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COMPUGEN LTD
Form SC 13D/A
July 31, 2008

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

SCHEDULE 13D
Rule 13d-101

Information to be Included in Statements Filed pursuant to Rule 13d-1(a)
and Amendments Thereto Filed Pursuant to Rule 13d-2(a)
(AMENDMENT NO. 1)*

COMPUGEN LTD.

(Name of Issuer)

ORDINARY SHARES, PAR VALUE NIS 0.01 PER SHARE

(Title of Class of Securities)

M25722105

(CUSIP Number)

CLAL INDUSTRIES AND INVESTMENTS LTD.
THE TRIANGULAR TOWER
45TH FLOOR
3 AZRIELI CENTER
TEL AVIV 67023
ATTN: CORPORATE SECRETARY
TEL: 972-3-607-5794

(Name, Address and Telephone Number of Person Authorized to Receive
Notices and Communications)

JULY 31, 2008

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

NOTE: Schedules filed in paper format shall include a signed original and five copies of the Schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

* 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.

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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).

Page 1 of 31 pages

SCHEDULE 13D

CUSIP NO. M25722105

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Clal Biotechnology Industries Ltd. (no U.S. I.D. number)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *
(A) [X]
(B) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2 (D) OR 2 (E) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Israel

7 SOLE VOTING POWER
0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER
2,941,748

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
2,941,748

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,941,748

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
 []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
10.62%

14 TYPE OF REPORTING PERSON*
CO

SCHEDULE 13D

 CUSIP NO. M25722105

1 NAME OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Clal Industries and Investments Ltd. (no U.S. I.D. number)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *
 (A)
 (B)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
 Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
 2 (D) OR 2 (E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Israel

	7	SOLE VOTING POWER
		0
NUMBER OF		
SHARES	8	SHARED VOTING POWER
BENEFICIALLY		2,952,274
OWNED BY		
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON WITH		
	10	SHARED DISPOSITIVE POWER
		2,952,274

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 2,952,274

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 10.65%

14 TYPE OF REPORTING PERSON*
 CO

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SCHEDULE 13D

CUSIP NO. M25722105

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

IDB Development Corporation Ltd. (no U.S. I.D. number)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *
(A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2 (D) OR 2 (E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Israel

	7	SOLE VOTING POWER
		0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		2,952,274**
	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		2,952,274**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,952,274**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
10.65%

14 TYPE OF REPORTING PERSON*
CO

** Does not include 6,888 shares (the "CIEH Shares") held for members of the public through, among others, provident funds, mutual funds, pension funds, exchange traded funds and insurance policies, which are managed by subsidiaries of Clal Insurance Enterprises Holdings Ltd. ("CIEH"), a subsidiary of IDB Development Corporation Ltd. The Reporting Person disclaims beneficial ownership of the CIEH Shares.

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SCHEDULE 13D

CUSIP NO. M25722105

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

IDB Holding Corporation Ltd. (no U.S. I.D. number)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *
(A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2 (D) OR 2 (E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Israel

	7	SOLE VOTING POWER
		0
NUMBER OF	-----	
SHARES	8	SHARED VOTING POWER
BENEFICIALLY		2,952,274**
OWNED BY	-----	
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON WITH	-----	
	10	SHARED DISPOSITIVE POWER
		2,952,274**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,952,274**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
10.65%

14 TYPE OF REPORTING PERSON*
CO

** Does not include the CIEH Shares. The Reporting Person disclaims beneficial ownership of the CIEH Shares.

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SCHEDULE 13D

CUSIP NO. M25722105

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Nochi Dankner

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *
(A) [X]
(B) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2 (D) OR 2 (E) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Israel

	7	SOLE VOTING POWER
		0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		2,952,274**
	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		2,952,274**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,952,274**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
 []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
10.65%

14 TYPE OF REPORTING PERSON*
IN

** Does not include the CIEH Shares. The Reporting Person disclaims beneficial ownership of the CIEH Shares.

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CUSIP NO. M25722105

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Shelly Bergman

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *

(A) [X]
(B) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2 (D) OR 2 (E) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Israel

	7	SOLE VOTING POWER
		0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		2,952,274**
	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		2,952,274**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,952,274**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

[]

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

10.65%

14 TYPE OF REPORTING PERSON*

IN

** Does not include the CIEH Shares. The Reporting Person disclaims beneficial ownership of the CIEH Shares.

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CUSIP NO. M25722105

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Avraham Livnat

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *
(A) [X]
(B) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2 (D) OR 2 (E) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Israel

	7	SOLE VOTING POWER 0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER 2,952,274**
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 2,952,274**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,952,274**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
 []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
10.65%

14 TYPE OF REPORTING PERSON*
IN

** Does not include the CIEH Shares. The Reporting Person disclaims beneficial ownership of the CIEH Shares.

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CUSIP NO. M25722105

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Ruth Manor

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *
(A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2 (D) OR 2 (E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Israel

	7	SOLE VOTING POWER
		0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		2,952,274**
	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		2,952,274**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,952,274**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
10.65%

14 TYPE OF REPORTING PERSON*
IN

** Does not include the CIEH Shares. The Reporting Person disclaims beneficial ownership of the CIEH Shares.

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This Amendment No. 1 amends and supplements the Statement on Schedule 13D (as amended from time to time, the "Statement") in respect of the Ordinary Shares, par value NIS 0.01 per share, ("Ordinary Shares"), of Compugen Ltd. (the "Issuer"), previously filed with the Securities and Exchange Commission ("SEC") by the Reporting Persons (as defined in the Statement) on July 7, 2003.

