

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

**FORM F-1**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**Gamida Cell Ltd.**

(Exact name of Registrant as specified in its charter)

**Not Applicable**

(Translation of Registrant's name into English)

**State of Israel**  
(State or other jurisdiction of  
incorporation or organization)

**2834**  
(Primary Standard Industrial  
Classification Code Number)

**Not Applicable**  
(I.R.S. Employer  
Identification Number)

**5 Nahum Heftsadie Street  
Givaat Shaul, Jerusalem 91340 Israel  
Tel: +972 (2) 659-5666**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**Gamida Cell Inc.  
673 Boylston Street  
Boston, MA 02116  
Telephone: (617) 892-9080**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**Divakar Gupta  
Daniel I. Goldberg  
Joshua A. Kaufman  
Cooley LLP  
55 Hudson Yards  
New York, NY 10001  
Telephone: (212) 479-6000  
Facsimile: (212) 479-6275**

**Haim Gueta  
Shachar Hadar  
Meitar Liquornik Geva Leshem Tal  
16 Abba Hillel Road  
Ramat Gan 5250608, Israel  
Telephone: +972 (3) 610-3100  
Facsimile: +972 (3) 610-3111**

**Michael Kaplan  
Derek Dostal  
Davis Polk & Wardwell LLP  
450 Lexington Avenue  
New York, NY 10017  
Telephone: (212) 450-4000  
Facsimile: (212) 701-5800**

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  (No. 333-232302)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933.

Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities To Be Registered	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Ordinary Shares, par value NIS 0.01 per share	\$ 5,520,000 <sup>(1)</sup>	\$ 669.03 <sup>(2)</sup>

(1) Based on the public offering price. The registrant previously registered securities at an aggregate offering price not to exceed \$34,730,000 on a Registration Statement on Form F-1 (File No. 333-232302), which was declared effective on June 26, 2019. In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended, an additional amount of securities having a proposed maximum aggregate offering price of \$5,520,000 is hereby registered, which includes shares issuable upon exercise of the underwriters' option to purchase additional shares and does not include the securities that the Registrant previously registered on the Registration Statement on Form F-1 (File No. 333-232302).

(2) Pursuant to Rule 457(o) of the rules and regulations under the Securities Act of 1933, as amended, the registration fee has been calculated on the basis of the maximum aggregate offering price and the number of securities being registered has been omitted.

**This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) promulgated under the Securities Act.**

## **EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

This Registration Statement (this "Registration Statement") is being filed with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement relates to the public offering of ordinary shares, par value NIS 0.01 per share, of the Registrant contemplated by the Registration Statement on Form F-1 (File No. 333-232302), initially filed with the Commission by the Registrant on June 24, 2019 (as amended, the "Prior Registration Statement"), and is being filed for the sole purpose of registering an increase in the maximum aggregate offering price of \$5,520,000 of securities of the same class as were included in the Prior Registration Statement. The contents of the Prior Registration Statement, which was declared effective by the Commission on June 26, 2019, and all exhibits thereto are hereby incorporated by reference into this Registration Statement.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

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## Exhibit Index

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
<a href="#">5.1</a>	Opinion of Meitar Liquornik Geva Leshem Tal, Israeli counsel to the Registrant, as to the validity of the ordinary shares
<a href="#">23.1</a>	Consent of KOST, FORER, GABBAY & KASIERER, a Member of Ernst & Young Global, Independent Registered Accounting Firm
<a href="#">23.2</a>	Consent of Meitar Liquornik Geva Leshem Tal (included in Exhibit 5.1)
<a href="#">24.1</a> <sup>(1)</sup>	Power of Attorney

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(1) Previously filed on the signature page to the Registrant's Registration Statement on Form F-1 (File No. 333-232302), filed with the Securities and Exchange Commission on June 24, 2019 and incorporated by reference herein.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-1 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Jerusalem, Israel on this 26<sup>th</sup> day of June, 2019.

### GAMIDA CELL LTD.

By: /s/ Julian Adams

Julian Adams, Ph.D.

