjunction with the audited financial statements and notes thereto contained in Pluristem's latest Annual Report filed with the SEC on Form 10-K. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary

for a fair presentation of financial position and the results of operations for the interim periods presented have been reflected herein. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year. Notes to the financial statements that would substantially duplicate the disclosure contained in the audited financial statements for the most recent fiscal year as reported in Form 10-K have been omitted.

PLURISTEM THERAPEUTICS INC. AND ITS SUBSIDIARY
(A Development Stage Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. Dollars in thousands (except per share amounts)

NOTE 2: - SIGNIFICANT ACCOUNTING POLICIES (CONT.)

B. Impact of recently issued accounting standards:

In June 2009, the Financial Accounting Standards Board ("FASB") issued ASC 105-10-65-1 ("ASC 105") (originally issued as FAS 168, "The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles", a replacement of SFAS No. 162, "The Hierarchy of Generally Accepted Accounting Principles"). ASC 105 is effective for financial statements for interim and annual periods ending after September 15, 2009. ASC 105 establishes the FASB Accounting Standards Codification ("Codification") as the source of authoritative accounting principles recognized by the FASB to be applied by nongovernmental entities in the preparation of financial statements in conformity with Generally Accepted Accounting Principles. The FASB will no longer issue new standards in the form of Statements, FASB Staff Positions, or Emerging Issues Task Force Abstracts; instead the FASB will issue Accounting Standards Updates ("ASU"). The ASU will not be authoritative in their own right as they will only serve to update the Codification. Other than the manner in which new accounting guidance is referenced, the adoption of these changes had no impact on the Company's Financial Statements. The Company has adopted ASC 105 and therefore all references by the Company to authoritative accounting principles recognized by the FASB reflect the Codification.

In August 2009, the FASB issued ASU No. 2009-05 "Fair Value Measurements and Disclosures (Topic 820) - Measuring Liabilities at Fair Value" ("ASU 2009-05"). ASU 2009-05 amends Subtopic 820-10 "Fair Value Measurements and Disclosures - Overall" and provides clarification on the methods to be used in circumstances in which a quoted price in an active market for the identical liability is not available. The provisions of ASU 2009-05 were effective for the third quarter of 2009. The adoption of ASU 2009-05 did not have a material impact on the Company's financial statements.

ASU No. 2010-06, "Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements" ("ASU 2010-06") amends FASB ASC 820 "Fair Value Measurements and Disclosures" to add new disclosure requirements for significant transfers in and out of Level 1 and 2 measurements and to provide a gross presentation of the activities within the Level 3 rollforward. ASU 2010-06 also clarifies existing fair value disclosures about the level of disaggregation and about inputs and valuation techniques used to measure fair value. The disclosure requirements in ASU 2010-06 are effective for interim and annual reporting periods beginning after December 15, 2009, except for the requirement to present the Level 3 rollforward on a gross basis, which is effective for fiscal years beginning after December 15, 2010. The adoption of this guidance did not have a material effect on our consolidated financial statements.

In June 2009, the FASB issued ASU No. 15-1- "Accounting for Own-Share Lending Arrangements in Contemplation of Convertible Debt Issuance or Other Financing" ("ASU 15-1") (formerly issued as EITF 09-1). ASU 15-1 states that a share-lending arrangement entered into on an entity's own shares in contemplation of a convertible debt offering or other financing is required to be measured at fair value and recognized as a debt issuance cost in the financial statements. The debt issuance costs should be amortized using the effective interest method over the life of the financing arrangement as interest cost. In addition, the loaned shares should be excluded from the computations of basic and diluted earnings per share, unless default of the share-lending arrangement occurs, at which time the loaned

shares would be included in the basic and diluted earnings per share calculation. ASU 15-1 also expanded the disclosure requirements for share-lending arrangements. ASU 15-1 is effective from January 1, 2010. Early adoption was not permitted. Retrospective application is required for all arrangements outstanding in the beginning of the fiscal year in which this Issue is initially applied. This adoption did not have a material impact on the Company's financial statements.

In February 2010, the FASB issued ASU No. 2010-09, "Subsequent Events (Topic 855): Amendments to Certain Recognition and Disclosure Requirement", ("ASU 2010-09"), which amended ASC Topic 855, "Subsequent Events," including removing the requirement for an SEC filer to disclose the date through which subsequent events have been evaluated. This guidance, except as it relates to conduit debt obligors, is effective upon issuance. The adoption of this guidance did not have a material impact on our consolidated financial statements.

PLURISTEM THERAPEUTICS INC. AND ITS SUBSIDIARY
(A Development Stage Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. Dollars in thousands (except per share amounts)

NOTE 3: - SHARE CAPITAL AND STOCK OPTIONS

a. On December 22, 2009, the Company's authorized common stock was increased from 30,000,000 shares with a par value of \$0.00001 per share to 100,000,000 shares with a par value of \$0.00001 per share. All shares have equal voting rights and are entitled to one vote per share in all matters to be voted upon by stockholders. The shares have no pre-emptive, subscription, conversion or redemption rights and may be issued only as fully paid and non-assessable shares. Holders of the common stock are entitled to equal ratable rights to dividends and distributions with respect to the common stock, as may be declared by the Board of Directors out of funds legally available.

On July 1, 2008, the authorized share capital of the Company was increased by authorizing 10,000,000 shares of preferred stock, par value \$0.00001 each, with series, rights, preferences, privileges and restrictions as may be designated from time to time by the Company's Board of Directors. No shares of preferred stock have been currently issued.

b. On July 9, 2001, the Company issued 175,500 shares of common stock in consideration for \$2.50, which was received on July 27, 2001.

c. On October 14, 2002, the Company issued 70,665 shares of common stock at a price of approximately \$1.4 per common share in consideration for \$100 before issuance costs of \$17. On March 19, 2003, two directors each returned 68,250 shares of common stock with a par value of \$2 per share, for cancellation, for no consideration.

d. In July 2003, the Company issued an aggregate of 3,628 units comprised of 3,628 shares of common stock and 7,256 warrants to a group of investors, for total consideration of \$1,236 (net of issuance costs of \$70), under a private placement. The consideration was paid partly in the year ended June 30, 2003 (\$933) and the balance was paid in the year ended June 30, 2004.

In this placement each unit was comprised of one share of common stock and two warrants, the first warrant was exercisable within a year from the date of issuance for one share of common stock at a price of \$450 per share. The second warrant is exercisable within five years from the date of issuance for one share of common stock at a price of \$540 per share. All the warrants expired unexercised.

e. On January 20, 2004, the Company consummated a private equity placement with a group of investors (the "Investors"). The Company issued 15,000 units in consideration for net proceeds of \$1,273 (net of issuance costs of \$227). Each unit is comprised of 15,000 shares of common stock and 15,000 warrants. Each warrant is exercisable into one share of common stock at a price of \$150 per share, and may be exercised until January 31, 2007. On March 18, 2004, a registration statement on Form SB-2 was declared effective and the above-mentioned common stock was registered for re-sale. If the effectiveness of the Registration Statement is suspended subsequent to the effective date of registration (March 18, 2004), for more than certain permitted periods, as described in the private equity placement agreement, the Company shall pay penalties to the Investors in respect of the liquidated damages.