Unless otherwise defined in this Amendment No. 1, capitalized terms have the meanings given to them in the Statement.

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The following amends and supplements Items [2, 4, 5 and 7] of the Statement.

ITEM 2. IDENTITY AND BACKGROUND

Item 2 of the Statement is hereby amended and restated in its entirety as follows:

(a), (b) and (c): The Reporting Persons.

The following are the names of the reporting persons (the "Reporting Persons"), the place of organization, principal business, and address of the principal business or office of each Reporting Person that is a corporation, and the residence or business address and present principal occupation of each Reporting Person who is a natural person:

(1) Clal Biotechnology Industries Ltd., ("CBI "), an Israeli public corporation, with its principal office at the Triangular Tower, 45th floor, 3 Azrieli Center, Tel Aviv 67023, Israel. CBI is a holding company, the activities of which consist of establishment, acquisition and development of companies in the life science industry. The outstanding shares of CBI are listed for trading on the Tel Aviv Stock Exchange ("TASE"). CBI owns directly Ordinary Shares of the Issuer.

(2) Clal Industries and Investments Ltd. ("Clal Industries"), an Israeli public corporation, with its principal office at the Triangular Tower, 45th floor, 3 Azrieli Center, Tel Aviv 67023, Israel. Clal Industries is a holding company whose principal holdings are in the industrial and technology sectors. The outstanding shares of Clal Industries are listed for trading on the TASE. CBI is a majority owned subsidiary of Clal Industries. Clal Industries owns directly Ordinary Shares of the Issuer. By reason of Clal Industries's control of CBI, Clal Industries may be deemed beneficial owner of, and to share the power to vote and dispose of, the Ordinary Shares owned directly by CBI.

(3) IDB Development Corporation Ltd. ("IDB Development"), an Israeli public corporation, with its principal office at the Triangular Tower, 44th floor, 3 Azrieli Center, Tel Aviv 67023, Israel. IDB Development, through its subsidiaries, organizes, acquires interests in, finances and participates in the management of companies. The outstanding shares of IDB Development are listed for trading on the TASE. IDB Development owns the majority of the outstanding shares of, and controls, Clal Industries. By reason of IDB Development's control of Clal Industries, IDB Development may be deemed beneficial owner of, and to share the power to vote and dispose of, the Ordinary Shares beneficially owned by Clal Industries.

(4) IDB Holding Corporation Ltd., an Israeli public corporation ("IDB Holding"), with its principal office at the Triangular Tower, 44th floor, 3 Azrieli Center, Tel Aviv 67023, Israel. IDB Holding is a holding company that, through IDB Development, organizes, acquires interests in, finances and participates in the management of companies. The outstanding shares of IDB Holding are listed for trading on the TASE. IDB Holding owns the majority of the outstanding shares of, and controls, IDB Development. By reason of IDB Holding's control of IDB Development, IDB Holding may be deemed beneficial owner of, and to share the power to vote and dispose of, the Ordinary Shares owned beneficially by IDB Development.

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The following persons, may by reason of their interests in and

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relationships among them with respect to IDB Holding be deemed to control the corporations referred to in paragraphs (1) - (4) above:

(5) Mr. Nochi Dankner, whose address is the Triangular Tower, 44th Floor, 3 Azrieli Center, Tel Aviv 67023, Israel. His present principal occupation is Chairman and Chief Executive Officer of IDB Holding; Chairman of IDB Development and Clal Industries; director of companies.

(6) Mrs. Shelly Bergman, whose address is 9, Hamishmar Ha'Ezrachi Street, Afeka, Tel-Aviv, Israel. Her present principal occupation is director of companies.

(7) Mrs. Ruth Manor, whose address is 26 Hagderot Street, Savion, Israel. Her present principal occupation is director of companies.

(8) Mr. Avraham Livnat, whose address is 1 Taavura Junction, Ramle, Israel. His present principal occupation is Managing Director of Taavura Holdings Ltd., an Israeli private company.

Ganden Holdings Ltd. ("GANDEN HOLDINGS"), a private Israeli company, held, directly and through Ganden Investments I.D.B. Ltd. ("GANDEN INVESTMENTS"), a private Israeli company which is an indirect wholly owned subsidiary of Ganden Holdings, approximately 54.72% of the issued share capital and voting rights of IDBH as follows: Ganden Investments held approximately 37.73% of the issued share capital and voting rights of IDBH, and Ganden Holdings held directly approximately 17% of the issued share capital and voting rights of IDBH. Shelly Bergman, through a private Israeli company which is wholly owned by her, held approximately 4.23% of the issued share capital and voting rights of IDBH. Shelly Bergman also owns approximately 0.69% of the issued share capital and voting rights of IDBD.

The controlling shareholders of Ganden Holdings are Nochi Dankner, who held, directly and through a company controlled by him, approximately 55.46% of the issued share capital and voting rights of Ganden Holdings, and his sister, Shelly Bergman, who held approximately 12.55% of the issued share capital and voting rights of Ganden Holdings. The aforementioned controlling shareholders are considered joint holders of approximately 68.01% of the issued share capital and voting rights of Ganden Holdings by virtue, INTER ALIA, of a co-operation and pre-coordination agreement between them.

