

Edgar Filing: COMPUGEN LTD - Form SC 13D/A

COMPUGEN LTD
Form SC 13D/A
May 14, 2009

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

SCHEDULE 13D
Rule 13d-101

Information to be Included in Statements Filed pursuant to Rule 13d-1(a)
and Amendments Thereto Filed Pursuant to Rule 13d-2(a)
(AMENDMENT NO. 3)*

COMPUGEN LTD.

(Name of Issuer)

ORDINARY SHARES, PAR VALUE NIS 0.01 PER SHARE

(Title of Class of Securities)

M25722105

(CUSIP Number)

CLAL INDUSTRIES AND INVESTMENTS LTD.
THE TRIANGULAR TOWER
45TH FLOOR
3 AZRIELI CENTER
TEL AVIV 67023
ATTN: CORPORATE SECRETARY
TEL: 972-3-607-5794

(Name, Address and Telephone Number of Person Authorized to Receive
Notices and Communications)

MAY 14, 2009

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

NOTE: Schedules filed in paper format shall include a signed original and five copies of the Schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Edgar Filing: COMPUGEN LTD - Form SC 13D/A

Page 1 of 24 pages

SCHEDULE 13D

CUSIP NO. M25722105

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Clal Biotechnology Industries Ltd. (no U.S. I.D. number)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *
(A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2 (D) OR 2 (E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Israel

	7	SOLE VOTING POWER	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	2,196,931
	9	SOLE DISPOSITIVE POWER	0
	10	SHARED DISPOSITIVE POWER	2,196,931

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,196,931

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
7.71%

14 TYPE OF REPORTING PERSON*
CO

Page 2 of 24 pages

Edgar Filing: COMPUGEN LTD - Form SC 13D/A

SCHEDULE 13D

CUSIP NO. M25722105

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Clal Industries and Investments Ltd. (no U.S. I.D. number)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *
(A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2 (D) OR 2 (E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Israel

7 SOLE VOTING POWER
0
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER
2,207,457

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
2,207,457

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,207,457

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
7.74%

14 TYPE OF REPORTING PERSON*
CO

SCHEDULE 13D

CUSIP NO. M25722105

Edgar Filing: COMPUGEN LTD - Form SC 13D/A

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

IDB Development Corporation Ltd. (no U.S. I.D. number)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *
(A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2 (D) OR 2 (E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Israel

7 SOLE VOTING POWER
0
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER
2,207,457

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
2,207,457

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,207,457

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
7.74%

14 TYPE OF REPORTING PERSON*
CO

Page 4 of 24 pages

SCHEDULE 13D

CUSIP NO. M25722105

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

IDB Holding Corporation Ltd. (no U.S. I.D. number)

Edgar Filing: COMPUGEN LTD - Form SC 13D/A

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *
(A) [X]
(B) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2 (D) OR 2 (E) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Israel

7 SOLE VOTING POWER
0
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER
2,207,457

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
2,207,457

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,207,457

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
 []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
7.74%

14 TYPE OF REPORTING PERSON*
CO

Page 5 of 24 pages

SCHEDULE 13D

CUSIP NO. M25722105

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Nochi Dankner

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *
(A) [X]

Edgar Filing: COMPUGEN LTD - Form SC 13D/A

(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2 (D) OR 2 (E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Israel

	7	SOLE VOTING POWER
		0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		2,207,457
	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		2,207,457

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,207,457

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
7.74%

14 TYPE OF REPORTING PERSON*
IN

Page 6 of 24 pages

SCHEDULE 13D

CUSIP NO. M25722105

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Shelly Bergman

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *
(A)
(B)

3 SEC USE ONLY

Edgar Filing: COMPUGEN LTD - Form SC 13D/A

4 SOURCE OF FUNDS*
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2 (D) OR 2 (E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Israel

	7	SOLE VOTING POWER
		0
NUMBER OF		
SHARES	8	SHARED VOTING POWER
BENEFICIALLY		2,207,457
OWNED BY		
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON WITH		
	10	SHARED DISPOSITIVE POWER
		2,207,457