According to ASC 815-40 (originally issued as Emerging Issued Task Force (“EITF”) 00-19, “Accounting for derivative financial instruments indexed to, and potentially settled in, a Company’s own stock” (“EITF 00-19”)), the Company classified the warrants as liabilities according to their fair value as remeasured at each reporting period until exercised or expired. Changes in the fair value of the warrants were reported in the statements of operations as financial income or expense.

The Company allocated the gross amount received of \$1,500 to the par value of the shares issued (\$0.03) and to the liability in respect of the warrants issued (\$1,499.97). The amount allocated to the liability was less than the fair value of the warrants at grant date. On January 31, 2007 all the warrants expired unexercised.

In addition, the Company issued 1,500 warrants to finders in connection with this private placement, exercisable into 1,500 common shares at a price of \$150 per common share until January 31, 2007. The fair value of the warrants issued in the amounts of \$192 was recorded as deferred issuance costs and is amortized over a period of three years. On April 19, 2004, the finders exercised the warrants.

PLURISTEM THERAPEUTICS INC. AND ITS SUBSIDIARY
(A Development Stage Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. Dollars in thousands (except per share amounts)

NOTE 3: - SHARE CAPITAL AND STOCK OPTIONS (CONT.)

f. In October 2004, the Company consummated a private placement offering (“the October 2004 Agreement”) pursuant to which it issued 42,500 units. Each unit is comprised of one share of common stock and one warrant. The warrant is exercisable for one common stock at an exercise price of \$60 per share, subject to certain adjustments. The units were issued as follows:

In November 2004, the Company issued according to the October 2004 Agreement 16,250 units comprised of 16,250 shares of common stock and 16,250 warrants to a group of investors, for total consideration of \$296 (net of cash issuance costs of \$29), and additional 600 warrants to finders as finders’ fees.

In January 2005, the Company issued according to the October 2004 Agreement an additional 21,500 units for total consideration of \$425 (net of cash issuance costs of \$5), and additional 450 warrants were issued to finders as finders’ fees.

In March 2005, the Company issued according to the October 2004 Agreement additional 3,750 units for total consideration of \$69 (net of cash issuance costs of \$6), and additional 175 warrants were issued to finders as finders’ fees.

In March 2005, the Company issued according to the October 2004 Agreement 1,000 common shares and 1,000 share purchase warrants to one investor for total consideration of \$20 which was paid to the Company in May 2005.

On November 30, 2006, all the warrants expired unexercised.

g. On January 24, 2005, the Company consummated a private placement offering (the “January 24, 2005 Agreement”) which was closed on March 3, 2005 and issued 60,000 units in consideration for \$1,176 (net of cash issuance costs of \$24). Each unit is comprised of one share of common stock and one warrant. The warrant is exercisable for one share of common stock at a price of \$60 per share. On November 30, 2006, all the warrants expired unexercised. Under this agreement the Company issued to finders 9,225 shares and 2,375 warrants with exercise price of \$500 per share exercisable until November 2007. On November 30, 2007, 1,925 unexercised warrants expired.

h. On January 31, 2005, the Company consummated a private equity placement offering (the “January 31, 2005 Agreement”) with a group of investors according to which it issued 60,000 units in consideration for net proceeds of \$1,137 (net of issuance costs of \$63). Each unit is comprised of one share of common stock and one warrant. Each warrant is exercisable into one share of common stock at a price of \$60 per share. The January 31, 2005 Agreement includes a finder’s fee of a cash amount equal to 5% of the amount invested (\$60) and issuance of warrants for number of shares equal to 5% of the number of shares that were issued (3,000) with an exercise price of \$20 per share, subject to certain adjustments, exercisable until November 30, 2006.

According to ASC 815-40 (originally issued as EITF 00-19), the Company classified the warrants as liabilities according to their fair value as remeasured at each reporting period until exercised or expired. Changes in the fair

value of the warrants will be reported in the statements of operations as financial income or expense.

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PLURISTEM THERAPEUTICS INC. AND ITS SUBSIDIARY
(A Development Stage Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. Dollars in thousands (except per share amounts)

NOTE 3: - SHARE CAPITAL AND STOCK OPTIONS (CONT.)

As of the date of the issuance, the Company allocated the gross amount received of \$1,200 to the par value of the shares issued (\$0.12) and to the liability in respect of the warrants issued (\$1,200). Issuance expenses in the amount of \$63 and finders fee in the amount of \$144 were recorded as deferred issuance costs. The amount allocated to the liability was less than the fair value of the warrants at grant date. On May 13, 2005, the Registration Statement became effective and the Company was no longer subject to possible penalties. As such, the liability and the deferred issuance costs related to the agreement has been classified to the Stockholders Equity as Additional Paid in Capital. As of May 13, 2005, the fair value of the liability in respect of the warrants issued was \$720 and the amount of the deferred issuance costs was \$178.

On November 30, 2006, all the warrants expired unexercised.

i. On March 23, 2005, the Company issued 12,000 shares of common stock and 12,000 options as a bonus to the then Chief Executive Officer, Dr. Shai Meretzki, in connection with the issuance of a Notice of Allowance by the United States Patent Office for patent application number 09/890,401. Salary expenses of \$696 were recognized in respect of this bonus based on the quoted market price of the Company's stock and the fair value of the options granted using the Black-Scholes valuation model. On November 30, 2006, all the warrants expired unexercised.

j. On February 11, 2004, the Company issued an aggregate amount of 5,000 shares of common stock to a consultant and service provider as compensation for carrying out investor relations activities during the year 2004. Total compensation, measured as the grant date fair market value of the stock, amounted to \$800 and was recorded as an operating expense in the statement of operations in the year ended June 30, 2004.

k. On November 28, 2005, 400 warrants, which were issued to finders as finder fees related to the January 24, 2005 Agreement, were exercised.

l. On January 25, 2006, 50 warrants, which were issued to finders as finder fees related to the January 24, 2005 Agreement, were exercised.

m. Convertible Debenture

On April 3, 2006, the Company issued Senior Secured Convertible Debentures (the "Debentures"), for gross proceeds of \$3,000. In conjunction with this financing, the Company issued 236,976 warrants exercisable for three years at an exercise price of \$15 per share. The Company paid a finder's fee of 10% in cash and issued 47,394 warrants exercisable for three years, half of which are exercisable at \$15 and half of which are exercisable at \$15.4 per share. The Company also issued 5,000 warrants in connection with the separate finder's fee agreement related to the issuance of the debenture exercisable for three years at an exercise price of \$15 per share.

a. Interest accrued on the Debentures at the rate of 7% per annum, was payable semi-annually on June 30 and December 31 of each year and on conversion and at the maturity date. Interest was payable, at the option of the Company, either (1) in cash, or (2) in shares of common stock at the then applicable conversion price. If the

Company failed to deliver stock certificates upon the conversion of the Debentures at the specified time and in the specified manner, the Company was required to make substantial payments to the holders of the Debentures.

b. The warrants, issued as of April 3, 2006, become first exercisable on the 65th day after issuance. Holders of the warrants were entitled to exercise their warrants on a cashless basis following the first anniversary of issuance if the Registration Statement is not in effect at the time of exercise.

