

Edgar Filing: PLURISTEM LIFE SYSTEMS INC - Form SC 13G

PLURISTEM LIFE SYSTEMS INC  
Form SC 13G  
August 06, 2007

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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SCHEDULE 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENT FILED PURSUANT TO  
RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2

Pluristem Life Systems Inc.

-----  
(Name of Issuer)

Common Stock, par value \$0.00001 per share

-----  
(Title of Class of Securities)

72940P106

-----  
(CUSIP Number)

May 15, 2007

-----  
(Date of Event Which Requires Filing of this Statement)  
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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

/ / Rule 13d-1(b)

/x/ 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 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 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).

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY).

Wood River Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

- 0 -

NUMBER OF 6 SHARED VOTING POWER

SHARES 100,000,000 (1)

BENEFICIALLY

OWNED BY

EACH

REPORTING

PERSON

WITH:

7 SOLE DISPOSITIVE POWER

- 0 -

8 SHARED DISPOSITIVE POWER

100,000,000 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

100,000,000 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.3% (2)

12 TYPE OF REPORTING PERSON

OO

(1) Does not include 100,000,000 shares of common stock issuable, under certain conditions, upon exercise of warrants held by Wood River Trust (the "May Warrants"). The May Warrants provide that, with certain limited exceptions, they are not exercisable if such exercise would result in the holder beneficially owning in excess of 4.99% of the outstanding shares of common stock of the issuer on such date. As a result of the restrictions described in the immediately preceding sentence and the other securities which Wood River Trust may be deemed beneficially to own, as of May 15, 2007, the May Warrants were not exercisable. If not for the 4.99% limit, the Reporting Person could be deemed

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beneficially to own an aggregate of 200,000,000 shares, or 18.7% of the outstanding shares, of common stock of the issuer.

(2) Based upon an aggregate of approximately 970,000,000 shares of common stock outstanding as of May 15, 2007.

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY).

Michael C. Doyle

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)   
(b)

-----  
3 SEC USE ONLY

-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

-----  
5 SOLE VOTING POWER

- 0 -

-----  
NUMBER OF 6 SHARED VOTING POWER  
SHARES

BENEFICIALLY 100,000,000 (1)

OWNED BY 7 SOLE DISPOSITIVE POWER  
EACH

REPORTING 8 SHARED DISPOSITIVE POWER  
PERSON  
WITH: - 0 -

-----  
8 SHARED DISPOSITIVE POWER

100,000,000 (1)

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

100,000,000 (1)

-----  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.3% (2)

-----  
12 TYPE OF REPORTING PERSON

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(1) Does not include 100,000,000 shares of common stock issuable, under certain conditions, upon exercise of warrants held by Wood River Trust (the "May Warrants"). The May Warrants provide that, with certain limited exceptions, they are not exercisable if such exercise would result in the holder beneficially owning in excess of 4.99% of the outstanding shares of common stock of the issuer on such date. As a result of the restrictions described in the immediately preceding sentence and the other securities which Wood River Trust may be deemed beneficially to own, as of May 15, 2007, the May Warrants were not exercisable. If not for the 4.99% limit, the Reporting Person could be deemed beneficially to own an aggregate of 200,000,000 shares, or 18.7% of the outstanding shares, of common stock of the issuer.

(2) Based upon an aggregate of approximately 970,000,000 shares of common stock outstanding as of May 15, 2007.

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Item 1.

(a) Name of Issuer:

Pluristem Life Systems Inc.

(b) Address of Issuer's Principal Executive Offices:

MATAM Advanced Technology Park  
Building No. 20  
Haifa, Israel 31905

Item 2.

(a) Name of Persons Filing:

This Statement is filed on behalf of Wood River Trust and Michael C. Doyle (the "Reporting Persons"). Mr. Doyle is the Trustee of Wood River Trust. This Statement relates to Shares (as defined below) held by Wood River Trust.

(b) Address of Principal Business Office, or if none, Residence:

1007 Orange St., Suite 1410  
Nemours Building  
Wilmington, Delaware, 19801

(c) Citizenship:

Wood River Trust is a Trust organized under the laws of the State of Delaware.

Michael C. Doyle is a citizen of the United States of America.

(d) Title of Class of Securities:

Common Stock, par value \$0.00001 per share ("Shares")

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(e) CUSIP Number:

72940P106

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- (a) / / Broker or dealer registered under Section 15 of the Exchange Act.
- (b) / / Bank as defined in section 3(a)(6) of the Exchange Act.
- (c) / / Insurance company as defined in section 3(a)(19) of the Exchange Act.
- (d) / / Investment company registered under section 8 of the Investment Company Act.
- (e) / / An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) / / An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g) / / A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h) / / A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) / / A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.
- (j) / / Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

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Item 4. Ownership

(a) Amount beneficially owned:

Wood River Trust owns 100,000,000 Shares. Mr. Doyle, as Trustee of Wood River Trust may be deemed beneficially to own the 100,000,000 Shares owned by Wood River Trust.

(b) Percent of Class:

10.3%

(c) Number of Shares as to which the Reporting Persons have:

- i. Sole power to vote or to direct to vote: 0
- ii. Shared power to vote or to direct to vote: 100,000,000
- iii. Sole power to dispose or to direct the disposition of: 0
- iv. Shared power to dispose or to direct the disposition of: 100,000,000

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

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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.

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SIGNATURES

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: August 3, 2007

WOOD RIVER TRUST

By: /s/ Michael C. Doyle

-----  
Michael C. Doyle, Trustee

Dated: August 3, 2007

/s/ Michael C. Doyle

-----  
Michael C. Doyle

EXHIBIT A

AGREEMENT

JOINT FILING OF SCHEDULE 13G

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The undersigned hereby agree jointly to prepare and file with regulatory authorities a Schedule 13G and any future amendments thereto reporting each of the undersigned's beneficial ownership of securities of Pluristem Life Systems, Inc. and hereby affirm that such Schedule 13G is being filed on behalf of each of the undersigned.

Dated: July 26, 2007

WOOD RIVER TRUST

By: /s/ Michael C. Doyle

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Michael C. Doyle, Trustee

Dated: July 26, 2007

/s/ Michael C. Doyle

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Michael C. Doyle