

COMPUGEN LTD  
Form 6-K  
December 18, 2017

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

Form 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of December 2017

Commission File Number 000-30902

COMPUGEN LTD.  
(Translation of registrant's name into English)

26 Harokmim Street  
Holon 5885849, Israel  
(Address of Principal Executive Offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-For Form 40-F:

Form 20-F      Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

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Compugen Ltd.

Prof. Joshua Shemer, an external director and member of the Company's audit committee, resigned as a director of the Company with effect as of December 17, 2017. Prof. Shemer informed the members of the Board that his resignation is due solely to other personal obligations and not due to any disagreements with the Company. Furthermore, Prof. Shemer expressed his continued support and confidence in the Company and its management.

The information contained in this Report on Form 6-K is hereby incorporated by reference into the Company's Registration Statement on Form F-3, File No. 333-213007.

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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 thereunto duly authorized.

COMPUGEN LTD.

Date: December 18, 2017 By: /s/ Donna Gershowitz  
Donna Gershowitz  
General Counsel

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