PLURISTEM THERAPEUTICS INC. AND ITS SUBSIDIARY
(A Development Stage Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. Dollars in thousands (except per share amounts)

NOTE 3: - SHARE CAPITAL AND STOCK OPTIONS (CONT.)

m.Convertible Debenture (Cont.):

In accordance with ASC 815-40 (originally issued as EITF 00-19), the Company allocated the consideration paid for the convertible debenture and the warrants as follows:

The warrants were recorded as a liability based on their fair value in the amount of \$951 at grant date. The Company estimated the fair value of the warrants using a Black-Scholes option pricing model, with the following assumptions: volatility of 83%, risk free interest rate of 4.8%, dividend yield of 0%, and an expected life of 36 months. Changes in the fair value are recorded as interest income or expense, as applicable.

The fair value of the conversion feature of the debentures at grant date, in the amount of \$1,951 was recorded as a liability.

The balance of the consideration, in the amount of \$97, was allocated to the debentures. The discount in the amount of \$2,903 was amortized according to the effective rate interest method over the debentures contractual period (24 months).

The fair value of the warrants issued as a finder's fee and the finder's fee in cash amounted to \$535 and were recorded as deferred issuance expenses and are amortized over the Debentures' contractual period. The Company estimated the fair value of the warrants using a Black - Scholes option pricing model, with the following assumptions: volatility of 83%, risk free interest rate of 4.8%, dividend yield of 0%, and an expected life of 36 months.

According to ASC 815-40 (originally issued as EITF 00-19), in order to classify warrants and options (other than employee stock options) as equity and not as liabilities, the Company should have sufficient authorized and unissued shares of common stock to provide for settlement of those instruments that may require share settlement. Under the terms of the Debentures, the Company may be required to issue an unlimited number of shares to satisfy the debenture's contractual requirements. As such, on April 3, 2006, the Company's warrants and options (other than employee stock options) were classified as liabilities and measured at fair value with changes recognized currently in earnings.

As of November 9, 2006, all of the Debentures, were converted into 969,815 shares. As a result, an amount of \$1,787 was reclassified into common stock and additional paid-in capital as follows: from conversion of the feature embedded in convertible debenture (\$1,951), convertible debenture (\$202), accrued interest (\$74) net of issuance expenses in the amount of \$440. In addition, the warrants and options to consultants in the amount of \$476 and deferred issuance expenses in the amount of \$379 were reclassified as equity.

Pursuant to an investor relations agreement dated April 28, 2006, the Company paid in cash an amount of \$440 on October 19, 2006 and issued 50,000 common shares on November 9, 2006 to certain service providers following reaching certain milestones regarding the conversion of the Debentures as agreed to by the parties.

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During the year ended June 30, 2007, 186,529 of the warrants which were issued on April 3, 2006, were exercised. 75,692 warrants were exercised into shares in consideration for \$1,022 (net of cash exercise costs of \$114), and 110,836 warrants were exercised cashless into 46,674 shares. On April 30, 2009, the rest of the warrants expired unexercised.

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PLURISTEM THERAPEUTICS INC. AND ITS SUBSIDIARY
(A Development Stage Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. Dollars in thousands (except per share amounts)

NOTE 3: - SHARE CAPITAL AND STOCK OPTIONS (CONT.)

n. On May 14, 2007, the Company consummated a private equity placement with a group of investors for an equity investment ("May 2007 Agreement"). The Company sought a minimum of \$7,000 and up to a maximum of \$13,500 for shares of the Company's common stock, \$.00001 par value at a per share price of \$2.50, and warrants to purchase shares at an exercise price of \$5 exercisable until five years after the closing date of the agreement.

In May 2007, under the May 2007 Agreement, the Company issued 3,126,177 shares of the Company's common stock and 3,126,177 warrants to purchase the Company's common stock in consideration for \$7,751 (net of cash issuance costs of \$64).

During July and August 2007, under the May 2007 Agreement, the Company issued additional 273,828 shares of the Company's common stock and 273,828 warrants to purchase the Company's common stock in consideration for \$685. The consideration was paid partly prior to the issuance of the shares in the year ended June 30, 2007 (\$368) and was recorded as receipts on account of shares and the balance was paid during July and August 2007.

As part of May 2007 Agreement, the Company signed an escrow agreement according to which the Company granted an option to an investor to invest, under the same conditions defined in the May 2007 Agreement, up to \$5,000 which will be paid in monthly installments over 10 months starting six months subsequent to the closing date. According to the agreement, in the event that the investor fails to make any of the payments within five days of the payment due date, the option to invest the remaining amount will be cancelled. As a result of this agreement, the Company issued 634,580 shares of the Company's common stock and 634,580 warrants to purchase the Company's common stock in consideration for \$1,561 (net of cash issuance costs of \$25). As of March 31, 2008 the option was cancelled.

The total proceeds related to the May 2007 Agreement accumulated as of June 30, 2008 were \$9,997 (net of cash issuance costs of \$89), and 4,034,585 shares and 4,034,585 warrants were issued.

In connection with the May 2007 Agreement, the Company issued 275,320 warrants to finders as finders' fee. The warrants are exercisable for five years from the date of grant at an exercise price of \$2.50 per share.

During 2008 and 2007, 1,361,818 and 500,000 warrants related to the May 2007 Agreement were exercised on a cashless basis for 1,009,697 shares of stock and 366,534 shares of stock, respectively.

o. The Company issued 28,398 warrants to the investors related to the May 2007 Agreement as compensation to investors who delivered the invested amount prior to the closing date of the placement. The warrants are exercisable for five years at an exercise price of \$2.50 per share. The Company recorded the fair value of the warrants as financial expenses in the amount of \$651 in the year ended June 30, 2007. The fair value of these warrants was determined using the Black-Scholes pricing model, assuming a risk free rate of 4.8%, a volatility factor of 128%, dividend yield of 0% and expected life of five years.

p.

In the May 2007 Agreement, there is a provision that requires the Company for a period of four years (subject to acceleration under certain circumstances) not to sell any of the Company's common stock for less than \$0.0125 per share (pre-split price). The May 2007 Agreement provides that any sale below that price must be preceded by consent from each purchaser in the placement. Since that date, the Company had effected a one-for-200 reverse stock split.

