

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

FORM 8-K/A
(Amendment No. 3)

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 26, 2024

Gamida Cell Ltd.
(Exact name of registrant as specified in its Charter)

Israel
(State or other jurisdiction
of incorporation)

001-38716
(Commission File Number)

Not Applicable
(IRS Employer
Identification No.)

116 Huntington Avenue, 7th Floor, Boston, MA
(Address of principal executive offices)

02116
(Zip Code)

(617) 892-9080
(Registrant's telephone number, including area code)

Not Applicable
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Ordinary Shares, NIS 0.01 par value	GMDA	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, 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 13(a) of the Exchange Act. ☐

Explanatory Note

On March 27, 2024, Gamida Cell Ltd. (the “**Company**”) filed a Current Report on Form 8-K (the “**Form 8-K**”) reporting, among other things, (i) the entry into a Restructuring Support Agreement with Gamida Cell Inc. and certain funds managed by Highbridge Capital Management LLC (the “**Support Agreement**”) and (ii) the Company’s filing of a voluntary proceeding for restructuring (the “**Restructuring Proceeding**”) in the District Court of Beersheba, Israel (the “**District Court**”) pursuant to Part 10 to the Israeli Restructuring and Financial Rehabilitation Law, 2018. The Form 8-K also described the anticipated terms and conditions of the Company’s debt arrangement (the “**Debt Arrangement**”) pursuant to the Support Agreement. The Form 8-K was subsequently amended on March 29, 2024 and April 5, 2024, and this Amendment No. 3 on Form 8-K/A is being filed by the Company in order to provide a further update regarding events related to the Restructuring Proceeding.

Item 8.01 Other Events.

On April 4, 2024, the District Court issued a decision regarding the timing for certain events in the Restructuring Proceeding, including the following: (i) April 17, 2024 is the deadline for the Company’s shareholders to file opinions of financial experts on the valuation of the Company with the District Court; (ii) April 18, 2024 is the deadline for the Company’s shareholders to file objections to the Debt Arrangement with the District Court; (iii) April 30, 2024 is the deadline for the Company’s creditors to file claims for debts with the District Court; and (iv) May 5, 2024 is the date of the next hearing on the Restructuring Proceeding in the District Court. An official English translation of the District Court’s decision is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Cautionary Note Regarding the Company’s Ordinary Shares

The Company cautions that trading in its ordinary shares during the pendency of the restructuring proceeding is highly speculative and poses substantial risks. Trading prices for the ordinary shares may bear little or no relationship to the actual recovery, if any, by holders of the ordinary shares in the Restructuring Proceeding. The Company expects that holders of the ordinary shares could experience a significant or complete loss on their investment, depending on the outcome of the Restructuring Proceeding.

Item 9.01. Financial Statements and Exhibits.

Exhibit No.	
99.1	English translation of April 4, 2024 Decision of the District Court of Beersheba, Israel
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GAMIDA CELL LTD.

Dated: April 11, 2024

By: /s/ Josh Patterson
Josh Patterson
General Counsel & Chief Compliance Officer



Court of Law

In the Be'er Sheva District Court

Before the Honorable Judge Yaakov Persky

Insolvency Case 63461-03-24
Discussion date: 04 April 2024

Re: Insolvency and Financial Rehabilitation Law 5778-2018
And re: Insolvency and Financial Rehabilitation Regulations, 5779-2019

(hereinafter: "the Law")
(hereinafter: "the Regulations")

Re: Gamida Cell Ltd., P.C. 512601204

(hereinafter: "the Company")

and re: 1. Yitzhak Aharonov, ID 028433266
2. Ofek Aharonov, ID 206361271
3. Galina Plotkina, ID 327199188
4. Alexey Plotkin, ID 317591980
5. David Kelty, American Passport No. 677547055
6. James Bourdew, American Passport No. 597761885
7. Lee Sengwoo, South Korean Passport No. M23552398
8. Karl F Ruoff, American Passport No. 663694902
9. Jason Solomon, American Passport No. 649359719
10. Jay Estes, American Passport No. 589140692
12. Levin Capital Strategies L.P 870753486.
13. Bio Medical Investments (1997) Ltd. P.C. 512496597
14. Mr. Shay Bleiberg, ID 058498536