Nochi Dankner's control in Ganden Holdings also arises from an agreement signed by all the shareholders of Ganden Holdings, pursuant to which Nochi Dankner was granted, INTER ALIA, veto rights at meetings of the Board of Directors and the shareholders of Ganden Holdings and its subsidiaries.

Ruth Manor controls Manor Holdings B.A. Ltd. ("MANOR HOLDINGS"), a private Israeli company, held, directly and through Manor Investments - IDB Ltd. ("MANOR INVESTMENTS"), a private Israeli company, which is a subsidiary of Manor Holdings, approximately 13.24% of the issued share capital and voting rights of IDBH as follows: Manor Investments held approximately 10.39% of the issued share capital and voting rights of IDBH and Manor Holdings held directly approximately 2.85% of the issued share capital and voting rights of IDBH. Additionally, Manor Investments held approximately 0.32% of the issued share capital and voting rights of IDBD.

Avraham Livnat controls Avraham Livnat Ltd. ("LIVNAT"), a private Israeli company, held directly and through Avraham Livnat Investments (2002) Ltd. ("LIVNAT INVESTMENTS"), a private Israeli company which is a wholly-owned subsidiary of Livnat, approximately 13.26% of the issued share capital and voting rights of IDBH as follows: Livnat Investments held approximately 10.34% of the issued share capital and voting rights of IDBH and Livnat held directly approximately 2.92% of the issued share capital and voting rights of IDBH.

Ganden, Manor and Livnat entered into a Shareholders Agreement dated May 19, 2003 (the "IDB Shareholders Agreement") with respect to their ownership of shares of IDB Holding constituting in the aggregate approximately 51.70% of the outstanding shares of IDB Holding (Ganden - 31.02%; Manor - 10.34%; Livnat - 10.34%), for the purpose of maintaining and exercising control of IDB Holding as one single group of shareholders. Any holdings of said entities in IDB Holding in excess of said 51.70% of the issued share capital and voting rights of IDB Holding (as well as the direct holdings of Ganden Holdings, Manor Holdings, Avraham Livnat Ltd. and Shelly Bergman's wholly owned company in IDB Holding) are not subject to IDB Shareholders Agreement. The IDB Shareholders Agreement provides, among other things, that Ganden will be the manager of the group as long as Ganden and its permitted transferees will be the largest shareholders of IDB Holding among the parties to the IDB Shareholders Agreement; that the parties to the IDB Shareholders Agreement will vote together at shareholders' meetings of IDB Holding as shall be determined according to a certain mechanism set forth therein; and that they will exercise their voting power in IDB Holding for electing their designees as directors of IDB Holding and its direct and indirect subsidiaries. The term of the IDB Shareholders Agreement is twenty years from May 19, 2003.

It is hereby clarified that the additional holdings in IDBH as follows: Ganden Holdings - approximately 17%, Ganden Investments - approximately 6.71%, Shelly Bergman - approximately 4.23%, Manor Holdings - approximately 2.85%, Manor Investments - approximately 0.05% and Livnat - approximately 2.92%, are not included in the IDBH Shareholders Agreement.

By reason of the control of IDB Holding by Nochi Dankner, Shelly Dankner-Bergman, Ruth Manor and Avraham Livnat, and the relations among them, as set forth above, Nochi Dankner, Shelly Dankner-Bergman, Ruth Manor and Avraham Livnat may each be deemed beneficial owner of, and to share the power to vote and dispose of, the Ordinary Shares beneficially owned by IDB Holding.

The name, citizenship, residence or business address and present principal occupation of the directors and executive officers of (i) CBI, (ii) Clal Industries, (iii) IDB Holding and (iv) IDB Development are set forth in Exhibits 1, 2, 3 and 4 attached hereto, respectively, and incorporated herein by reference.

(d) None of the Reporting Persons or, to the knowledge of the Reporting Persons, any director or executive officer named in Exhibits 1, 2, 3 and 4 to this Statement, has, during the last five years, been convicted in any criminal proceeding, excluding traffic violations and similar misdemeanors.

(e) None of the Reporting Persons or, to the knowledge of the Reporting Persons, any director or executive officer named in Exhibits 1, 2, 3 and 4 to this Statement, has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction which as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or state securities laws or finding any violation with respect to such laws.

(f) The Reporting Persons referred to in (5), (6), (7) and (8) above are citizens of Israel.

ITEM 4. PURPOSE OF TRANSACTION

Item 4 of the Statement is hereby amended and restated in its entirety as follows:

The Ordinary Shares reported herein as beneficially owned by the Reporting Persons are held for investment purposes and the Ordinary Shares are not held for the purpose of or with the effect of changing or influencing the control of the Issuer. The Reporting Persons intend to review on a continuing basis their investment in the Ordinary Shares and take such actions with respect to their investment as they deem appropriate in light of the circumstances existing from time to time. Such actions could include, among other things, selling the Ordinary Shares, in whole or in part, at any time (whether through open market transactions, privately negotiated transactions or otherwise). The Reporting Persons could also determine to purchase Ordinary Shares, subject to applicable laws. Any such decision would be based on an assessment by the Reporting Persons of a number of different factors, including, without limitation, the business, prospects and affairs of the Issuer, the market for the Shares, the condition of the securities markets, general economic and industry conditions and other opportunities available to the Reporting Persons.