PLURISTEM THERAPEUTICS INC. AND ITS SUBSIDIARY
(A Development Stage Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. Dollars in thousands (except per share amounts)

NOTE 3: - SHARE CAPITAL AND STOCK OPTIONS (CONT.)

p. (Cont.):

The Company decided to proceed and enter into additional security purchase agreements notwithstanding this provision for the following reasons:

- The agreement does not contain any provisions for the adjustment of the specified minimum price in the event of stock splits and the like. If such agreement were to have contained such a provision, the floor price would be \$2.50.
 - The majority of purchasers in the private placement have sold the stock purchased in the placement, and thus the number of purchasers whose consent is purportedly required has been substantially reduced. The number of shares outstanding as to which this provision currently applies according the information supplied by transfer agent is 1.8 million shares.
- An agreement that prevents the Company's Board of Directors from issuing shares that are necessary to finance the Company's business may be unenforceable.

It is unclear what could be the consequences of a court decision that the issuance of shares below \$2.50 per share violates the May 2007 Agreement.

In connection therewith, the Company approved the issuance of warrants to purchase up to 147,884 shares of its common stock to each of the investors who was a party to the May 2007 Agreement that held shares purchased pursuant to such agreement, as of August 6, 2008, conditioned on having the investors execute a general release pursuant to which the Company will be released from liability including, but not limited to, any claims, demands, or causes of action arising out of, relating to, or regarding sales of certain equity securities notwithstanding the above mentioned provision. As of March 31, 2010 the Company received a general release from part of the investors, and issued them warrants to purchase 82,143 shares of its common stock.

q. On August 6, 2008, the Company sold 1,391,304 shares of the Company's common stock and warrants to purchase 695,652 shares of common stock at an exercise price of \$1.90 to two investors in consideration of \$1,600 pursuant to terms of a securities purchase agreement. The placement agent received a placement fee equal to 6% of the gross purchase price of the Units (excluding any consideration that may be paid in the future upon exercise of the warrants) as well as warrants to purchase 83,478 shares of common stock at an exercise price of \$1.44 per share. The warrants will be exercisable after six months from the closing date through and including August 5, 2013. Total cash issuance costs related to this placement amounted to \$125.

r. On September 22, 2008, the Company sold 900,000 shares of the Company's common stock and warrants to purchase 675,000 shares of common stock to an investor in consideration for \$1,035 pursuant to terms of a securities purchase agreement. The price per share of common stock was \$1.15, and the exercise price of the warrants is \$1.90. The warrants will be exercisable for a period of five years. As part of this transaction, the Company paid a transaction fee to the finders equal to 6% of the actual purchase price and warrants exercisable for five years at an

exercise price of \$1.50 per share to purchase 54,000 of the Company's shares of common stock. Total cash issuance costs related to this placement amounted to \$62.

PLURISTEM THERAPEUTICS INC. AND ITS SUBSIDIARY
(A Development Stage Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. Dollars in thousands (except per share amounts)

NOTE 3: - SHARE CAPITAL AND STOCK OPTIONS (CONT.)

s. From November 2008 through January 2009, the Company entered into a securities purchase agreement with investors, pursuant to which the Company sold 1,746,575 shares of its common stock at a price of \$0.40 per share, for an aggregate purchase price of \$699, and issued warrants to purchase up to an additional 1,746,575 shares of common stock with an exercise price of \$1.00 per share. The warrants will be exercisable after six months from the closing date and will expire after five years. Pursuant to the agreement, the investors have the option, by notice to the Company no later than 10 business days following the release of an official announcement by the Company that it is initiating its first human clinical trials, to purchase an additional 931,507 shares of common stock at a purchase price of \$0.75 per share, for an aggregate purchase price of \$699, and receive therewith warrants to purchase up to an additional 931,507 shares of common stock with an exercise price of \$1.50 per share.

The issuance costs include \$39 in cash and warrants exercisable for five years at an exercise price of \$1.00 per share to purchase 96,579 of the Company's shares of common stock.

t. On January 20, 2009, the Company sold 216,818 shares of its common stock and warrants to purchase 216,818 shares of common stock to investors in consideration for \$95 pursuant to terms of a securities purchase agreement. The price per share of common stock is \$0.44, and the exercise price of the warrants is \$1.00 per share. The warrants will be exercisable after six months from the closing date and will expire after five years. Pursuant to the agreement, the investors have the option, by notice to the Company no later than 10 business days following the release of an official announcement by the Company that it is initiating its first human clinical trials, to purchase an additional 127,200 shares of common stock at a purchase price of \$0.75 per share, for an aggregate purchase price of \$95, and receive therewith warrants to purchase up to an additional 127,200 shares of common stock with an exercise price of \$1.50 per share (the "January 20 Option"). The January 20 Option is exercisable within six months from the closing date. As part of this transaction, the Company paid a transaction fee to finders in an amount of \$5 in cash and issued them warrants exercisable for two years at an exercise price of \$1.00 per share to purchase 12,273 shares of the Company's common stock.

u. On January 29, 2009, the Company entered into a subscription agreement with certain investors, pursuant to which the Company sold to such investors 969,826 units, each unit consisting of one share of common stock and a warrant to purchase one of the Company's share of common stock ("Unit"). The purchase price per Unit was \$1.16 and the aggregate purchase price for the said Units was approximately \$1,125. The warrants are exercisable 181 days following the issuance thereof for a period of five years thereafter at an exercise price of \$1.90 per share. The Company paid a transaction fee to finders in an amount of \$90 in cash and issued them warrants exercisable after six months for five years at an exercise price of \$1.90 per share to purchase 80,983 shares of the Company's common stock.

v. On May 5, 2009, the Company entered into securities purchase agreements with two investors pursuant to which the Company sold 888,406 shares of its common stock and warrants to purchase 488,623 shares of common stock in consideration for \$1,333. The exercise price of the warrants is \$1.96 per share and they will be exercisable for a period of five years commencing six months following the issuance thereof.

The Company paid a transaction fee to finders in an amount of \$104 in cash and issued them warrants exercisable after six months for five years at an exercise price of \$1.875 per share to purchase 53,304 shares of the Company's common stock.

w. On July 7, 2009, the Company announced that the first patient has been enrolled in a Phase I clinical trial of its PLX-PAD product. Upon the occurrence of such event, certain investors had an option from prior agreements from November 2008 through January 2009 to purchase additional shares and warrants. Accordingly, certain investors purchased in July 2009, 1,058,708 shares of common stock at a purchase price of \$0.75 per share, for an aggregate purchase price of \$794, and warrants to purchase up to an additional 1,058,708 shares of common stock with an exercise price of \$1.50 per share. The warrants will be exercisable for a period of 4 years and six months commencing six months following the issuance.

