

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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

VASCULAR BIOGENICS LTD.
(Exact Name of Registrant as Specified in its Charter)

Israel
(State or Other Jurisdiction of
Incorporation or Organization)

Not applicable
(I.R.S. Employer
Identification No.)

8 HaSatat St.
Modi'in
Israel 7178106
972-634-6450
(Address of Principal Executive Offices)

Employee Share Ownership and Option Plan (2014)
(Full Title of the Plans)

Puglisi & Associates
850 Library Avenue
Suite 204
Newark, Delaware 19711
(302) 738-6680
(Name and Address of Agent For Service)

Copies to:

Mitchell S. Bloom, Esq.
Lawrence S. Wittenberg, Esq.
Goodwin Procter LLP
100 Northern Ave
Boston, MA 02210
(617) 570-1055

Yuval Horn, Adv.
Keren Kanir, Adv.
Horn & Co., Law Offices
Amot Investments Tower
2 Weizmann St., 24th Floor
Tel Aviv, Israel 6423902
972-3-637-8200

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price per Share (2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
(3)				

Ordinary Shares, NIS 0.01 par value per share	1,346,553	\$	1.30	\$	1,750,518.90	\$	228
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- 1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement shall also cover any additional ordinary shares which become issuable under the 2014 Employee Share Ownership and Option Plan (the “2014 Plan”) by reason of any share dividend, share split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of our outstanding ordinary shares.
- 2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) of the Securities Act, and based on the average of the high and low sale prices of the Registrant’s ordinary shares, as quoted on the Nasdaq Global Market, on July 31, 2020.
- 3) Represents an automatic increase of 1,346,553 Ordinary Shares to the number of shares available for issuance under the 2014 Plan, effective January 1, 2020 as was further approved by the Board of Directors in its meeting held on March 25, 2020. The remainder of ordinary shares available for issuance under the 2014 Plan were previously registered on registration statements on Form S-8 filed with the Securities and Exchange Commission (the “Commission”) on June 27, 2019 (Registration No. 333-232391), Form S-8 filed with the Commission on February 26, 2018 (Registration No. 333-223232), Form S-8 filed with the Commission on August 14, 2017 (Registration No. 333- 219969), Form S-8 filed with the Commission on April 4, 2016 (Registration No. 333-210583) and Form S-8 filed with the Commission on March 3, 2015 (Registration No. 333-202463).

Explanatory Note

This Registration Statement on Form S-8 registers additional Ordinary Shares under the Registrant's 2014 Employee Share Ownership and Option Plan (the "2014 Plan"). The aggregate number of Ordinary Shares reserved and available for issuance under the 2014 Plan is subject to an approved mechanism for annual increase each January 1, which began in January 2015, by an amount equal to four percent of the number of Ordinary Shares issued and outstanding on a fully diluted basis on the immediately preceding December 31 or such lesser number of Ordinary Shares as determined by the Administrator (as defined in the Plan). Accordingly, on January 1, 2020, the number of Ordinary Shares reserved and available for issuance under the Plan increased by 1,346,553 as was further approved by our Board of Directors in its meeting held on March 25, 2020. This Registration Statement registers these additional 1,346,553 Ordinary Shares. The additional Ordinary Shares are of the same class as other securities relating to the 2014 Plan for which the Registrant's registration statement filed on Form S-8 (Registration No. 333-232391) on June 27, 2019, on Form S-8 (Registration No. 333-223232) on February 26, 2018, Form S-8 (Registration No. 333-219969) on August 14, 2017, Form S-8 (Registration No. 333-210583) on April 4, 2016 and Form S-8 (Registration No. 333-202463) on March 3, 2015, is effective. The information contained in the Registrant's registration statements on Form S-8 (Registration No. 333-232391), on Form S-8 (Registration No. 333-223232), Form S-8 (Registration No. 333-219969), Form S-8 (Registration No. 333-210583) and Form S-8 (Registration No. 333-202463) is hereby incorporated by reference pursuant to General Instruction E.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

See the Exhibit Index on the page immediately preceding the exhibits for a list of exhibits filed as part of this Registration Statement on Form S-8, which Exhibit Index is incorporated herein by reference.

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 S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Modi'in, Israel, on this 5th day of August, 2020.

Vascular Biogenics Ltd.

By: /s/ Dror Harats
Dror Harats
Chief Executive Officer

POWER OF ATTORNEY

We, the undersigned officers and directors of Vascular Biogenics Ltd., hereby severally constitute and appoint Dror Harats and Amos Ron, and each of them singly (with full power to each of them to act alone), our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them for him and in his name, place and stead, and in any and all capacities, to sign for us and in our names in the capacities indicated below any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as full to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following person in the capacities and on the date indicated.