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,207,457

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
7.74%

14 TYPE OF REPORTING PERSON*
IN

Page 7 of 24 pages

SCHEDULE 13D

CUSIP NO. M25722105

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Avraham Livnat

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *
(A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2 (D) OR 2 (E)

Edgar Filing: COMPUGEN LTD - Form SC 13D/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Israel

7 SOLE VOTING POWER
0
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER
2,207,457

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
2,207,457

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,207,457

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
7.74%

14 TYPE OF REPORTING PERSON*
IN

Page 8 of 24 pages

SCHEDULE 13D

CUSIP NO. M25722105

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Ruth Manor

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *
(A) [X]
(B) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2 (D) OR 2 (E) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Israel

7 SOLE VOTING POWER

Edgar Filing: COMPUGEN LTD - Form SC 13D/A

	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8 SHARED VOTING POWER 2,207,457
	9 SOLE DISPOSITIVE POWER 0
	10 SHARED DISPOSITIVE POWER 2,207,457
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,207,457
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.74%
14	TYPE OF REPORTING PERSON* IN

Page 9 of 24 pages

This Amendment No. 3 amends and supplements the Statement on Schedule 13D (as amended from time to time, the "Statement") in respect of the Ordinary Shares, par value NIS 0.01 per share, ("Ordinary Shares"), of Compugen Ltd. (the "Issuer"), initially filed with the Securities and Exchange Commission ("SEC") by the Reporting Persons (as defined in the Statement) on July 7, 2003.

Unless otherwise defined in this Amendment No. 3, capitalized terms have the meanings given to them in the Statement.

The following amends and supplements Items 2, 5 and 7 of the Statement.

ITEM 2. IDENTITY AND BACKGROUND

Item 2 of the Statement is hereby amended and restated in its entirety as follows:

(a), (b) and (c): The Reporting Persons.

The following are the names of the reporting persons (the "REPORTING PERSONS"), the place of organization, principal business, and address of the principal business or office of each Reporting Person that is a corporation, and the residence or business address and present principal occupation of each Reporting Person who is a natural person:

(1) Clal Biotechnology Industries Ltd., ("CBI "), an Israeli public corporation, with its principal office at the Triangular Tower, 45th floor, 3 Azrieli Center, Tel Aviv 67023, Israel. CBI is a holding company, the activities of which consist of establishment, acquisition and development of companies in the life science industry. The outstanding shares of CBI are listed for trading on the Tel Aviv Stock Exchange ("TASE"). CBI owns directly Ordinary Shares of the Issuer.

(2) Clal Industries and Investments Ltd. ("CLAL INDUSTRIES"), an Israeli

Edgar Filing: COMPUGEN LTD - Form SC 13D/A

public corporation, with its principal office at the Triangular Tower, 45th floor, 3 Azrieli Center, Tel Aviv 67023, Israel. Clal Industries is a holding company whose principal holdings are in the industrial and technology sectors. The outstanding shares of Clal Industries are listed for trading on the TASE. CBI is a majority owned subsidiary of Clal Industries. Clal Industries owns directly Ordinary Shares of the Issuer. By reason of Clal Industries' control of CBI, Clal Industries may be deemed beneficial owner of, and to share the power to vote and dispose of, the Ordinary Shares owned directly by CBI.

(3) IDB Development Corporation Ltd. ("IDB DEVELOPMENT"), an Israeli private corporation, with its principal office at the Triangular Tower, 44th floor, 3 Azrieli Center, Tel Aviv 67023, Israel. IDB Development, through its subsidiaries, organizes, acquires interests in, finances and participates in the management of companies. Parts of the securities of IDB Development are listed on the TASE. IDB Development owns the majority of the outstanding shares of, and controls, Clal Industries. By reason of IDB Development's control of Clal Industries, IDB Development may be deemed beneficial owner of, and to share the power to vote and dispose of, the Ordinary Shares beneficially owned by Clal Industries.

