

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

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ **Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))
- ☐ Definitive Proxy Statement
- ☒ Definitive Additional Materials
- ☐ Soliciting Material Pursuant to §240.14a-12

Protalix BioTherapeutics, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies: _____

2) Aggregate number of securities to which transaction applies: _____

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): _____

4) Proposed maximum aggregate value of transaction: _____

5) Total fee paid: _____

☐ Fee paid previously with preliminary materials.

☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing:

1) Amount Previously Paid: _____

2) Form, Schedule or Registration Statement No: _____

3) Filing Party: _____

4) Date Filed: _____



September 18, 2017

Dear Stockholder,

You recently received proxy materials in connection with the Special Meeting of Stockholders of Protalix BioTherapeutics, Inc. to be held on October 19, 2017. According to our records, your **PROXY VOTE** for this meeting **HAS NOT YET BEEN RECEIVED**.

We are asking our stockholders to vote on the following ballot items:

1. **To approve, in accordance with Section 713(a) of the NYSE American Company Guide, the potential issuance of shares representing in excess of 19.9% of our pre-transaction total shares of common stock outstanding that may result from the conversion of, or payment of accrued interest or make-whole payments on, the 7.50% Senior Secured Convertible Notes Due 2021 we issued on July 25, 2017 and the 4.50% Senior Convertible Notes Due 2022 we issued on July 25, 2017.**
2. **To approve an amendment to our Certificate of Incorporation, as amended, to increase the number of shares of our common stock, par value \$0.001 per share, authorized for issuance from 250,000,000 to 350,000,000.**

You should refer to the proxy materials previously mailed to you for additional information on this matter.

Our Board of Directors unanimously recommends a vote **"FOR"** the proposals referenced above.

For the proposal amending the certificate of incorporation, an affirmative vote of a majority of all outstanding shares is required for adoption. Therefore, if you do not respond or fail to instruct your bank, broker or other nominee with respect to the above proposals, it may have the same effect as a vote **"AGAINST"**.

Please vote your shares now so that your vote can be counted without delay. Voting is easy and convenient. Please refer to the enclosed vote instruction form for further details on how to vote either electronically or by mail.

If you have any questions or require further assistance in voting your shares, please contact our proxy solicitation agent, Alliance Advisors, toll-free at **833-501-4837**.

YOUR PARTICIPATION IS IMPORTANT - PLEASE VOTE TODAY!

<p>IF YOU HAVE RECENTLY MAILED YOUR VOTE INSTRUCTION FORM OR CAST YOUR VOTE BY PHONE OR INTERNET, PLEASE ACCEPT OUR THANKS AND DISREGARD THIS REQUEST.</p>
