

Protalix BioTherapeutics, Inc.
Form SC 13G
October 23, 2015

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

SCHEDULE 13G
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No.)*

Protalix BioTherapeutics, Inc.
(Name of Issuer)

Common Stock, par value \$0.001 per share
(Title of Class of Securities)

74365A101
(CUSIP Number)

October 13, 2015
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
☒ Rule 13d-1(c)
☐ Rule 13d-1(d)

*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 disclosures provided in a prior cover page.

The information required on 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).

CUSIP No. 74365A101

1) Names of Reporting Persons. PFIZER INC.
I.R.S. Identification Nos. of Above Persons (entities only) 13-5315170

2) Check the Appropriate Box if a Member of a Group (See Instructions)
(a) ☐

(b) ☒ **IX**

3) SEC Use Only

4) Citizenship or Place of Organization
Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH REPORTING
PERSON WITH:

5. Sole Voting Power 0

6. Shared Voting Power 5,649,079 shares of Common Stock, \$0.001 par value per share ("Common Stock") **(1)**

7. Sole Dispositive Power 0

8. Shared Dispositive Power 5,649,079 shares of Common Stock **(1)**

9) Aggregate Amount Beneficially Owned by Each Reporting Person 5,649,079 shares of Common Stock **(1)**

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions) ☐

11) Percent of Class Represented by Amount in Item 9 5.7% **(2)**

12) Type of Reporting Person (See Instructions) CO

CUSIP No. 74365A101

1) Names of Reporting Persons. C. P. Pharmaceuticals International C.V.
I.R.S. Identification Nos. of Above Persons (entities only) 98-0182045

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒ **IX**

3) SEC Use Only

4) Citizenship or Place of Organization
Netherlands

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH REPORTING
PERSON WITH:

5. Sole Voting Power 0

6. Shared Voting Power 5,649,079 shares of Common Stock, \$0.001 par value per share ("Common Stock") **(1)**

7. Sole Dispositive Power 0

8. Shared Dispositive Power 5,649,079 shares of Common Stock **(1)**

9) Aggregate Amount Beneficially Owned by Each Reporting Person 5,649,079 shares of Common Stock **(1)**

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions) ☐

11) Percent of Class Represented by Amount in Item 9 5.7% **(2)**

12) Type of Reporting Person (See Instructions) PN

CUSIP No. 74365A101

1) Names of Reporting Persons. PFIZER PRODUCTION LLC
I.R.S. Identification Nos. of Above Persons (entities only) 52-2090275

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3) SEC Use Only

4) Citizenship or Place of Organization

Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH REPORTING
PERSON WITH:

5. Sole Voting Power 0

6. Shared Voting Power 5,649,079 shares of Common Stock, \$0.001 par value per share ("Common Stock") **(1)**

7. Sole Dispositive Power 0

8. Shared Dispositive Power 5,649,079 shares of Common Stock **(1)**

9) Aggregate Amount Beneficially Owned by Each Reporting Person 5,649,079 shares of Common Stock **(1)**

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions) ☐

11) Percent of Class Represented by Amount in Item 9 5.7% **(2)**

12) Type of Reporting Person (See Instructions) OO

CUSIP No. 74365A101

1) Names of Reporting Persons. PFIZER MANUFACTURING LLC
I.R.S. Identification Nos. of Above Persons (entities only) 52-2090292

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3) SEC Use Only

4) Citizenship or Place of Organization

Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH REPORTING
PERSON WITH:

5. Sole Voting Power 0

6. Shared Voting Power 5,649,079 shares of Common Stock, \$0.001 par value per share ("Common Stock") (1)

7. Sole Dispositive Power 0

8. Shared Dispositive Power 5,649,079 shares of Common Stock (1)

9) Aggregate Amount Beneficially Owned by Each Reporting Person 5,649,079 shares of Common Stock (1)

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions) ☐

11) Percent of Class Represented by Amount in Item 9 5.7% (2)

12) Type of Reporting Person (See Instructions) OO

ITEM 1.

(A) NAME OF ISSUER: Protalix BioTherapeutics, Inc.

(B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICE:

2 Snunit Street, Science Park POB., Carmiel, Israel 20100

ITEM 2.

(A) NAME OF PERSONS FILING: This statement is being filed by Pfizer Inc., a Delaware corporation ("Pfizer"), and Pfizer Production LLC, a Delaware limited liability company ("PPL") and Pfizer Manufacturing LLC, a Delaware limited liability company ("PML" and, together with PPL, the "General Partners"), acting in their capacity as general partners for and on behalf of C. P. Pharmaceuticals International C.V. , a Netherlands limited partnership (collectively, the "Shareholder"). The Shareholder and the General Partners are indirect wholly-owned subsidiaries of Pfizer.

(B) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR IF NONE, RESIDENCE:

The principal address of Pfizer, the Shareholder, PPL and PML is 235 E. 42nd Street, New York, NY 10017.

(C) CITIZENSHIP: Pfizer, PPL and PML are Delaware and the Shareholder is the Netherlands

(D) TITLE OF CLASS OF SECURITIES: COMMON STOCK

(E) CUSIP NUMBER: 74365A101

ITEM 3.

Not applicable.

ITEM 4. OWNERSHIP.

(a) Amount beneficially owned: 5,649,079 shares of Common Stock **(1)**

(b) Percent of class: 5.7% **(2)**

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 5,649,079 shares of Common Stock **(1)**

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 5,649,079 shares of Common Stock **(1)**

(1) Amount consists of 5,649,079 shares of the Issuer's Common Stock held by the Shareholder. Pfizer may be deemed to have beneficial ownership over such shares since the Shareholder is an indirect wholly-owned subsidiary of Pfizer. The General Partners may be deemed to have beneficial ownership over such shares as the general partners of the Shareholder.

(2) The ownership percentage of the Reporting Person has been calculated on the basis of 99,774,270 shares of Common Stock outstanding as provided to the Reporting Persons by the Issuer (including the shares of Common Stock issued to the Reporting Person).

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10. CERTIFICATION.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: October 23, 2015

PFIZER INC.

By: /s/ Susan Grant
Name: Susan Grant
Title: Assistant Secretary

For and on behalf of C. P. PHARMACEUTICALS INTERNATIONAL C.V. , by its General Partners

Pfizer Production LLC
as general partner for and on behalf of C. P. Pharmaceuticals International C.V.
By: /s/ Colum Lane
Name: Colum Lane
Title: Senior Vice President

Pfizer Manufacturing LLC
as general partner for and on behalf of C. P. Pharmaceuticals International C.V.
By: /s/ Brian McMahon
Name: Brian McMahon
Title: Senior Vice President

PFIZER PRODUCTION LLC

By: /s/ Darren Welsh
Name: Darren Welsh
Title: Secretary

PFIZER MANUFACTURING LLC

By: /s/ Darren Welsh
Name: Darren Welsh
Title: Secretary