To the best knowledge of the Reporting Persons, the persons named in Exhibits 1-4 hereto may purchase or dispose of Ordinary Shares on their own account from time to time, subject to applicable laws.

Except as may be provided otherwise herein, none of the Reporting Persons, nor to the best of their knowledge, any of the persons named in Exhibits 1-4 hereto, has any present plans or proposals which relate to or would result in any of the actions described in subsections (a) through (j) of Item 4 of Schedule 13D.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5 of the Statement is hereby amended and restated in its entirety as follows:

The Issuer has advised the Reporting Persons that there were 2,832,811 Ordinary Shares outstanding on February 29, 2008. The percentage of Ordinary Shares outstanding owned by the Reporting Persons set forth in this Statement is based on this number.

(a), (b) As of July 16, 2008:

(1) CBI is the beneficial owner, and shares with Clal Industries the power to vote and dispose of 2,941,748 Ordinary Shares, constituting approximately 10.62% of the outstanding Ordinary Shares.

(2) Clal Industries directly owns 10,526 Ordinary Shares. It is the beneficial owner, and shares with CBI the power to vote and dispose of, 2,952,274 Ordinary Shares owned in the aggregate by Clal Industries and CBI, representing approximately 10.65% of the outstanding Ordinary Shares. Clal Industries disclaims beneficial ownership of the CBI Shares.

(3) IDB Development is the beneficial owner, and may be deemed to share with Clal Industries the power to vote and dispose of, 2,952,274 Ordinary Shares beneficially owned by Clal Industries, representing approximately 10.65% of the outstanding Ordinary Shares. IDB Development disclaims beneficial ownership of the Ordinary Shares beneficially owned by Clal Industries.

(4) IDB Holding and the Reporting Persons who are natural persons may be deemed to share the power to vote and dispose of the 2,952,274 Ordinary Shares beneficially owned by IDB Development, constituting approximately 10.65% of the outstanding Ordinary Shares. IDB Holding and the Reporting Persons who are natural persons disclaim beneficial ownership of such shares.

Based on information furnished to the Reporting Persons, the Reporting Persons are not aware of any executive officer or director named in Exhibit 1-4 to the Statement, beneficially owning any Ordinary Shares.

(c) None of the Reporting Persons or, to the Reporting Persons' knowledge, any of the executive officers and directors named in Exhibits 1 through 4 to this Statement, purchased or sold any Ordinary Shares in the sixty days preceding July 16, 2008, except as set forth below:

Clal Industries and CBI made the following sales of Ordinary Shares, all of which were made in open market transactions on the NASDAQ:

DATE	AMOUNT OF ORDINARY SHARES	PRICE PER SHARE (US \$)
----	-----	-----
July 16, 2008	800	2.35
July 16, 2008	3,600	2.36
July 16, 2008	2,100	2.39
July 16, 2008	9,700	2.40
July 16, 2008	500	2.41
July 16, 2008	1,000	2.42
July 16, 2008	200	2.43
July 17, 2008	4,450	2.39
July 17, 2008	14,005	2.40
July 17, 2008	100	2.41
July 17, 2008	2,945	2.42
July 17, 2008	3,600	2.43
July 17, 2008	4,800	2.44
July 17, 2008	11,300	2.45
July 17, 2008	2,000	2.47
July 17, 2008	2,600	2.49

(d) Not applicable.

(e) Not applicable.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Item 7 of the Statement is hereby amended and restated in its entirety as follows:

Exhibit #	Description
-----	-----
Exhibits 1-4	Name, citizenship, business address, present principal occupation and employer

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executive officers and directors of (1) CBI (2) Clal Industries, (3) IDB Development and (4) IDB Holding.

-
- Exhibit 5 Joint Filing Agreement between Clal Industries and CBI authorizing Clal Industries to file this Schedule 13D and any amendments hereto
-
- Exhibit 6 Joint Filing Agreement between Clal Industries and IDB Development authorizing Clal Industries to file this Schedule 13D and any amendments hereto
-
- Exhibit 7 Joint Filing Agreement between Clal Industries and IDB Holding authorizing Clal Industries to file this Schedule 13D and any amendments hereto
-
- Exhibit 8 Joint Filing Agreement between Clal Industries and Mr. Dankner authorizing Clal Industries to file this Schedule 13D and any amendments hereto
-
- Exhibit 9 Joint Filing Agreement between Clal Industries and Mrs. Bergman authorizing Clal Industries to file this Schedule 13D and any amendments hereto
-
- Exhibit 10 Joint Filing Agreement between Clal Industries and Mrs. Manor authorizing Clal Industries to file this Schedule 13D and any amendments hereto
-
- Exhibit 11 Joint Filing Agreement between Clal Industries and Mr. Livnat authorizing Clal Industries to file this Schedule 13D and any amendments hereto
-

SIGNATURE

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

Dated: July 31, 2008

CLAL BIOTECHNOLOGY INDUSTRIES LTD.
IDB DEVELOPMENT CORPORATION LTD.
IDB HOLDING CORPORATION LTD.
NOCHI DANKNER
SHELLY DANKNER-BERGMAN
AVRAHAM LIVNAT
RUTH MANOR

By: CLAL INDUSTRIES AND INVESTMENTS LTD.

