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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): June 20, 2007

Protalix BioTherapeutics, Inc.
(Exact name of registrant as specified in its charter)

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

2 Snunit Street
Science Park
POB 455
Carmiel, Israel 21000

(Address of principal executive offices) (Zip Code)

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

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

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

|_| Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
|_| Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
|_| Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
|_| Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events

On June 20, 2007, Protalix BioTherapeutics, Inc. (the "Company") issued a press release announcing that its Board of Directors has authorized it to prepare and file with the Securities and Exchange Commission a registration statement pursuant to which the Company and certain selling shareholders may offer common stock to the public in amounts to be determined.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

99.1 Press release dated June 20, 2007

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: June 20, 2007

By: /s/ David Aviezer

Name: David Aviezer, Ph.D.

Title: President and Chief Executive Officer

Exhibit 99.1

Protalix BioTherapeutics Plans to Offer Common Stock to the Public

Carmiel, Israel — June 20, 2007 – Protalix BioTherapeutics, Inc. (AMEX: PLX), announced today that its Board of Directors has authorized it to prepare and file with the Securities and Exchange Commission a registration statement pursuant to which the Company and certain selling shareholders may offer common stock to the public in amounts to be determined. The Company presently intends to file a registration statement with the Securities and Exchange Commission in July 2007 and, subject to SEC effectiveness, AMEX approval of the supplemental listing application, and market conditions, complete an underwritten public offering during the second half of 2007.

There can be no assurance that the proposed public offering will be commenced or completed, and the Company is unable, at this time, to ascertain either the offering size or the price per share at which it may offer its common stock for sale.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities law of any such state or other jurisdiction.

Safe Harbor Statement:

To the extent that statements in this press release are not strictly historical, all such statements are forward-looking, and are made pursuant to the safe-harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to known and unknown risks and uncertainties that may cause actual future experience and results to differ materially from the statements made. These statements are based on our current beliefs and expectations as to such future outcomes. Drug discovery and development involve a high degree of risk. Factors that might cause such a material difference include, among others, uncertainties related to the ability to attract and retain partners for our technologies and products under development, the identification of lead compounds, the successful preclinical development of our products, the completion of clinical trials, the review process of the FDA, foreign regulatory bodies and other governmental regulation, and other factors described in our filings with the Securities and Exchange Commission. The statements are valid only as of the date hereof and we disclaim any obligation to update this information.

For additional information, contact Protalix BioTherapeutics at:
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AMEX IR Alliance for Protalix BioTherapeutics
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