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Dror Harats</u> Dror Harats	Chief Executive Officer and Director (Principal Executive Officer)	August 5, 2020
<u>/s/ Amos Ron</u> Amos Ron	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	August 5, 2020
<u>/s/ Bennett M. Shapiro</u> Bennett M. Shapiro	Non-Executive Director	August 5, 2020
<u>/s/ Ruth Arnon</u> Ruth Arnon	Non-Executive Director	August 5, 2020
<u>/s/ Ruth Alon</u> Ruth Alon	Non-Executive Director	August 5, 2020
<u>/s/ Shmuel Ben Zvi</u> Shmuel Ben Zvi	Non-Executive Director	August 5, 2020
<u>/s/ Ron Cohen</u> Ron Cohen	Non-Executive Director	August 5, 2020
<u>/s/ David Hastings</u> David Hastings	Non-Executive Director	August 5, 2020
<u>/s/ Susan Kelley</u> Susan Kelley	Non-Executive Director	August 5, 2020
<u>/s/ Donald J. Puglisi</u> Name: Donald J. Puglisi Title: Authorized Representative in the United States	Authorized Representative in the United States	August 5, 2020

EXHIBIT INDEX

Exhibit No.	Description
4.1	Amended and Restated Articles of Association of the Registrant(1)
4.2	Memorandum of Association of the Registrant as amended(2)
4.3	Amendment to Memorandum of Association of the Registrant(3)
4.4	Employee Share Ownership and Option Plan (2014) of the Registrant, and form of Capital Gains Option Agreement thereunder(4)
5.1	Opinion of Horn & Co., Law Offices, Israeli legal counsel of the Registrant
23.1	Consent of Kesselman & Kesselman, Certified Public Accountants (Isr.), a member firm of PricewaterhouseCoopers International Limited.
23.2	Consent of Horn & Co, Law Offices (included in Exhibit 5.1)
24.1	Power of Attorney (included on signature page)

(1) Filed as Exhibit 3.2 to the Registrant’s Registration Statement on Form F-1 (File No. 333-196584), filed previously with the Commission on June 25, 2014 and incorporated by reference herein.

(2) Filed as Exhibit 3.3 to the Registrant’s Registration Statement on Form F-1 (File No. 333-196584), filed previously with the Commission on June 25, 2014 and incorporated by reference herein.

(3) Filed as Exhibit 3.4 to the Registrant’s Registration Statement on Form F-1 (File No. 333-196584), filed previously with the Commission on June 25, 2014 and incorporated by reference herein.

(4) Filed as Exhibit 10.17 to the Registrant’s Registration Statement on Form F-1 (File No. 333-196584), filed previously with the Commission on June 25, 2014 and incorporated by reference herein.



**Yuval Horn, Keren Kanir*, Roy Ribon, Ohad Mamann, Orly Sternfeld, Paz Abercohen,
Danielle Wassner, Shimrit Roznek, Assaf Unger, Yonatan Levinstein, Uri Dotan, Maya Weiss Donin, Victoria Zilberman, Alon Shafir, Tal
Gazanda, Anat Polyachenko, Shira Brami, Yuval Haddad**

* Also admitted in New York

Tel-Aviv, August 5, 2020
Ref: 6066/60

To:
Vascular Biogenics Ltd.
8 HaSatat St.
Modi'in, Israel 7178106

Ladies and Gentlemen:

Re: Registration Statement on Form S-8

We have acted as Israeli counsel to Vascular Biogenics Ltd., a company organized under the laws of the State of Israel (the "**Company**"), in connection with its registration statement on Form S-8 (the "**Registration Statement**") filed with the Securities and Exchange Commission under the Securities Act of 1933 (the "**Securities Act**") covering up to an aggregate of 1,346,553 ordinary shares of the Company, par value 0.01 NIS per share ("**Shares**") under the Company's 2014 Employee Share Ownership and Option Plan (the "**2014 Plan**").

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of the 2014 Plan, the Registration Statement, the Company's amended and restated Articles of Association (the "**Articles**"), and such other agreements, certificates, resolutions, minutes and other statements of corporate officers and other representatives of the Company and others and other documents provided to us by the Company as we have deemed necessary or appropriate as a basis for this opinion.

In rendering an opinion on the matters hereinafter set forth, we have assumed the authenticity of all original documents submitted to us as certified, conformed or photographic copies thereof, the genuineness of all signatures and the due authenticity of all persons executing such documents. We have assumed the same to have been properly given and to be accurate. We have also assumed the truth of all facts communicated to us by the Company and that all consents, minutes and protocols of meetings of the Company's committees, board of directors and shareholders which have been provided to us are true and accurate and have been properly prepared in accordance with the Articles and all applicable laws. In addition, we have assumed that the Company will duly approve any further future issuances of options and awards under the 2014 Plan, receive the full consideration for the Shares (which may consist, in part or in full, of services performed for the Company) and that the associated tax will be paid by or deducted at source.

Members of our firm are admitted to the Bar of 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 herein.

Based upon and subject to the foregoing, we are of the opinion that the Shares have been duly authorized and reserved for issuance and, when issued and paid for, will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement. In giving this opinion and such consent, we do not 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 Securities and Exchange Commission promulgated thereunder or Item 509 of 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 effective date of the Registration Statement that may alter, affect or modify the opinions expressed herein.

Sincerely yours,

Horn & Co. - Law Offices



CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Vascular Biogenics Ltd. of our report dated March 19, 2020, relating to the financial statements, which appears in Vascular Biogenics Ltd.'s Annual Report on Form 20-F for the year ended December 31, 2019.

Tel-Aviv, Israel
August 5, 2020

/s/ Kesselman & Kesselman
Certified Public Accountants (Isr.)
A member firm of PricewaterhouseCoopers International Limited

*Kesselman & Kesselman, Trade Tower, 25 Hamered Street, Tel-Aviv 6812508, Israel,
P.O Box 50005 Tel-Aviv 6150001 Telephone: +972 -3- 7954555, Fax: +972 -3- 7954556, www.pwc.com/il*