(hereinafter: "the Opponents")

And re: Highbridge group

(hereinafter: "the Lender")

And re: Insolvency Procedures Commissioner

(hereinafter: "the Commissioner")

Parties present:

Counsel for the Applicant – Adv. Pinni Yaniv, Adv. Merav Ben-Artzi and Adv. Doreen Ardis

Counsel for the Opponents 1-10 – Adv. Yoel Freilich and Adv. Koby Meshi

Counsel for the Opponents 12 and 13 – Adv. Aaron Michaeli, Adv. Yehuda Rosenthal and Adv. Nimrod Heller

Counsel for the Lender (Highbridge) – Adv. Yaniv Dinovich, Adv. Gilad Wekselman and Adv. Ron Ben-Menachem

Mr. Shay Bleiberg – by himself

Counsel for the Commissioner – Adv. Gali Atron



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MINUTES

The Court's comment:

As part of a pilot held by the Court system, I am notifying the parties that the hearing will be recorded and transcribed. The copy of the recording and transcription will be made available to the parties through the Court net website or through the Court secretariat. The parties will not bear the recording and transcription costs.

Decision

In accordance with Section 68a(a) of the Courts Law [Consolidated Version], 5744-1984, I order that the hearings in this proceeding be managed by way of recording.

Given and announced today, 25th of Adar II, 5784, 04/04/2024, in the presence of the parties.

[signature]

Yaakov Persky, Judge

Decision

The minutes of the discussion were recorded, and the minutes will be transcribed as soon as possible.

Another meeting is hereby scheduled for 05.05.24 at 10:00.

As far as the Company's creditors are concerned, I am instructing as requested in the Company's application, i.e., creditors who dispute the amount of the debt listed in Form 1 as stated in the application, will be entitled to submit a debt claim until 30.4.24.



Court of Law

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For the avoidance of doubt, the right to submit debt claims is for anyone who considers himself a creditor in the Company, whether he is on the Company's list of creditors or not.

The Company will make publications regarding the date of the hearing and the possibility of filing debt claims for those who disagree on the amount of said debt in two daily newspapers, one of which is a financial newspaper.

The Company is requested to publish the application with all its appendices, translated into English, in the Nasdaq publication system, except for Form 1 which refers to details such as salaries and the like.

Creditors who object to the arrangement will be able to submit an organized objection until 1.5.2024.

It will be clarified that under no circumstances will the right to finalize the claim in a verbal manner be allowed for a creditor who has not submitted a written objection.

As far as the shareholders are concerned, it will be possible to submit an organized objection until 18.4.24.

The Company as well as Highbridge will be entitled to submit a reply to the objection of the shareholders until 1.5.2024.

As far as the position of the creditors is concerned, as far as it is submitted, the Company and Highbridge will be able to submit their reply by 2.5.2024.

During the writing of the decision, the recorded minutes were opened again at the request of shareholders that the Company present required documents.

I do not give instructions for the disclosure of documents, although, on the other hand, the Company must consider whether to provide these or other documents, and I will not make any additional decisions in this regard.

As far as the appointment of an expert on behalf of the Court is concerned, there is a difficulty in terms of the time frame on the one hand, although on the other hand it may be unavoidable.

I request to hear the representatives of the parties before the next Sunday regarding an agreed-upon identity of the Court's expert while submitting [sic: emphasizing] that this does not constitute agreement or waiver of the right to present an expert on behalf of the parties, and the purpose is to assist the Court in appointing the independent professional in accordance with the instruction of the Court.



Court of Law

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The Commissioner is requested to assist in the matter of the identity of the agreed-upon expert. If the parties fail to reach an agreement, the Commissioner is asked to propose candidates, when during the writing of this paragraph the name of CPA Izhar Khamne came up. The Commissioner's representative requests in any case to send a notice in this regard no later than on Monday, 8.4.24 in the morning.

Given and announced today, 25th of Adar II, 5784, 04/04/2024, in the presence of the parties.

[signature]

Yaakov Persky, Judge