PLURISTEM THERAPEUTICS INC. AND ITS SUBSIDIARY
(A Development Stage Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. Dollars in thousands (except per share amounts)

NOTE 3: - SHARE CAPITAL AND STOCK OPTIONS (CONT.)

x. On October 12, 2009, certain institutional investors purchased 2,702,822 shares of the Company's common stock and warrants to purchase 1,081,129 shares of Common Stock. The price per share of common stock was \$1.12, and the exercise price of the warrants was \$1.60 per share. The warrants will be exercisable for a period of five years commencing six months following the issuance thereof. The gross proceeds received from this offering were approximately \$3,027. Total cash costs related to this placement amounted to \$242.

y. The following table summarizes the issuance of shares to the Company's consultants and service providers as compensation for their services since July 1, 2007:

| Period of service | Number of shares issued | Fair market value of the shares issued at the issuance date | Expenses in the statements of operations for the | | |
|-------------------------------|-------------------------|---|--|--------------------------|----------------------------------|
| | | | Year ended June 30, 2008 | Year ended June 30, 2009 | Nine months ended March 31, 2010 |
| July – December 2007 | 10,000 | \$149 | \$149 | \$- | \$- |
| February – July 2008 | 7,500 | 18 | 18 | - | - |
| March - September 2008 | 3,500 | 8 | 6 | 2 | - |
| April – June 2008 | 50,000 | 102 | 102 | - | - |
| July 2008 – June 2009 | 16,129 | 10 | - | 10 | - |
| July –September 2008 | 40,000 | 46 | - | 46 | - |
| October 2008 | 750 | 1 | - | 1 | - |
| October 2008 | 20,000 | 12 | - | 12 | - |
| December 2008 – November 2009 | 50,000 | 24 | - | 14 | 10 |
| February – July 2009 | 11,439 | 14 | - | 12 | 2 |
| February – April 2009 | 30,000 | 32 | - | 32 | - |
| April 2009 | 3,500 | 4 | - | 4 | - |
| September 2009 – March 2010 | 29,858 | 35 | - | - | 35 |
| Total | 272,676 | \$455 | \$275 | \$133 | \$47 |

The issuance of shares to the consultants was in some cases in addition to cash compensation the consultants were entitled to.

PLURISTEM THERAPEUTICS INC. AND ITS SUBSIDIARY
(A Development Stage Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. Dollars in thousands (except per share amounts)

NOTE 3: - SHARE CAPITAL AND STOCK OPTIONS (CONT.)

z. Options, warrants, restricted stock and restricted stock units to employees, directors and consultants:

The Company has approved two incentive option plans from 2003 and from 2005 (the "Plans"). Under these plans, options, restricted stock and restricted stock units (the "Awards") may be granted to the Company's officers, directors, employees and consultants or the officers, directors, employees and consultants of the Subsidiary.

Each option granted under the plan adopted in 2005, as it was amended and restated on January 21, 2009 (the "2005 Plan") is exercisable through the expiration date of the 2005 Plan, which is December 31, 2018, unless stated otherwise. The Awards vest over two years from the date of grant, as follows: 25% vests six months after the date of grant, and the remaining Awards vest monthly, in equal instalments over 18 months unless other vesting schedules are specified. Any Awards that are cancelled or forfeited before expiration become available for future grants.

As of March 31, 2010, the number of Shares authorized for issuance under the 2005 Plan amounted to 5,177,156. 250,966 Shares are still available for future grant under the 2005 Plan as of March 31, 2010. Under the 2003 Plan 12,870 options are still available for future grant.

a. Options to employees and directors:

The Company accounted for its options to employees and directors under the fair value method in accordance with ASC 718 (originally issued as SFAS 123(R) "Share-Based Payment"). A summary of the Company's share option activity for options granted to employees and directors under the Plans is as follows:

| | Number | Nine months ended March 31, 2010 | | |
|--|-----------|--|--|--|
| | | Weighted Average Exercise Price | Weighted Average Remaining Contractual Terms (in years) | Aggregate Intrinsic Value Price |
| Options outstanding at beginning of period | 2,366,106 | \$ 3.72 | | |
| Options exercised | (3,747) | 0.62 | | |
| Options forfeited | (10,140) | 3.12 | | |
| Options outstanding at end of the period | 2,352,219 | \$ 3.73 | 7.12 | \$ 287 |
| Options exercisable at the end of the period | 2,162,349 | \$ 4.00 | 6.99 | \$ 203 |
| Options vested and expected to vest | 2,347,537 | \$ 3.74 | 7.12 | \$ 283 |

PLURISTEM THERAPEUTICS INC. AND ITS SUBSIDIARY
(A Development Stage Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. Dollars in thousands (except per share amounts)

NOTE 3: - SHARE CAPITAL AND STOCK OPTIONS (CONT.)

z. Options, warrants, restricted stock and restricted stock units to employees, directors and consultants (cont.):

a. Options to employees and directors (cont.):

Intrinsic value of exercisable options (the difference between the Company's closing stock price on the last trading day in the period and the exercise price, multiplied by the number of in-the-money options) represents the amount that would have been received by the employees and directors option holders had all option holders exercised their options on March 31, 2010. This amount changes based on the fair market value of the Company's stock.

Compensation expenses related to options granted to employees and directors were recorded as follows:

| | Nine months ended March 31, | | Three months ended March 31, | | Period from inception through March 31, |
|-------------------------------------|--------------------------------|----------|---------------------------------|--------|--|
| | 2010 | 2009 | 2010 | 2009 | 2010 |
| Research and development expenses | \$ 62 | \$ 309 | \$ 10 | \$ 50 | \$ 2,569 |
| General and administrative expenses | 128 | 807 | 14 | 205 | 5,526 |
| | \$ 190 | \$ 1,116 | \$ 24 | \$ 255 | \$ 8,095 |

PLURISTEM THERAPEUTICS INC. AND ITS SUBSIDIARY
(A Development Stage Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. Dollars in thousands (except per share amounts)

NOTE 3: - SHARE CAPITAL AND STOCK OPTIONS (CONT.)

z. Options, warrants, restricted stocks and restricted stock units to employees, directors and consultants (cont.):

b. Options and warrants to non-employees:

On July 17, 2009, the Company granted 90,000 options exercisable at a price of \$0.00001 per share to Company consultants under the 2005 Plan. The fair value of these options at the grant date was \$116. The fair value was estimated using Black-Scholes option-pricing model with the following assumptions: risk-free interest rates of 3.59%, expected dividend yield of 0%, expected volatility of 136%, and a weighted-average contractual life of the options of 10 years.

