

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

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

Notice of Exempt Offering of Securities

OMB APPROVAL	
OMB Number:	3235-0076
Estimated average burden hours per response:	4.00

1. Issuer's Identity

<p><b>CIK (Filer ID Number)</b>  <a href="#">0000883975</a></p> <p><b>Name of Issuer</b>                  Microbot Medical Inc.</p> <p><b>Jurisdiction of Incorporation/Organization</b>                  DELAWARE</p> <p><b>Year of Incorporation/Organization</b>  <input checked="" type="checkbox"/> Over Five Years Ago  <input type="checkbox"/> Within Last Five Years (Specify Year)  <input type="checkbox"/> Yet to Be Formed</p>	<p><b>Previous Names</b> None</p> <p>STEMCELLS INC                  CYTOTHERAPEUTICS INC/DE</p>	<p><b>Entity Type</b></p> <p><input checked="" type="checkbox"/> Corporation  <input type="checkbox"/> Limited Partnership  <input type="checkbox"/> Limited Liability Company  <input type="checkbox"/> General Partnership  <input type="checkbox"/> Business Trust  <input type="checkbox"/> Other (Specify)</p>
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2. Principal Place of Business and Contact Information

<b>Name of Issuer</b>			
Microbot Medical Inc.			
<b>Street Address 1</b>		<b>Street Address 2</b>	
25 Recreation Park Drive, Unit 108			
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>	<b>Phone Number of Issuer</b>
HINGHAM	MASSACHUSETTS	02043	781-875-3605

3. Related Persons

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Gadot	Harel	
<b>Street Address 1</b>	<b>Street Address 2</b>	
25 Recreation Park Drive, Unit 108		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
HINGHAM	MASSACHUSETTS	02043
<b>Relationship:</b> <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Ben Naim	David	
<b>Street Address 1</b>	<b>Street Address 2</b>	
25 Recreation Park Drive, Unit 108		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
HINGHAM	MASSACHUSETTS	02043
<b>Relationship:</b> <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Chief Financial Officer

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<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Waizer	Yoav	
<b>Street Address 1</b>	<b>Street Address 2</b>	
25 Recreation Park Drive, Unit 108		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
HINGHAM	MASSACHUSETTS	02043
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

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<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Bornstein	Yoseph	
<b>Street Address 1</b>	<b>Street Address 2</b>	
25 Recreation Park Drive, Unit 108		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
HINGHAM	MASSACHUSETTS	02043
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

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<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Laxminarain	Pratipatti	
<b>Street Address 1</b>	<b>Street Address 2</b>	
25 Recreation Park Drive, Unit 108		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
HINGHAM	MASSACHUSETTS	02043
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

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<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Burell	Scott	
<b>Street Address 1</b>	<b>Street Address 2</b>	
25 Recreation Park Drive, Unit 108		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
HINGHAM	MASSACHUSETTS	02043
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

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<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Madden	Martin	
<b>Street Address 1</b>	<b>Street Address 2</b>	
25 Recreation Park Drive, Unit 108		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
HINGHAM	MASSACHUSETTS	02043
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

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#### 4. Industry Group

Agriculture	Health Care	Retailing
Banking & Financial Services	X Biotechnology	Restaurants

Commercial Banking  
 Insurance  
 Investing  
 Investment Banking  
 Pooled Investment Fund  
 Is the issuer registered as an investment company under the Investment Company Act of 1940?  
     Yes                      No  
 Other Banking & Financial Services  
 Business Services  
 Energy  
     Coal Mining  
     Electric Utilities  
     Energy Conservation  
     Environmental Services  
     Oil & Gas  
     Other Energy

Health Insurance  
 Hospitals & Physicians  
 Pharmaceuticals  
 Other Health Care  
 Manufacturing  
 Real Estate  
     Commercial  
     Construction  
 REITS & Finance  
 Residential  
 Other Real Estate

Technology  
 Computers  
 Telecommunications  
 Other Technology  
 Travel  
     Airlines & Airports  
     Lodging & Conventions  
     Tourism & Travel Services  
 Other Travel  
 Other

5. Issuer Size

<b>Revenue Range</b>	<b>OR</b>	<b>Aggregate Net Asset Value Range</b>
X No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
Over \$100,000,000		Over \$100,000,000
Decline to Disclose		Decline to Disclose
Not Applicable		Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

	Investment Company Act Section 3(c)	
Rule 504(b)(1) (not (i), (ii) or (iii))	Section 3(c)(1)	Section 3(c)(9)
Rule 504 (b)(1)(i)	Section 3(c)(2)	Section 3(c)(10)
Rule 504 (b)(1)(ii)	Section 3(c)(3)	Section 3(c)(11)
Rule 504 (b)(1)(iii)	Section 3(c)(4)	Section 3(c)(12)
X Rule 506(b)	Section 3(c)(5)	Section 3(c)(13)
Rule 506(c)	Section 3(c)(6)	Section 3(c)(14)
Securities Act Section 4(a)(5)	Section 3(c)(7)	

7. Type of Filing

X New Notice    Date of First Sale 2019-12-27    First Sale Yet to Occur  
 Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year?    Yes X No

9. Type(s) of Securities Offered (select all that apply)

- Equity
- Debt
- X Option, Warrant or Other Right to Acquire Another Security
- X Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- Pooled Investment Fund Interests
- Tenant-in-Common Securities
- Mineral Property Securities
- Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes X No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient	Recipient CRD Number	None
H.C. Wainwright & Co., LLC	375	
(Associated) Broker or Dealer X None	(Associated) Broker or Dealer CRD Number X None	
None	None	

Street Address 1	Street Address 2	ZIP/Postal Code
430 Park Avenue	3rd Floor	
City	State/Province/Country	10022
New York	NEW YORK	
State(s) of Solicitation (select all that apply)	All States	Foreign/non-US
Check "All States" or check individual States		
NEW YORK		

13. Offering and Sales Amounts

Total Offering Amount      USD or X Indefinite

Total Amount Sold      \$0 USD

Total Remaining to be Sold      USD or X Indefinite

Clarification of Response (if Necessary):

This Form D is being filed in connection with warrants issued to H.C. Wainwright & Co., LLC as partial compensation in connection with a registered direct offering by the Issuer.

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

1

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions      \$0 USD    Estimate

Finders' Fees      \$0 USD    Estimate

Clarification of Response (if Necessary):

H.C. Wainright & Co., LLC received warrants to purchase 45,643 shares of common stock in connection with a registered direct offering by the Company on December 27, 2019 among other compensation.

## 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

### Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

### Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Microbot Medical Inc.	Harel Gadot	Harel Gadot	President, Chief Executive Officer & Chairman	2019-12-27

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.

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.