

Protalix BioTherapeutics, Inc.  
Form 8-K/A  
March 23, 2011

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

**FORM 8-K/A  
(Amendment No. 1)**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934  
Date of Report (Date of Earliest Event Reported): March 17, 2011**

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

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

**001-33357  
(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.)**

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))

**Explanatory Note**

This amendment to the Current Report on Form 8-K originally filed by Protalix BioTherapeutics, Inc. (the Company ) on March 18, 2011 amends such filing to include, as an exhibit, the opinion of Morrison & Foerster LLP, as counsel to the Company, with respect to the legality of the shares of common stock issued pursuant to the underwriting agreement described in the original Current Report on Form 8-K, which opinion is attached hereto and incorporated herein by reference as Exhibit 5.1.

**Item 9.01. Financial Statements and Exhibits**

**(d) Exhibits**

5.1 Opinion of Morrison & Foerster LLP.

**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: March 23, 2011

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

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