/s/ Yehuda Ben Ezra, /s/ Gonen Bieber

Yehuda Ben Ezra, and Gonen Bieber authorized signatories of Clal Industries and Investments Ltd. for itself and on behalf of Clal Biotechnology Industries Ltd., IDB Holding Corporation Ltd, IDB Development Corporation Ltd., Nochi Dankner, Shelly Dankner-Bergman Avraham Livnat and Ruth Manor pursuant to the agreements annexed exhibits 5-11 to this Schedule 13D.

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Exhibit 1
(Information provided as of July 31, 2008 in response
to Items 2 through 6 of Schedule 13D)
Executive Officers and Directors of

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Clal Biotechnology Industries Ltd.
Address is: Azrieli Center, Triangular Tower, Tel Aviv 67023, Israel

NAME & ADDRESS -----	POSITION -----	CURRENT PRINCIPAL OCCUPATION -----
Avi Fischer 3 Azrieli Center, Triangular Tower, Tel Aviv, Israel	Chairman of the Board	Executive Vice President of IDB Hol Deputy Chairman of IDB Development; Co-Chief Executive Officer of Clal Industries and Investments Ltd.
Aahron Schwartz 5 Basel St. Petach Tikva, Israel	Director	Manager of Teva Pharmaceutical Indu Ltd.
Gavriel Barabash 17 Beny Neviim st. Ramt Gan. Israel	Director	General Director of Sourasky Medic Center, Tel Aviv
Tamar Manor* 3 Azrieli Center, Triangular Tower, Tel Aviv, Israel	Director	CTO Biotechnology of Clal Industrie Investments Ltd.
Jonathan Kaplan 7 Jabotinsky st. Ramt - Gan, Israel	Director	Controlling shareholder of Jonathan consulting & Investments Ltd.
Ehud Raanani 69 Hapards st. Hod - Hasharon, Israel	External Director	Department Director of Cardiac Surg Sheba Medical Center Tel Hashomer.
Avraham Zigelman 8 Ori Caesary st. Tel Aviv, Israel	External Director	Director of Companies
Ruben Krupik 14 A Abba Hill Silver st. Ramt Gan, Israel	Chief Executive officer	Chief Executive officer of Clal Biotechnology Industries Ltd and Ar Venture Group Ltd.
Amos Bankirer 14 A Abba Hill Silver st. Ramt Gan, Israel	Vice President	Partner of Arte Venture Group Ltd.
Ofer Goldberg 14 A Abba Hill Silver st. Ramt Gan, Israel	Vice President	Partner and Director of Arte Ventur Ltd.
Ofer Gonen 14 A Abba Hill Silver st. Ramt Gan, Israel	Vice President	Partner and Director of Arte Ventur Ltd.

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NAME & ADDRESS -----	POSITION -----	CURRENT PRINCIPAL OCCUPATION -----
Gil Milner 14 A Abba Hill Silver st.	Vice President Financial Manager and Comptroller.	Financial Manager and Comptroller o Biotechnology Industries Ltd.

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Ramt Gan, Israel

Nitsa Einan
3 Azrieli Center,
Triangular Tower,
Tel Aviv, Israel

Vice President and General
Counsel.

General Counsel of Clal Industries
Investments Ltd. and Clal Biotechnol
Industries Ltd.

Joshua Hazenfrtz
52 Menahem Begin Road
Ramt Gan, Israel

Internal Auditor

Internal Auditor of Clal Biotechnol
Industries Ltd.

*Mrs. Tamar Manor is a citizen of Israel and France.

Based on information provided to the Reporting Persons, during the past five years, none of the persons listed above has been convicted, or is subject to a judgment, decree or final order, in any of the legal proceedings enumerated in Items 2(d) and 2(e) of Schedule 13D.

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Exhibit 2

(Information provided as of July 31, 2008 in response
to Items 2 through 6 of Schedule 13D)
Executive Officers and Directors of
Clal Industries and Investments Ltd.

Address is: 3 Azrieli Center, Triangle Tower, Tel Aviv 67023, Israel
(citizenship the same as country of residence unless otherwise noted)

NAME & ADDRESS -----	POSITION -----	CURRENT PRINCIPAL -----
Nochi Dankner 3 Azrieli Center, the Triangular Tower 44th floor, Tel Aviv 67023, Israel	Chairman of the Board of Directors and Co-Chief Executive.	Chairman and Chief Holding; Chairman and Clal Industri Businessman and D
Avi Fischer 3 Azrieli Center, the Triangular Tower 45th floor, Tel Aviv 67023, Israel	Director	Executive Vice Pr Deputy Chairman Co-Chief Executiv Industries and In
Refael Bisker 3 Azrieli Center, the Triangular Tower 44th floor, Tel Aviv 67023, Israel	Director	Chairman of Prop Corporation Ltd.; Ltd.
Marc Schimmel* 54-56 Euston St., London NW1 U.K.	Director	Director of UKI I
Yecheskel Dovrat 1 Nachshon St., Ramat Hasharon, Israel.	Director	Economic consulta companies.
Eliahu Cohen 3 Azrieli Center, the Triangular Tower 44th floor, Tel Aviv 67023, Israel	Director	Chief Executive O
Shay Livnat 31st HaLechi St., Bnei Brak 51200, Israel	Director	President of Zoe
David Leviatan	Director	Director of Compa