(4) IDB Holding Corporation Ltd., an Israeli public corporation ("IDB HOLDINGS" or "IDBH"), with its principal office at the Triangular Tower, 44th floor, 3 Azrieli Center, Tel Aviv 67023, Israel. IDB Holdings is a holding company that, through its wholly owned subsidiary, IDB Development, organizes, acquires interests in, finances and participates in the management of companies. The outstanding shares of IDB Holdings are listed for trading on the TASE. By reason of IDB Holdings' control of IDB Development, IDB Holdings may be deemed beneficial owner of, and to share the power to vote and dispose of, the Ordinary Shares owned beneficially by IDB Development.

Page 10 of 24 pages

Exhibit 1

(Information provided as of May 14, 2009 in response
to Items 2 through 6 of Schedule 13D)

Executive Officers and Directors of
Clal Biotechnology Industries Ltd.

Address is: Azrieli Center, Triangular Tower, Tel Aviv 67023, Israel

(Citizenship the same as country of residence unless otherwise noted)

NAME & ADDRESS -----	POSITION -----	CURRENT PRINCIPAL OCCUPATION -----
Avi Fischer 3 Azrieli Center, Triangular Tower, Tel Aviv, Israel	Chairman of the Board	Executive Vice President of IDB Hol Deputy Chairman of IDB Development; Co-Chief Executive Officer of Clal Industries and Investments Ltd.
Aahron Schwartz 5 Basel St. Petach Tikva, Israel	Director	Vice President of Teva Pharmaceutic Ltd.
Gavriel Barabash 17 Beny Neviim st. Ramt Gan. Israel	Director	General Director of Sourasky Medic Center, Tel Aviv
Tamar Manor Morel* 3 Azrieli Center, Triangular Tower,	Director	CTO Biotechnology of Clal Industrie Investments Ltd.

Edgar Filing: COMPUGEN LTD - Form SC 13D/A

Tel Aviv, Israel

Jonathan Kaplan 7 Jabotinsky st. Ramt - Gan, Israel	Director	Controlling shareholder of Jonathan consulting & Investments Ltd.
Ehud Raanani 69 Hapards st. Hod - Hasharon, Israel	External Director	Department Director of Cardiac Surgery Sheba Medical Center Tel Hashomer.
Avraham Zigelman 8 Ori Caesary st. Tel Aviv, Israel	External Director	Director of Companies
Ruben Krupik 14 A Abba Hill Silver st. Ramt Gan, Israel	Chief Executive officer	Chief Executive officer of Clal Biotechnology Industries Ltd and Arte Venture Group Ltd.
Amos Bankirer 14 A Abba Hill Silver st. Ramt Gan, Israel	Vice President	Partner of Arte Venture Group Ltd.
Gil Milner 14 A Abba Hill Silver st. Ramt Gan, Israel	Vice President Financial Manager and Comptroller.	Financial Manager and Comptroller of Biotechnology Industries Ltd.

Page 16 of 24 pages

NAME & ADDRESS -----	POSITION -----	CURRENT PRINCIPAL OCCUPATION -----
Nitsa Einan 3 Azrieli Center, Triangular Tower, Tel Aviv, Israel	Vice President and General Counsel.	General Counsel of Clal Industries Investments Ltd. and Clal Biotechnology Industries Ltd.
Ofer Goldberg 14 A Abba Hill Silver st. Ramt Gan, Israel	Vice President	Partner and Director of Arte Venture Ltd.
Ofer Gonen 14 A Abba Hill Silver st. Ramt Gan, Israel	Vice President	Partner and Director of Arte Venture Ltd.
Joshua Hazenfrtz 52 Menahem Begin Road Ramt Gan, Israel	Internal Auditor	Internal Auditor of Clal Biotechnology Industries Ltd.

*Mrs. Tamar Manor Morel is a citizen of Israel and France.