A summary of the Company's activity related to options and warrants to consultants is as follows:

| | Number | Nine months ended March 31, 2010 | | |
|---|-----------|----------------------------------|---|---------------------------------|
| | | Weighted Average Exercise Price | Weighted Average Remaining Contractual Terms (in years) | Aggregate Intrinsic Value Price |
| Options and warrants outstanding at beginning of period | 336,000 | \$ 5.48 | | |
| Options and warrants granted | 90,000 | \$ (*) | | |
| Options and warrants forfeited | (25,000) | \$ 2.50 | | |
| Options and warrants outstanding at end of the period | 401,000 | \$ 4.43 | 6.08 | \$ 105 |
| Options and warrants exercisable at the end of the period | 328,089 | \$ 5.36 | 5.51 | \$ 37 |
| Options and warrants vested and expected to vest | 401,000 | \$ 4.43 | 6.08 | \$ 105 |

(*) Par value of \$0.00001 per share.

Compensation expenses related to options and warrants granted to consultants were recorded as follows:

| | Nine months ended March 31, | Three months ended March 31, | Period from inception through March 31, |
|--|-----------------------------|------------------------------|---|
| | | | |

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| | 2010 | 2009 | 2010 | 2009 | 2010 |
|-------------------------------------|--------|-------|-------|------|----------|
| Research and development expenses | \$ 79 | \$ 6 | \$ 18 | \$ 1 | \$ 1,595 |
| General and administrative expenses | 69 | 30 | 7 | 8 | 799 |
| | \$ 148 | \$ 36 | \$ 25 | \$ 9 | \$ 2,394 |

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PLURISTEM THERAPEUTICS INC. AND ITS SUBSIDIARY
(A Development Stage Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. Dollars in thousands (except per share amounts)

NOTE 3: - SHARE CAPITAL AND STOCK OPTIONS (CONT.)

z. Options, warrants, restricted stock and restricted stock units to employees, directors and consultants (cont.):

c. Restricted stock and restricted stock units to employees and directors:

On December 22, 2009, the Company granted 1,060,000 restricted stock units to the Company's employees and directors under the 2005 Plan. The purchase price is \$0.00001 per share. The fair value of these shares at the grant date was \$1,049.

The following table summarizes the activities for unvested restricted stock units and restricted stocks granted to employees and directors for the nine months ended March 31, 2010:

| | Number |
|---------------------------------------|------------|
| Unvested at the beginning of period | 1,012,171 |
| Granted | 1,060,000 |
| Forfeited | (4,428) |
| Vested | (590,786) |
| Unvested at the end of the period | 1,476,957 |
| Expected to vest after March 31, 2010 | 1,436,971 |

Compensation expenses related to restricted stock and restricted stock units granted to employees and directors were recorded as follows:

| | Nine months ended | | Three months ended | | Period |
|-------------------------------------|-------------------|--------|--------------------|--------|----------------|
| | March 31, | | March 31, | | from inception |
| | 2010 | 2009 | 2010 | 2009 | through |
| | | | | | March 31, |
| | | | | | 2010 |
| Research and development expenses | \$ 379 | \$ 107 | \$ 175 | \$ 89 | \$ 629 |
| General and administrative expenses | 544 | 176 | 219 | 142 | 936 |
| | \$ 923 | \$ 283 | \$ 394 | \$ 231 | \$ 1,565 |

PLURISTEM THERAPEUTICS INC. AND ITS SUBSIDIARY
(A Development Stage Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. Dollars in thousands (except per share amounts)

NOTE 3: - SHARE CAPITAL AND STOCK OPTIONS (CONT.)

z. Options, warrants, restricted stock and restricted stock units to employees, directors and consultants (cont.):

d. Restricted stock and restricted stock units to consultants:

The following table summarizes the activities for unvested restricted stock units and restricted stocks granted to consultants for the nine months ended March 31, 2010:

| | Number |
|---------------------------------------|-----------|
| Unvested at the beginning of period | 49,636 |
| Granted | 80,000 |
| Forfeited | (4,636) |
| Vested | (24,381) |
| Unvested at the end of the period | 100,619 |
| Expected to vest after March 31, 2010 | 100,619 |

Compensation expenses related to restricted stock and restricted stock units granted to consultants were recorded as follows:

| | Nine months ended | | Three months ended | | Period from inception through |
|-------------------------------------|-------------------|-------|--------------------|-------|-------------------------------------|
| | March 31, | | March 31, | | March 31, |
| | 2010 | 2009 | 2010 | 2009 | 2010 |
| Research and development expenses | \$ 56 | \$ 17 | \$ 29 | \$ 13 | \$ 108 |
| General and administrative expenses | - | - | - | - | - |
| | \$ 56 | \$ 17 | \$ 29 | \$ 13 | \$ 108 |

PLURISTEM THERAPEUTICS INC. AND ITS SUBSIDIARY
(A Development Stage Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. Dollars in thousands (except per share amounts)

NOTE 3: - SHARE CAPITAL AND STOCK OPTIONS (CONT.)

aa. Summary of warrants and options:

A summary of all the warrants and options outstanding as of March 31, 2010 is presented in this table:

| Warrants / Options | Exercise Price per Share | Options and Warrants for Common Stock | Options and Warrants Exercisable | Weighted Average Remaining Contractual Terms |
|----------------------------|--------------------------|---------------------------------------|----------------------------------|--|
| Warrants: | \$ 1.00 | 2,072,245 | 2,072,245 | 3.65 |
| | \$ 1.40 - \$ 1.50 | 1,196,186 | 1,196,186 | 4.24 |
| | \$ 1.60 | 1,081,129 | - | 5.03 |
| | \$ 1.80 - \$ 2.00 | 3,126,272 | 3,126,272 | 3.73 |
| | \$ 2.50 | 106,898 | 106,898 | 1.78 |
| | \$ 4.40 | 3,750 | 3,750 | 0.55 |
| | \$ 5.00 | 2,394,585 | 2,394,585 | 2.24 |
| Total warrants | | 9,981,065 | 8,899,936 | |
| Options: | \$ 0.00 | 90,000 | 30,002 | 9.29 |
| | \$ 0.62 | 583,445 | 411,578 | 8.54 |
| | \$ 1.04 | 92,294 | 71,378 | 8.11 |
| | \$ 1.34 | 100,000 | 91,667 | 4.07 |
| | \$ 2.97 | 20,000 | 18,333 | 8.11 |
| | \$ 3.50 | 1,021,491 | 1,021,491 | 6.28 |
| | \$ 3.72 - \$ 3.80 | 36,116 | 36,116 | 6.03 |
| | \$ 4.00 | 42,500 | 42,500 | 6.55 |
| | \$ 4.38 - \$ 4.40 | 480,907 | 480,907 | 7.20 |
| | \$ 6.80 | 36,250 | 36,250 | 7.62 |
| | \$ 8.20 | 48,547 | 48,547 | 6.40 |
| | \$ 20.00 | 157,919 | 157,919 | 6.46 |
| Total options | | 2,709,469 | 2,446,688 | |
| Total warrants and options | | 12,690,534 | 11,346,624 | |

This summary does not include 437,576 shares of restricted stock and 1,140,000 RSUs that are not vested as of March 31, 2010.

