

COMPUGEN LTD
Form SC 13G/A
January 17, 2019
**SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549**

**SCHEDULE
13G**

Under the
Securities
Exchange Act of
1934

(Amendment No.
1)*

Compugen
Limited
(Name of Issuer)

Ordinary Shares,
par value NIS
0.01
(Title of Class of
Securities)

IL0010852080
**
(CUSIP Number)

December 31,
2018
(Date of event
which requires
filing of this
statement)

Check the
appropriate box
to designate the
rule pursuant to
which this
Schedule 13G is

filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(Page 1 of 6
Pages)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

** IL0010852080 is the ISIN number for the Ordinary Shares and is used throughout this filing in place of the CUSIP Number.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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Pages

1 NAMES OF REPORTING PERSONS

2 Empery Asset Management, LP

3 CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP

4 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER

6 2,430,380 Ordinary Shares issuable upon exercise of Warrants

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER

2,430,380 Ordinary Shares issuable

upon exercise
of Warrants

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

9

2,430,380 Ordinary
Shares issuable upon
exercise of Warrants

CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

10

11

4.08% (See Item 4)
TYPE OF
REPORTING
PERSON

12

PN

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 Pages

1 NAMES OF REPORTING PERSONS

Ryan M. Lane

2 CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP

3 SEC USE ONLY CITIZENSHIP OR PLACE OF

4 ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

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7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER

2,430,380 Ordinary Shares issuable upon exercise

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9 AGGREGATE
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BENEFICIALLY
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REPORTING
PERSON

2,430,380 Ordinary
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10 CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
11 REPRESENTED BY
AMOUNT IN ROW
(9)

4.08% (See Item 4)
12 TYPE OF
REPORTING
PERSON

IN

CUSIP No. IL0010852080 13G/A Page 4 of 6
Pages

1 NAMES OF REPORTING PERSONS

Martin D. Hoe

2 CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP

3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

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SHARED VOTING POWER

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PERCENT OF
CLASS
11 REPRESENTED BY
AMOUNT IN ROW
(9)

4.08% (See Item 4)
12 TYPE OF
REPORTING
PERSON

IN

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This Amendment No. 1 (this "Amendment") amends the statement on Schedule 13G filed on June 22, 2018 (the "Original Schedule 13G" and the Original Schedule 13G as amended, the "Schedule 13G"), with respect to shares of Ordinary Shares, par value NIS 0.01 (the "Common Shares"), of Compugen Limited (the "Company"). Capitalized terms used herein and not otherwise defined in this Amendment have the meanings set forth in the Schedule 13G. This Amendment amends and restates Items 4 and 5 in their entirety as set forth below.

Item
4. OWNERSHIP.

The information as of the date of the event which requires filing of this statement required by Items 4(a) – (c) is set forth in Rows 5 – 11 of the cover page for each Reporting Person hereto and is incorporated herein by reference for each such Reporting Person. The percentage set forth in Row 11 of the cover page for each Reporting Person is based on 57,121,527 Ordinary Shares issued and outstanding as of June 14, 2018, as represented in the Company's Prospectus Supplement on Form 424(b)(5) filed with the Securities and Exchange Commission on June 18, 2018 and assumes the exercise of the Company's reported warrants (the "Reported Warrants").

The Investment Manager, which serves as the investment manager to the Empery Funds, may be deemed to be the beneficial owner of all Ordinary Shares underlying the Reported Warrants held by the Empery Funds. Each of the Reporting Individuals, as Managing Members of the General Partner of the Investment Manager with the power to exercise investment discretion, may be deemed to be the beneficial owner of all Ordinary Shares underlying the Reported Warrants held by the Empery Funds. The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of Ordinary Shares owned by another Reporting Person. Each of the Empery Funds and the Reporting Individuals hereby disclaims any beneficial ownership of any such Ordinary Shares.

Item
5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [X]

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: January 17, 2019

EMPERY ASSET
MANAGEMENT,
LP
By: EMPERY AM
GP, LLC, its General
Partner

By: /s/ Ryan M. Lane
Name: Ryan M.
Lane
Title: Managing
Member

/s/ Ryan M. Lane
Ryan M. Lane

/s/ Martin D. Hoe
Martin D. Hoe