Page 17 of 24 pages

Exhibit 2
(Information provided as of May 14, 2009 in response to Items 2 through 6 of Schedule 13D)
Executive Officers and Directors of

Edgar Filing: COMPUGEN LTD - Form SC 13D/A

Clal Industries and Investments Ltd.
Address is: 3 Azrieli Center, Triangle Tower, Tel Aviv 67023, Israel
(Citizenship the same as country of residence unless otherwise noted)

NAME & ADDRESS -----	POSITION -----	CURRENT PRINCIPAL OCCU -----
Nochi Dankner 3 Azrieli Center, the Triangular Tower 44th floor, Tel Aviv 67023, Israel	Chairman of the Board of Directors and Co-Chief Executive.	Chairman and Chief Exe IDB Holding; Chairman DIC and Clal Industrie Ltd.; Businessman and
Avi Fischer 3 Azrieli Center, the Triangular Tower 45th floor, Tel Aviv 67023, Israel	Director	Executive Vice Preside Deputy Chairman of ID Co-Chief Executive Off Industries and Investm
Refael Bisker 3 Azrieli Center, the Triangular Tower 44th floor, Tel Aviv 67023, Israel	Director	Chairman of Property a Corporation Ltd.; Co-C Ltd.
Marc Schimmel* 54-56 Euston St., London NW1 U.K.	Director	Director of UKI Invest
Yecheskel Dovrat 1 Nachshon St., Ramat Hasharon, Israel.	Director	Economic consultant an companies.
Eliahu Cohen 3 Azrieli Center, the Triangular Tower 44th floor, Tel Aviv 67023, Israel	Director	Chief Executive Office
Shay Livnat 31 HaLechi St., Bnei Brak 51200, Israel	Director	President of Zoe Holdi
David Leviatan 18 Mendele St., Herzeliya, Israel	Director	Director of Companies.

Page 18 of 24 pages

NAME & ADDRESS -----	POSITION -----	CURRENT PRINCIPAL OCCU -----
Isaac Manor** 26 Hagderot St., Savion, Israel	Director	Chairman of companies sector of the David Lu
Dori Manor** 17 Kerem Hazitim St., Savion, Israel	Director	Chief Executive Office motor vehicle sector o Ltd. group.
Adiel Rosenfeld, 42 Ha'Alon St., Timrat 36576, Israel	Director	Representative in Isra

Edgar Filing: COMPUGEN LTD - Form SC 13D/A

Liora Polachek 46 He Beiyyar st., Tel Aviv, Israel	External Director	Independent Lawyer, Pa at Sitan Polachek Atto
Zeev Ben- Asher 20 Carmely st., Ramt- Gan, Israel	External Director	Managers Coacher and consultant.
Zvi Livnat 3 Azrieli Center, the Triangular Tower 45th floor, Tel Aviv 67023, Israel	Co- Chief Executive	Executive Vice Preside Deputy Chairman of IDB Co-Chief Executive Off Industries and Investm
Boaz Simons, 3 Azrieli Center, the Triangular Tower 45th floor, Tel Aviv 67023, Israel	Senior Vice President	Vice President of Clal Investments Ltd.
Guy Rosen, 3 Azrieli Center, the Triangular Tower 45th floor, Tel Aviv 67023, Israel	Senior Vice President	Vice President of Clal Investments Ltd. Chair Airlines and Truism Lt
Gonen Bieber,*** 3 Azrieli Center, the Triangular Tower 45th floor, Tel Aviv 67023, Israel	Vice President and Financial Manager.	Financial Manager of C Investments Ltd.
Nitsa Einan 3 Azrieli Center, the Triangular Tower 45th floor, Tel Aviv 67023, Israel	Vice President and General Counsel.	General Counsel of Clal Investments Ltd. and C Industries Ltd.
Yehuda Ben Ezra 3 Azrieli Center, the Triangular Tower 45th floor, Tel Aviv 67023, Israel	Vice President and Comptroller.	Comptroller of Clal In Investments Ltd.

Page 19 of 24 pages

NAME & ADDRESS -----	POSITION -----	CURRENT PRINCIPAL OCCU -----
Tal Mund 3 Azrieli Center, the Triangular Tower 45th floor, Tel Aviv 67023, Israel	Vice President	Business Development o Investments Ltd.
Ilan Amit, 3 Azrieli Center, the Triangular Tower 45th floor, Tel Aviv 67023, Israel	Internal Auditor	Internal Auditor of Cl Investments Ltd.