PLURISTEM THERAPEUTICS INC. AND ITS SUBSIDIARY
(A Development Stage Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. Dollars in thousands (except per share amounts)

NOTE 4: - SUBSEQUENT EVENTS

On April 27, 2010, the Company closed a private placement pursuant to which it sold to certain investors 2,420,293 shares of unregistered common stock and warrants to purchase 726,088 shares of common stock and 726,088 shares of common stock, at exercise prices per share of \$1.25 (the "\$1.25 Warrants") and \$1.40 (the "\$1.40 Warrants"), respectively. The aggregate gross proceeds from the sale of the common stock and the Warrants were approximately \$2,700. The warrants are exercisable six months following the issuance thereof, for a period of two and a half years and five years thereafter for the \$1.25 Warrants and the \$1.40 Warrants, respectively.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Forward - Looking Statements

This quarterly report on Form 10-Q contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and Federal securities laws, and is subject to the safe-harbor created by such Act and laws. Forward-looking statements may include statements regarding our goals, beliefs, strategies, objectives, plans, including product and technology developments, future financial conditions, results or projections or current expectations. In some cases, you can identify forward-looking statements by terminology such as "may," "will," "should," "expect," "plan," "anticipate," "believe," "estimate," "predict," "potential" or "continue," the negative of such terms, comparable terminology. These statements are subject to known and unknown risks, uncertainties, assumptions and other factors that may cause actual results to be materially different from those contemplated by the forward-looking statements. Such forward-looking statements appear in this Item 2 – "Management's Discussion and Analysis of Financial Condition and Results of Operations," and include statements regarding our expectations, regarding our capital requirements, our plans to raise additional funding, including non-dilutive funding, statements regarding the clinical trials we started and statements about the potential safety and efficacy of our PLX-PAD product as well as the extent to which it is tolerated. Our business and operations are subject to substantial risks, which increase the uncertainty inherent in the forward-looking statements contained in this report. Except as required by law, we undertake no obligation to release publicly the result of any revision to these forward-looking statements that may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events. Further information on potential factors that could affect our business is described under the heading "Risk Factors" in Part I, Item 1A of our Annual Report on Form 10-K for the fiscal year ended June 30, 2009. Readers are also urged to carefully review and consider the various disclosures we have made in that report.

Our financial statements are stated in thousands United States Dollars (U.S.\$) and are prepared in accordance with United States Generally Accepted Accounting Principles.

In this quarterly report, unless otherwise specified, all dollar amounts are expressed in United States dollars.

As used in this quarterly report, the terms "we", "us", "our", the "company" and "Pluristem" mean Pluristem Therapeutics Inc. and our wholly owned subsidiary, Pluristem Ltd., unless otherwise indicated or as otherwise required by the context.

Overview

We develop and intend to commercialize cell therapy production technologies and products. In June and September 2009 we commenced enrollment of patients in two Phase I clinical trials of our placenta expanded cells product for treatment of peripheral artery disease, also referred to as the PLX-PAD product, in Germany and the US respectively. Both trials are open label dose escalating trials. The trial in Germany was designed to enroll a total of fifteen patients and utilize three doses, while the US trial will enroll up to a total of twelve patients and utilize two doses.

On April 27, 2010 we announced interim results from our Phase I clinical trials utilizing our PLX-PAD product for the treatment of critical limb ischemia (CLI), the end-stage of peripheral artery disease (PAD). The interim data include twenty-one patients, representing 77% of the patients required to complete the Phase I trials. The interim results suggest that PLX-PAD is safe and well tolerated.

These Phase I trials were designed to evaluate the safety of PLX-PAD in patients with CLI. Both trials have currently met their primary safety endpoints. Further, the administration of PLX-PAD cells did not induce an immune response in any of the patients dosed, demonstrating that injection of PLX-PAD cells is well tolerated. In addition, the Phase I trials were designed to evaluate certain efficacy parameters, and the interim results suggest that the use of our

PLX-PAD product was effective according to such parameters. Such efficacy parameters do not include all parameters required under applicable regulations to determine that our PLX-PAD product is effective, which will be the subject of next stages of the clinical trials process that we plan to conduct in the future.

We have not generated revenues since our inception. Historically, we have relied on private placement issuances and public offerings of equity, as well as on governmental grants, to fund our operations.

We do not expect to generate revenues from sales of products in the next 12 months, and therefore it is likely that we will need to raise additional working capital to fund our ongoing operations and growth. Cash used for operations will be affected by numerous known and unknown risks and uncertainties including, but not limited to, our ability to successfully develop and commercialize our products and the degree to which competitive products are introduced to the market. Our products will likely not be ready for sale for at least three years, if at all. We believe that the funds we have, which include \$2,700,000 raised in a private offering closed on April 27, 2010, together with an approved R&D grant from the Israeli Office of Chief Scientist (the "OCS"), will be sufficient for operating until at least the first quarter of calendar year of 2011. As long as our cash flow from operations remains insufficient to fund operations, we will continue depleting our financial resources and seeking additional capital through equity financing and governmental grants. If we raise additional funds through the issuance of equity, the percentage ownership of the company held by existing stockholders will be reduced and those stockholders may experience significant dilution. In addition, new securities may contain rights, preferences or privileges that are senior to those of our common stock.

Our independent registered public accounting firm's report to our financial reports for the fiscal year ended June 30, 2009, stated that there was a substantial doubt that we will be able to continue as a going concern. There can be no assurance that acceptable financing to fund our ongoing operations can be obtained on suitable terms, if at all. If we are unable to obtain the financing necessary to support our operations, we may need to take measures to reduce our operating costs, or, if such measures will not be sufficient, we may be unable to continue as a going concern. In that event, we may be forced to cease operations and our stockholders could lose their entire investment in our company.

RESULTS OF OPERATIONS – NINE AND THREE MONTHS ENDED MARCH 31, 2010 COMPARED TO NINE AND THREE MONTHS ENDED MARCH 31, 2009.

We have not generated any revenues, and we have negative cash flow from operations of \$21,474,000 and have accumulated a deficit of \$38,363,000 since our inception in May 2001. This negative cash flow is mostly attributable to research and development, clinical program and general and administrative expenses. We estimate our net operating cash expenses in the next 12 months will be approximately \$7,000,000.

Research and Development

Research and development expenses, net, for the nine months ended March 31, 2010 increased by 40% from \$2,362,000 for the nine months ended March 31, 2009 to \$3,304,000. During the nine months ended March 31, 2010 we increased our research and development expenses mainly due to our progress in our clinical trial and the cost of recruitment of patients to these trials as well as increasing in our R&D labor force recruiting 11 new employees to support our R&D program and clinical trials.