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18 Mendele St., Herzeliya, Israel

Alicia Rotbard
6 Rosenblum St.
#6101 Sea&Sun, Tel Aviv, Israel

External Director

Chief Executive O
Information System

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NAME & ADDRESS -----	POSITION -----	CURRENT PRINCIPAL -----
Nachum Langental 3 Jabotinski St., Ramat Gan, Israel	External Director	Director of compa
Isaac Manor** 26 Hagderot St., Savion	Director	Chairman of compa sector of the Dav
Dori Manor** 18 Hareches St., Savion	Director	Chief Executive O motor vehicle sec Ltd. group.
Adiel Rosenfeld, 42 Ha'Alon St., Timrat 23840, Israel	Director	Representative in
Zvi Livnat, 3 Azrieli Center, the Triangular Tower 45th floor, Tel Aviv 67023, Israel	Co- Chief Executive	Executive Vice Pr Deputy Chairman o Co-Chief Executiv Industries and In
Nitsa Einan, 3 Azrieli Center, the Triangular Tower 45th floor, Tel Aviv 67023, Israel	Vice President and General Counsel.	General Counsel o Investments Ltd. Industries Ltd.
Yehuda Ben Ezra 3 Azrieli Center, the Triangular Tower 45th floor, Tel Aviv 67023, Israel	Vice President and Comptroller.	Comptroller of Cl Investments Ltd.
Gonen Bieber,** 3 Azrieli Center, the Triangular Tower 45th floor, Tel Aviv 67023, Israel	Vice President and Financial Manager.	Financial Managem Investments Ltd.
Guy Rosen, 3 Azrieli Center, the Triangular Tower 45th floor, Tel Aviv 67023, Israel	Senior Vice President	Vice President of Investments Ltd. Airlines and Trui

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NAME & ADDRESS -----	POSITION -----	CURRENT PRINCIPAL -----
Boaz Simons, 3 Azrieli Center, the Triangular Tower 45th floor, Tel Aviv 67023, Israel	Senior Vice President	Vice President of Investments Ltd.
Tal Mund 3 Azrieli Center, the Triangular Tower 45th	Vice President	Business Developm Investments Ltd.

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floor, Tel Aviv 67023, Israel

Ilan Amit,
3 Azrieli Center, the Triangular Tower 45th
floor, Tel Aviv 67023, Israel

Internal Auditor

Internal Auditor
Investments Ltd.

- * Mr. Mark Schimmel is a citizen of Great Britain.
- ** Mr. Isaac Manor and Mr. Dori Manor are citizens of Israel and France
- *** Mr. Bieber is a citizen of Israel and the Republic of Germany.

Based on the information provided to the Reporting Persons, during the past five years, none of the persons listed above has been convicted, or is subject to a judgment, decree or final order, in any of the legal proceedings enumerated in Items 2 (d) and 2 (e) of Schedule 13D.

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Exhibit 3
(Information provided as of July 31, 2008 in response
to Items 2 through 6 of Schedule 13D)
Executive Officers and Directors of
IDB Development Corporation Ltd.
Address is: 3 Azrieli Center, Triangular Tower, Tel Aviv 67023, Israel
(citizenship is Israel, unless otherwise noted)

NAME & ADDRESS -----	POSITION -----	CURRENT PRINCIPAL OCCUPATIO -----
Nochi Dankner 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Chairman of the Board of Directors	Chairman and Chief Executive IDB Holding; Chairman of ID Development, DIC and Clal I Investments Ltd.; Businessm Director of companies.
Zehava Dankner 64 Pinkas Street, Tel Aviv 62157, Israel	Director	Director of companies.
Avi Fischer 3 Azrieli Center, The Triangular Tower, 45th floor, Tel-Aviv 67023, Israel	Deputy Chairman of the Board of Directors	Executive Vice President of Deputy Chairman of IDB Deve Co-Chief Executive Officer Industries and Investments
Zvi Livnat 3 Azrieli Center, The Triangular Tower, 45th floor, Tel-Aviv 67023, Israel	Deputy Chairman of the Board of Directors	Executive Vice President of Deputy Chairman of IDB Deve Co-Chief Executive Officer Industries and Investments
Refael Bisker 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Director	Chairman of Property and Bu Corporation Ltd.; Co-Chairm Super-Sol Ltd.
Jacob Schimmel 17 High field Gardens, London NW11 9HD, United Kingdom	Director	Co- Managing Director of UK
Shay Livnat 26 Shalva Street, Herzlia Pituach 46705,	Director	President of Zoe Holdings L