* Mr. Mark Schimmel is a citizen of Great Britain.

** Mr. Isaac Manor and Mr. Dori Manor are citizens of Israel and France

*** Mr. Gonen Bieber is a citizen of Israel and the Republic of Germany.

Edgar Filing: COMPUGEN LTD - Form SC 13D/A

Page 20 of 24 pages

Exhibit 3

(Information provided as of May 14, 2009 in response to Items 2 through 6 of Schedule 13D)

Executive Officers and Directors of IDB Development Corporation Ltd.

Address is: 3 Azrieli Center, Triangular Tower, Tel Aviv 67023, Israel

(Citizenship the same as country of residence unless otherwise noted)

NAME & ADDRESS -----	POSITION -----	CURRENT PRINCIPAL OCCUPATIO -----
Nochi Dankner 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Chairman of the Board of Directors	Chairman and Chief Executive IDB Holding; Chairman of ID Development, DIC and Clal I Investments Ltd.; Businessm Director of companies.
Zehava Dankner 64 Pinkas Street, Tel Aviv 62157, Israel	Director	Director of companies.
Avi Fischer 3 Azrieli Center, The Triangular Tower, 45th floor, Tel-Aviv 67023, Israel	Deputy Chairman of the Board of Directors	Executive Vice President of Deputy Chairman of IDB Deve Co-Chief Executive Officer Industries and Investments
Zvi Livnat 3 Azrieli Center, The Triangular Tower, 45th floor, Tel-Aviv 67023, Israel	Deputy Chairman of the Board of Directors	Executive Vice President of Deputy Chairman of IDB Deve Co-Chief Executive Officer Industries and Investments
Refael Bisker 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Director	Chairman of Property and Bu Corporation Ltd.; Co-Chairm Shufersal Ltd.
Jacob Schimmel 7 High field Gardens, London NW11 9HD, United Kingdom	Director	Co- Managing Director of UK
Shay Livnat 3 Azrieli Center, The Triangular Tower, 45th floor, Tel-Aviv 67023, Israel	Director	President of Zoe Holdings L
Eliahu Cohen 3 Azrieli Center, The Triangular Tower 44th floor, Tel-Aviv 67023, Israel	Director and Chief Executive Officer	Chief Executive Officer of Development.
Isaac Manor (*) 103 Kahanman Street, Bnei brak 51553, Israel	Director	Chairman of companies in th vehicle sector of the David Ltd. group.

Page 21 of 24 pages

Edgar Filing: COMPUGEN LTD - Form SC 13D/A

NAME & ADDRESS -----	POSITION -----	CURRENT PRINCIPAL OCCUPATIO -----
Dori Manor (*) 103 Kahanman Street, Bnei brak 51553, Israel	Director	Chief Executive Officer of the motor vehicle sector of Lubinski Ltd. group.
Abraham Ben Joseph 87 Haim Levanon Street, Tel-Aviv 69345, Israel	Director	Director of companies.
Amos Malka 18 Nahal Soreq Street, Modi'in 71700, Israel	Director	Director of companies
Prof. Yoram Margalioth 16 Ha'efroni Street, Raanana 43724, Israel	Director	Senior lecturer (expert on the Faculty of Law in the T University.
Irit Izakson 15 Great Matityahou Cohen Street, Tel-Aviv 62268, Israel	Director	Director of companies.
Lior Hannes 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Senior Executive Vice President	Senior Executive Vice Presi Development; Chief Executiv IDB Investments (U.K.) Ltd.
Dr. Eyal Solganik 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Executive Vice President and Chief Financial Officer	Executive Vice President an Financial Officer of IDB De Chief Financial Officer of
Ari Raved 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Vice President	Vice President of IDB Devel
Haim Gavrieli 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Executive Vice President	Executive Vice President of Development.
Haim Tabouch 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Vice President and Comptroller	Vice President and Comptrol Development; Comptroller of
Inbal Tzion 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Vice President and Corporate Secretary	Vice President and Corporat of IDB Development; Corpora of IDB Holding.
Ilan Amit, 3 Azrieli Center, the Triangular Tower 45th floor, Tel Aviv 67023, Israel	Internal Auditor	Internal Auditor of IDB Dev Corporation Ltd.