*Director and Chief Executive Officer*

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ Julian Adams</u> Julian Adams, Ph.D.	Director and Chief Executive Officer ( <i>Principal Executive Officer</i> )	June 26, 2019
<u>/s/ Shai Lankry</u> Shai Lankry	Chief Financial Officer ( <i>Principal Financial Officer and Principal Accounting Officer</i> )	June 26, 2019
<u>*</u> Robert I. Blum	Chairman	June 26, 2019
<u>*</u> Ofer Gonen	Director	June 26, 2019
<u>*</u> Kenneth I. Moch	Director	June 26, 2019
<u>*</u> Michael S. Perry	Director	June 26, 2019
<u>*</u> Nurit Benjamini	Director	June 26, 2019
<u>*</u> Shawn C. Tomasello	Director	June 26, 2019
<u>*</u> Stephen T. Wills	Director	June 26, 2019

By: /s/ Julian Adams

Julian Adams

Attorney-in-fact

### Gamida Cell Inc.

By: /s/ Julian Adams AUTHORIZED U.S. REPRESENTATIVE

Julian Adams, Ph.D.

*Director and Chief Executive Officer*

June 26, 2019

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16 Abba Hillel Silver Rd., Ramat Gan, 5250608, Israel Telephone. +972 3 6103100 Fax. +972 3 6103111 Web Site. www.meitar.com

June 26, 2019

Gamida Cell Ltd.  
5 Nahum Heftsadie Street, Givaat Shaul  
Jerusalem 91340  
Israel

Re: Gamida Cell Ltd.

Ladies and Gentlemen:

We have acted as Israeli counsel for Gamida Cell Ltd., an Israeli company (the “**Company**”), in connection with the filing by the Company of a registration statement on Form F-1 (the “**Registration Statement**”) with the Securities and Exchange Commission (the “**SEC**”) pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended (the “**Securities Act**”), relating to (i) the issuance and sale by the Company of an additional 2,960,000 ordinary shares, par value NIS 0.01 per share (“**Ordinary Shares**”), of the Company (the “**Offering Additional Shares**”), and (ii) the potential issuance and sale by the Company of up to an additional 444,000 Ordinary Shares (the “**Additional Shares**” and, collectively with the Offering Additional Shares, “**Shares**”), that are subject to an option to purchase additional shares proposed to be granted by the Company to the underwriters of the Offering (as defined below). The Registration Statement incorporates by reference the registration statement on Form F-1 (File No. 333-232302), which was declared effective on June 26, 2019 (the “**Prior Registration Statement**”) in connection with the underwritten public offering by the Company (the “**Offering**”).

In connection herewith, we have examined the originals, or photocopies or copies, certified or otherwise identified to our satisfaction, of: (i) the form of the Prior Registration Statement and the Registration Statement to which this opinion is attached as an exhibit; (ii) a copy of the articles of association of the Company, as currently in effect; (iii) resolutions of the board of directors (the “**Board**”) of the Company which have heretofore been approved and relate to the Prior Registration Statement, the Registration Statement and other actions to be taken in connection with the Offering; and (iv) such other corporate records, agreements, documents and other instruments, and such certificates or comparable documents of public officials and of officers of the Company as we have deemed relevant and necessary as a basis for the opinions hereafter set forth. We have also made inquiries of such officers as we have deemed relevant and necessary as a basis for the opinions hereafter set forth.

In such examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, confirmed as photostatic copies and the authenticity of the originals of such latter documents. As to all questions of fact material to these opinions that have not been independently established, we have relied upon certificates or comparable documents of officers and representatives of the Company.

Based upon and subject to the foregoing, we are of the opinion that upon payment to the Company of the consideration per Share in such amount and form as shall be determined by the Board or an authorized committee thereof, the Shares, when issued and sold in the Offering as described in the Registration Statement, will be duly authorized, validly issued, fully paid and non-assessable.

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Members of our firm are admitted to the Bar in the State of Israel, and we do not express any opinion as to the laws of any other jurisdiction. This opinion is limited to the matters stated herein and no opinion is implied or may be inferred beyond the matters expressly stated.

We consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to our firm appearing under the caption “Legal Matters” and “Enforceability of Civil Liabilities” in the prospectus forming part of the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act, the rules and regulations of the SEC promulgated thereunder or Item 509 of the SEC’s Regulation S-K promulgated under the Securities Act.

This opinion letter is rendered as of the date hereof and we disclaim any obligation to advise you of facts, circumstances, events or developments that may be brought to our attention after the date of the Prospectus that may alter, affect or modify the opinions expressed herein.

Very truly yours,

*/s/ Meitar Liquornik Geva Leshem Tal*

Meitar Liquornik Geva Leshem Tal

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the reference to our firm under the caption "Experts" and to the use of our report dated February 25, 2019 in the Registration Statement on Form F-1, as amended (No. 333-232302).

Tel-Aviv, Israel  
June 26, 2019

/s/ KOST FORER GABAY & KASIERER  
KOST FORER GABBAY & KASIERER  
A Member of Ernst & Young Global

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