Research and development expenses, net, for the three months ended March 31, 2010 increased by 41% from \$1,060,000 for the three months ended March 31, 2009 to \$1,490,000. The increase is attributed to R&D expenses of our clinical trials' subcontractors and an increase in salaries and benefits expenses as a result of hiring new employees to support our clinical trials activity, partially offset by an increase in the grants by the OCS.

General and Administrative

General and administrative expenses for the nine months ended March 31, 2010 decreased by 6% from \$2,557,000 for the nine months ended March 31, 2009 to \$2,413,000. The decrease is attributable to the decrease in the amount attributed to stock-based compensation to employees and consultants.

General and administrative expenses for the three months ended March 31, 2010 decreased by 10% from \$850,000 for the three months ended March 31, 2009 to \$768,000. The decrease in general and administrative expenses is primarily attributable to a reduction in stock-based compensation to employees and consultants.

Financial Income, net

Financial income increased from an expense of \$150,000 for the nine months ended March 31, 2009 to an income of \$6,000 for the nine months ended March 31, 2010. The increase in the financial income is due to a loss from the sale of marketable securities that occurred during the nine months ended March 31, 2009 and due to exchange rate adjustments.

Financial expenses decreased from an expense of \$84,000 for the three months ended March 31, 2009 to an expense of \$5,000 for the three months ended March 31, 2010 due to exchange rate adjustments.

Net Loss

Net loss for the nine and three months ended March 31, 2010 was \$5,711,000 and \$2,263,000, respectively, as compared to net loss of \$5,069,000 and \$1,994,000 for the nine and three months ended March 31, 2009, respectively. Net loss per share for the nine and three months ended March 31, 2010 was \$0.34 and \$0.13, respectively, as compared to \$0.52 and \$0.17 for the nine and three months ended March 31, 2009. The net loss per share decreased as a result of the increase in our weighted average number of shares following the issuance of additional shares since March 31, 2009.

Liquidity and Capital Resources

As of March 31, 2010, total current assets were \$2,392,000 and total current liabilities were \$1,125,000. On March 31, 2010, we had a working capital surplus of \$1,267,000 and an accumulated deficit of \$38,363,000. We finance our operations and plan to continue doing so with issuances of securities and with funds from grants from the OCS.

Cash and cash equivalents as of March 31, 2010 amounted to \$1,119,000. This is a decrease of \$1,220,000 from the \$2,339,000 reported as of June 30, 2009. Cash balances decreased in the nine months ended March 31, 2010 for the reasons presented below.

Operating activities used cash of \$3,744,000 in the nine months ended March 31, 2010. Cash used by operating activities in the nine months ended March 31, 2010 primarily consisted of payments of salaries to our employees, and payments of fees to our consultants, subcontractors and professional services providers including costs of the clinical trials, less research and development grants by the OCS.

Investing activities used cash of \$1,083,000 in the nine months ended March 31, 2010. The investing activities consisted of investment of \$898,000 in a short-term bank deposit and the purchase of equipment for our R&D facilities in the amount of \$176,000.

Financing activities generated cash of \$3,607,000 during the nine months ended March 31, 2010 substantially all of such amount is attributable to the July and October 2009 offerings described below.

On July 7, 2009, we announced that the first patient has been enrolled in a Phase I clinical trial of our PLX-PAD product. Upon the occurrence of such event, certain investors had an option to purchase additional shares and warrants (the "Option"). Accordingly, such certain investors purchased, in July 2009, 1,058,708 shares of common stock at a purchase price of \$0.75 per share, for an aggregate purchase price of \$794,000, and warrants to purchase up to an additional 1,058,708 shares of common stock with an exercise price of \$1.50 per share. The warrants are exercisable for a period of 4 years and six months commencing six months following the issuance.

On October 12, 2009, certain institutional investors purchased 2,702,822 shares of our common stock and warrants to purchase 1,081,129 shares of common stock. The price per share of common stock was \$1.12, and the exercise price of the warrants was \$1.60. The warrants are exercisable for a period of five years commencing six months following the issuance thereof. Roth Capital Partners, LLC acted as placement agent, on a reasonable efforts basis, for the offering. The offering was made pursuant to our shelf registration statement on Form S-3. The gross proceeds we received from this offering were approximately \$3,027,000. Total cash costs related to this placement amounted to \$242,000.

The OCS has supported our activity since 2006. In March 2010, we filed an application for a fifth year's grant for participation in R&D expenses for the period March 2010 to February 2011.

On April 27, 2010, we closed a private placement pursuant to which we sold to certain investors 2,420,293 shares of unregistered common stock and warrants to purchase 726,088 shares of common stock and 726,088 shares of common stock, at exercise prices per share of \$1.25 (the "\$1.25 Warrants") and \$1.40 (the "\$1.40 Warrants"), respectively. The aggregate gross proceeds from the sale of the common stock and the Warrants was approximately \$2,700,000. The warrants are exercisable six months following the issuance thereof, for a period of two and a half years and five years thereafter for the \$1.25 Warrants and the \$1.40 Warrants, respectively.

We believe that the funds we have, together with the approved R&D grant from the OCS, will be sufficient for operating until at least the first quarter of calendar year of 2011.

Our independent registered public accounting firm's report to our financial reports for the fiscal year ended June 30, 2009, states that there is a substantial doubt that we will be able to continue as a going concern. Management believes that we will need to raise additional funds before we have any cash flow from operations. We are continually looking for sources of funding, including non-diluting sources such as the OCS grants. We have an effective shelf registration statement which we have used in recent public offerings we made and may continue to use in the future to raise additional funds.

Off Balance Sheet Arrangements

We have no off balance sheet arrangements.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures - We maintain a system of disclosure controls and procedures that are designed for the purposes of ensuring that information required to be disclosed in our SEC reports is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer ("CEO") and our Chief Financial Officer ("CFO"), as appropriate to allow timely decisions regarding required disclosures.

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our CEO and our CFO, of the effectiveness of our disclosure controls and procedures as defined in Rule 13a-15(e) of the Securities Exchange Act of 1934, as amended. Based on that evaluation, our CEO and CFO concluded that our disclosure controls and procedures are effective.

Changes in Internal Control Over Financial Reporting - There has been no change in our internal control over financial reporting during the third quarter of fiscal 2010 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 6. Exhibits.

31.1* Rule 13a-14(a) Certification of Chief Executive Officer.

31.2* Rule 13a-14(a) Certification of Chief Financial Officer.

32.1** Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350.

32.2** Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350.

*Filed herewith.

**Furnished herewith.

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PLURISTEM THERAPEUTICS INC.

By: /s/ Zami Aberman
Zami Aberman, Chief Executive Officer
(Principal Executive Officer)
Date: May 11 , 2010

By: /s/ Yaky Yanay
Yaky Yanay, Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)
Date: May 11 , 2010

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