(*) Mr. Issac Manor and Mr. Dori Manor are citizens of Israel and France.

EXHIBIT 4

(Information provided as of May 14, 2009 in response to Items 2 through 6 of Schedule 13D)

Executive Officers, Directors and Persons Controlling IDB Holding Corporation Ltd.

Address is: 3 Azrieli Center, Triangular Tower, Tel Aviv 67023, Israel
(citizenship is Israel, unless otherwise noted)

NAME & ADDRESS -----	POSITION -----	CURRENT PRINCIPAL OCCUPATIO -----
Nochi Dankner 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Chairman of the Board of Directors and Chief Executive Officer	Chairman and Chief Executive IDB Holding; Chairman of ID Development, DIC and Clal I Investments Ltd.; Businessm Director of companies.
Isaac Manor (*) 103 Kahanman Street, Bnei brak 51553, Israel	Deputy Chairman of the Board of Directors	Chairman of companies in th vehicle sector of the David Ltd. group.
Arie Mientkavich 14 Betzalel Street, Jerusalem 94591, Israel	Vice Chairman of the Board of Directors	Chairman of Elron; Deputy C Gazit-Globe Ltd. and Chairm Gazit-Globe Israel (Develop
Zehava Dankner 64 Pinkas Street, Tel Aviv 62157, Israel	Director	Director of companies.
Lior Hannes 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Director	Senior Executive Vice Presi Development; Chief Executiv IDB Investments (U.K.) Ltd.
Refael Bisker 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Director	Chairman of Property and Bu Corporation Ltd.; Co-Chairm Shufersal Ltd.
Jacob Schimmel 7 High field Gardens, London NW11 9HD, United Kingdom	Director	Co- Managing Director of UK
Shaul Ben-Zeev Taavura Junction, Ramle 72102, Israel	Director	Chief Executive Officer of Livnat Ltd.
Eliahu Cohen 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Director	Chief Executive Officer of Development.

Edgar Filing: COMPUGEN LTD - Form SC 13D/A

NAME & ADDRESS -----	POSITION -----	CURRENT PRINCIPAL OCCUPATIO -----
Dori Manor (*) 103 Kahanman Street, Bnei brak 51553, Israel	Director	Chief Executive Officer of the motor vehicle sector of Lubinski Ltd. group.
Meir Rosenne 8 Oppenheimer Street, Ramat Aviv, Tel Aviv 69395, Israel	Director	Attorney.
Shmuel Lachman 9A Khilat Jatomir Street, Tel Aviv 69405, Israel	External Director	Information technology cons
Zvi Dvoresky 3 Biram Street, Haifa 34986, Israel	External Director	Chief Executive officer of Trust Ltd.
Zvi Livnat 3 Azrieli Center, The Triangular Tower, 45th floor, Tel-Aviv 67023, Israel	Director and Executive Vice President	Executive Vice President of Deputy Chairman of IDB Deve Co-Chief Executive Officer Industries and Investments
Avi Fischer 3 Azrieli Center, The Triangular Tower, 45th floor, Tel-Aviv 67023, Israel	Executive Vice President	Executive Vice President of Deputy Chairman of IDB Deve Co-Chief Executive Officer Industries and Investments
Dr. Eyal Solganik 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Chief Financial Officer	Chief Financial Officer of Executive Vice President an Financial Officer of IDB De
Haim Tabouch 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Comptroller	Comptroller of IDB Holding; President and Comptroller o Development.
Ilan Amit, 3 Azrieli Center, the Triangular Tower 45th floor, Tel Aviv 67023, Israel	Internal Auditor	Internal Auditor of IDB Hol Corporation Ltd.

* Mr. Issac Manor and Mr. Dori Manor are citizens of Israel and France.