

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

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hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Access Industries Holdings LLC</u> (Last) (First) (Middle) 40 WEST 57TH ST, 28TH FL (Street) NEW YORK NY 10019 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/01/2022	3. Issuer Name and Ticker or Trading Symbol <u>Gamida Cell Ltd. [GMDA]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Ordinary Shares	3,750,000	I ⁽¹⁾	By AI Gamida Holdings LLC
Ordinary Shares	1,509,369	I ⁽²⁾	By Clal Biotechnology Industries Ltd.
Ordinary Shares	3,111,111	I ⁽³⁾	By AI Biotechnology LLC
Ordinary Shares	1,374,377	I ⁽⁴⁾	By Bio Medical Investment (1997) Ltd.

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrants	(5)	07/22/2022	Ordinary Shares	160,743 ⁽⁵⁾	6.72 ⁽⁵⁾	I ⁽²⁾	By Clal Biotechnology Industries Ltd.
Stock Option (Right to Buy)	(6)	07/08/2029	Ordinary Shares	10,000 ⁽⁶⁾	4.7 ⁽⁶⁾	I ⁽²⁾	By Clal Biotechnology Industries Ltd.
Stock Option (Right to Buy)	(6)	11/17/2030	Ordinary Shares	12,000 ⁽⁶⁾	6.66 ⁽⁶⁾	I ⁽²⁾	By Clal Biotechnology Industries Ltd.
Stock Option (Right to Buy)	(7)	12/20/2031	Ordinary Shares	9,500 ⁽⁷⁾	2.63 ⁽⁷⁾	I ⁽²⁾	By Clal Biotechnology Industries Ltd.

1. Name and Address of Reporting Person* <u>Access Industries Holdings LLC</u> (Last) (First) (Middle) 40 WEST 57TH ST, 28TH FL
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(Street)
NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Clal Biotechnology Industries Ltd.](#)

(Last) (First) (Middle)
3 AZRIELI CENTER TRIANGLE TOWER,
45TH FLOOR, 132 MENACHEM BEGIN ST.

(Street)
TEL AVIV L3 6702301

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[ACCESS INDUSTRIES, LLC](#)

(Last) (First) (Middle)
40 WEST 57TH ST, 28TH FL

(Street)
NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[ACCESS INDUSTRIES
MANAGEMENT, LLC](#)

(Last) (First) (Middle)
40 WEST 57TH ST, 28TH FL

(Street)
NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Blavatnik Len](#)

(Last) (First) (Middle)
40 WEST 57TH ST, 28TH FL

(Street)
NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[AI Gamida Holdings LLC](#)

(Last) (First) (Middle)
40 WEST 57TH ST, 28TH FL

(Street)
NEW YORK NY 10019

(City) (State) (Zip)

Explanation of Responses:

1. The securities reported are held directly by AI Gamida Holdings LLC ("AI Gamida") and may be deemed to be beneficially owned by Access Industries Management, LLC ("Management LLC") and Len Blavatnik, because Management LLC and Len Blavatnik control AI Gamida, and Len Blavatnik controls Management LLC. Each of the reporting persons (other than AI Gamida) disclaims beneficial ownership of these securities, except to the extent of its or his pecuniary interest therein, if any, and this Form shall not be construed as an admission that any such reporting person (other than AI Gamida) is the beneficial owner of such securities for any purpose.
2. The securities reported are held directly by Clal Biotechnology Industries Ltd. ("CBI") and may be deemed to be beneficially owned by Access Industries Holdings LLC ("AIH"), Access Industries, LLC ("Access LLC"), Management LLC and Len Blavatnik, because Clal Industries Ltd. ("CI") is the controlling shareholder of CBI, AIH controls CI, Access LLC holds a majority of the outstanding interests in AIH, Management LLC controls Access LLC, and Len Blavatnik controls Management LLC and Access LLC. Each of the reporting persons (other than CBI) disclaims beneficial ownership of these securities, except to the extent of its or his pecuniary interest therein, if any, and this Form shall not be construed as an admission that any such reporting person (other than CBI) is the beneficial owner of such securities for any purpose.
3. The securities reported are held directly by AI Biotechnology LLC ("AIB") and may be deemed to be beneficially owned by AIH, Access LLC, Management LLC and Len Blavatnik, because Len Blavatnik controls Management LLC, AIH and Access LLC, Access LLC controls a majority of the outstanding voting interests in AIH, Management LLC controls Access LLC and AIH, and AIH owns a majority of AIB. Each of the reporting persons (other than AIB) disclaims beneficial ownership of these securities, except to the extent of its or his pecuniary interest therein, if any, and this Form shall not be construed as an admission that any such reporting person (other than AIB) is the beneficial owner of such securities for any purpose.
4. The securities reported are held directly by Bio Medical Investment (1997) Ltd. ("Bio Medical") and may be deemed to be beneficially owned by CBI, AIH, Access LLC, Management LLC and Len Blavatnik because CBI owns Bio Medical, CI is the controlling shareholder of CBI, AIH controls CI, Access LLC holds a majority of the outstanding interests in AIH, Management LLC controls Access LLC, and Len Blavatnik controls Management LLC and Access LLC. Each of the reporting persons (other than Bio Medical) disclaims beneficial ownership of these securities, except to the extent of its or his pecuniary interest therein, if any, and this Form shall not be construed as an admission that any such reporting person (other than Bio Medical) is the beneficial owner of such securities for any purpose.
5. Each warrant is exercisable for one Ordinary Share. CBI may elect to exercise the warrant in whole or in part and from time to time at any time until July 22, 2022, on a net issuance basis, at an exercise price of \$6.72 per Ordinary Share. The number of Ordinary Shares purchasable upon exercise of the warrant and the exercise price is subject to adjustments, as set forth in the warrant agreement, dated July 3, 2017.
6. Immediately exercisable.
7. The option vests in equal quarterly installments over a twelve-month period commencing on November 1, 2021, subject to the continued service by Ofer Gonen to the Issuer as of the applicable vesting date.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