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Eliahu Cohen 3 Azrieli Center, The Triangular Tower 44th floor, Tel-Aviv 67023, Israel	Director and Chief Executive Officer	Chief Executive Officer of Development.
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Isaac Manor* 103 Kahanman Street, Bnei brak 51553, Israel	Director	Chairman of companies in the vehicle sector of the David Ltd. group.
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NAME & ADDRESS -----	POSITION -----	CURRENT PRINCIPAL OCCUPATIO -----
Dori Manor * 103 Kahanman Street, Bnei brak 51553, Israel	Director	Chief Executive Officer of the motor vehicle sector of Lubinski Ltd. group.
Abraham Ben Joseph 87 Haim Levanon Street, Tel-Aviv 69345, Israel	Director	Director of companies.
Amos Malka 18 Nahal Soreq Street, Modi'in 71700, Israel	External Director	Director of companies
Prof. Yoram Margalioth 16 Ha'efroni Street, Raanana 43724, Israel	External Director	Senior lecturer (expert on the Faculty of Law in the T University.
Irit Izakson 15 Great Matityahou Cohen Street, Tel-Aviv 62268, Israel	Director	Director of companies.
Lior Hannes 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Senior Executive Vice President	Senior Executive Vice Presi Development; Chief Executi IDB Investments (U.K.) Ltd.
Dr. Eyal Solganik 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Executive Vice President and Chief Financial Officer	Executive Vice President an Financial Officer of IDB De Chief Financial Officer of
Ari Raved 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Vice President	Vice President of IDB Devel
Haim Gavrieli 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Executive Vice President	Executive Vice President of Development.
Haim Tabouch 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Vice President and Comptroller	Vice President and Comptrol Development; Comptroller of
Inbal Tzion 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Vice President and Corporate Secretary	Vice President and Corporat of IDB Development; Corpora of IDB Holding.

* Mr. Issac Manor and Mr. Dori Manor are citizens of Israel and France.

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Based on the information provided to the Reporting Persons, during the past five years, none of the persons listed above has been convicted, or is subject to a judgment, decree or final order, in any of the legal proceedings enumerated in Items 2 (d) and 2 (e) of Schedule 13D.

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Exhibit 4

(Information provided as of July 31, 2008 in response to Items 2 through 6 of Schedule 13D)

Executive Officers, Directors and Persons Controlling
IDB Holding Corporation Ltd.

Address is: 3 Azrieli Center, Triangular Tower, Tel Aviv 67023, Israel
(citizenship the same as country of residence unless otherwise noted)

NAME & ADDRESS -----	POSITION -----	CURRENT PRINCIPAL OCCUPATIO -----
Nochi Dankner 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Chairman of the Board of Directors and Chief Executive Officer	Chairman and Chief Executive IDB Holding; Chairman of IDB Development, DIC and Clal Investments Ltd.; Business Director of companies.
Isaac Manor * 103 Kahanman Street, Bnei brak 51553, Israel	Deputy Chairman of the Board of Directors	Chairman of companies in the vehicle sector of the David Ltd. group.
Arie Mientkavich 14 Betzalel Street, Jerusalem 94591, Israel	Vice Chairman of the Board of Directors	Chairman of Elron; Deputy Chairman of Gazit-Globe Ltd. and Chairman of Gazit-Globe Israel (Development)
Zehava Dankner 64 Pinkas Street, Tel Aviv 62157, Israel	Director	Director of companies.
Lior Hannes 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Director	Senior Executive Vice President of IDB Development; Chief Executive Officer of IDB Investments (U.K.) Ltd.
Refael Bisker 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Director	Chairman of Property and Building Corporation Ltd.; Co-Chairman of Super-Sol Ltd.
Jacob Schimmel 17 High field Gardens, London NW11 9HD, United Kingdom	Director	Co- Managing Director of UK
Shaul Ben-Zeev Taavura Junction, Ramle 72102, Israel	Director	Chief Executive Officer of Livnat Ltd.
Eliahu Cohen 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Director	Chief Executive Officer of IDB Development.

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NAME & ADDRESS -----	POSITION -----	CURRENT PRINCIPAL OCCUPATIO -----
Dori Manor * 103 Kahanman Street, Bnei brak 51553, Israel	Director	Chief Executive Officer of the motor vehicle sector of Lubinski Ltd. group.
Meir Rosenne 8 Oppenheimer Street, Ramat Aviv, Tel Aviv 69395, Israel	Director	Attorney.
Shmuel Lachman 9A Khilat Jatimir Street, Tel Aviv 69405, Israel	External Director	Information technology cons
Zvi Dvoresky 12 Harofeh Street, Ahuza, Haifa 34366, Israel	External Director	Chief Executive officer of Trust Ltd.
Zvi Livnat 3 Azrieli Center, The Triangular Tower, 45th floor, Tel-Aviv 67023, Israel	Director and Executive Vice President	Executive Vice President of Deputy Chairman of IDB Deve Co-Chief Executive Officer Industries and Investments
Avi Fischer 3 Azrieli Center, The Triangular Tower, 45th floor, Tel-Aviv 67023, Israel	Executive Vice President	Executive Vice President of Deputy Chairman of IDB Deve Co-Chief Executive Officer Industries and Investments
Dr. Eyal Solganik 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Chief Financial Officer	Chief Financial Officer of Executive Vice President and Financial Officer of IDB De
Haim Tabouch 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Comptroller	Comptroller of IDB Holding; President and Comptroller of Development.

(*) Mr, Issac Manor and Mr. Dori Manor are citizens of Israel and France.

Based on the information provided to the Reporting Persons, during the past five years, none of the persons listed above has been convicted, or is subject to a judgment, decree or final order, in any of the legal proceedings enumerated in Items 2 (d) and 2 (e) of Schedule 13D.

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Exhibit 5

June 19, 2006

Clal Industries and Investments Ltd.
The Triangular Tower, 45th Floor
3 Azrieli Center
Tel-Aviv, 67023
Israel

Gentlemen,

Pursuant to rule 13d-1(k) (1) (iii) promulgated under the Securities Exchange

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Act of 1934, as amended, the undersigned hereby agrees that Clal Industries and Investments Ltd. ("CII") may file as necessary on behalf of the undersigned with the Securities and Exchange Commission a Schedule 13D or a Schedule 13G and any amendments thereto in respect of shares of Compugen Ltd. purchased, owned or sold from time to time by the undersigned.

