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

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **May 6, 2008**

**Protalix BioTherapeutics, Inc.**

(Exact name of registrant as specified in its charter)

**Florida**  
(State or other jurisdiction of incorporation)

**000-27836**  
(Commission File Number)

**65-0643773**  
(IRS Employer Identification No.)

**2 Snunit Street  
Science Park  
POB 455  
Carmiel, Israel**  
(Address of principal executive offices)

**20100**  
(Zip Code)

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

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

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers**

On May 6, 2008, the employment of Iftah Katz, the Vice President of Operations of Protalix BioTherapeutics, Inc. (the “Company”), was terminated effective immediately.

Upon Mr. Katz’s departure from the Company, Yaron Naos, the Company’s Senior Director of Operations, was promoted to Vice President of Operations. Mr. Naos joined the Company in September 2004 as its Director of Operations and was promoted to Senior Director of Operations in 2006. Prior to joining the Company, Mr. Naos was with Dexxon Pharmaceutical Co. for 10 years, where he served in a number of positions, the last position being Product Manager of Research and Development. Mr. Naos received a B.Sc. in Food Engineering and Biotechnology from the Technion-Israel Technology Institute and an M.B.A from The Haifa University.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**PROTALIX BIOTHERAPEUTICS, INC.**

Date: May 12, 2008

By: /s/ David Aviezer  
Name: David Aviezer, Ph.D.  
Title: President and Chief Executive Officer