<u>/s/ Alejandro Moreno for Access Industries Holdings LLC</u>	<u>01/10/2022</u>
<u>/s/ Ofer Gonen (CEO) and Assaf Segal (CFO) for Clal Biotechnology Industries Ltd.</u>	<u>01/10/2022</u>
<u>/s/ Alejandro Moreno for Access Industries, LLC</u>	<u>01/10/2022</u>
<u>/s/ Alejandro Moreno for Access Industries Management, LLC</u>	<u>01/10/2022</u>
<u>/s/ Alejandro Moreno, as Attorney-in-Fact for Mr. Blavatnik</u>	<u>01/10/2022</u>
<u>/s/ Alejandro Moreno for AI Gamida Holdings LLC</u>	<u>01/10/2022</u>
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

LIMITED POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Lincoln Benet and Alejandro Moreno, and each of them individually, the undersigned's true and lawful attorney-in-fact to:

execute for and on behalf of the undersigned, in the undersigned's capacity as a beneficial owner of Gamida Cell Ltd. (the "Company"): (i) Forms 3, 4 and 5 and any other forms required to be filed in accordance with Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules thereunder (a "Section 16 Form"), (ii) all forms and schedules in accordance with Section 13(d) of the Exchange Act and the rules thereunder, including all amendments thereto (a "Section 13 Schedule"), (iii) a Form ID Application, Passphrase Update Application and/or request to convert from paper only to electronic filer with the U.S. Securities and Exchange Commission and to obtain access codes to file on EDGAR and any other forms required to be filed or submitted in accordance with Regulation S-T promulgated by the United States Securities and Exchange Commission (or any successor provision) in order to file a Section 13 Schedule or a Section 16 Form electronically (a "Form ID", and, together with a Section 16 Form and a Section 13 Schedule, the "Forms and Schedules") and (iv) any Joint Filing Agreement or similar agreement with respect to the filing of any of the Forms or Schedules in (i) through (iii) above;

do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms and Schedules, complete and execute any amendments thereto, and timely file such Forms and Schedules with the U.S. Securities and Exchange Commission and any stock exchange or similar authority; and

take any other action of any type whatsoever in connection with the foregoing which, in the opinion of each such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by each such attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney shall be in such form and shall contain such terms and conditions as he may approve in his discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that each such attorney-in-fact, or his substitute or substitutes, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney and the rights and powers herein granted.

The undersigned acknowledges that each such attorney-in-fact is serving in such capacity at the request of the undersigned, and is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 13 or Section 16 of the Exchange Act.

This Limited Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file any Forms and Schedules with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to each such attorney-in-fact.

From and after the date hereof, any Limited Power of Attorney previously granted by the undersigned concerning the subject matter hereof is hereby revoked.

IN WITNESS WHEREOF, the undersigned has executed this Limited Power of Attorney as of November 7, 2018.

LEONARD BLAVATNIK

/s/ Len Blavatnik