CII is hereby authorized to file a copy of this letter as an exhibit to said Schedule 13D or Schedule 13G or any amendments thereto.

Very truly yours,

IDB Holding Corporation Ltd.

A g r e e d:

Clal Industries and Investments Ltd.

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Exhibit 6

June 19, 2006

Clal Industries and Investments Ltd.
The Triangular Tower, 45th Floor
3 Azrieli Center
Tel-Aviv, 67023
Israel

Gentlemen,

Pursuant to rule 13d-1(k)(1)(iii) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agrees that Clal Industries and Investments Ltd. ("CII") may file as necessary on behalf of the undersigned with the Securities and Exchange Commission a Schedule 13D or a Schedule 13G and any amendments thereto in respect of shares of Compugen Ltd. purchased, owned or sold from time to time by the undersigned.

CII is hereby authorized to file a copy of this letter as an exhibit to said Schedule 13D or Schedule 13G or any amendments thereto.

Very truly yours,

IDB Development Corporation Ltd.

A g r e e d:

Clal Industries and Investments Ltd.

Exhibit 7

June 19, 2006

Clal Industries and Investments Ltd.
The Triangular Tower, 45th Floor
3 Azrieli Center
Tel-Aviv, 67023
Israel

Gentlemen,

Pursuant to rule 13d-1(k)(1)(iii) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agrees that Clal Industries and Investments Ltd. ("CII") may file as necessary on behalf of the undersigned with the Securities and Exchange Commission a Schedule 13D or a Schedule 13G and any amendments thereto in respect of shares of Compugen Ltd. purchased, owned or sold from time to time by the undersigned.

CII is hereby authorized to file a copy of this letter as an exhibit to said Schedule 13D or Schedule 13G or any amendments thereto.

Very truly yours,

Nochi Dankner

A g r e e d:

Clal Industries and Investments Ltd.

Exhibit 8

June 19, 2006

Clal Industries and Investments Ltd.
The Triangular Tower, 45th Floor
3 Azrieli Center
Tel-Aviv, 67023
Israel

Gentlemen,

Pursuant to rule 13d-1(k)(1)(iii) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agrees that Clal Industries and Investments Ltd. ("CII") may file as necessary on behalf of the undersigned with the Securities and Exchange Commission a Schedule 13D or a Schedule 13G and any

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amendments thereto in respect of shares of Compugen Ltd. purchased, owned or sold from time to time by the undersigned.

CII is hereby authorized to file a copy of this letter as an exhibit to said Schedule 13D or Schedule 13G or any amendments thereto.

Very truly yours,

Shelly Bergman

A g r e e d:

Clal Industries and Investments Ltd.

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Exhibit 9

June 19, 2006

Clal Industries and Investments Ltd.
The Triangular Tower, 45th Floor
3 Azrieli Center
Tel-Aviv, 67023
Israel

Gentlemen,

Pursuant to rule 13d-1(k)(1)(iii) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agrees that Clal Industries and Investments Ltd. ("CII") may file as necessary on behalf of the undersigned with the Securities and Exchange Commission a Schedule 13D or a Schedule 13G and any amendments thereto in respect of shares of Compugen Ltd. purchased, owned or sold from time to time by the undersigned.

CII is hereby authorized to file a copy of this letter as an exhibit to said Schedule 13D or Schedule 13G or any amendments thereto.

Very truly yours,

Ruth Manor

A g r e e d:

Clal Industries and Investments Ltd.

Exhibit 10

June 19, 2006

Clal Industries and Investments Ltd.
The Triangular Tower, 45th Floor
3 Azrieli Center
Tel-Aviv, 67023
Israel

Gentlemen,

Pursuant to rule 13d-1(k)(1)(iii) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agrees that Clal Industries and Investments Ltd. ("CII") may file as necessary on behalf of the undersigned with the Securities and Exchange Commission a Schedule 13D or a Schedule 13G and any amendments thereto in respect of shares of Compugen Ltd. purchased, owned or sold from time to time by the undersigned.

CII is hereby authorized to file a copy of this letter as an exhibit to said Schedule 13D or Schedule 13G or any amendments thereto.

Very truly yours,

Avraham Livnat

A g r e e d:

Clal Industries and Investments Ltd.

Exhibit 11

June 19, 2006

Clal Industries and Investments Ltd.
The Triangular Tower, 45th Floor
3 Azrieli Center
Tel-Aviv, 67023
Israel

Gentlemen,

Pursuant to rule 13d-1(k)(1)(iii) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agrees that Clal Industries and Investments Ltd. ("CII") may file as necessary on behalf of the undersigned with the Securities and Exchange Commission a Schedule 13D or a Schedule 13G and any amendments thereto in respect of shares of Compugen Ltd. purchased, owned or

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sold from time to time by the undersigned.

CII is hereby authorized to file a copy of this letter as an exhibit to said Schedule 13D or Schedule 13G or any amendments thereto.

Very truly yours,

Clal Biotechnology Industries Ltd.

A g r e e d:

Clal Industries and Investments Ltd.

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