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

**SCHEDULE 13D**  
Under the Securities Exchange Act of 1934

**Can-Fite BioPharma Ltd.**

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(Name of Issuer)

Ordinary shares, par value NIS 0.25 per share  
American depositary shares, each of which represents thirty (30) ordinary shares, par value NIS 0.25 per share

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(Title of Class of Securities)

13471N201

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(CUSIP Number)

Ori Zanco, Adv.  
c/o Capital Point, Ltd.  
One Azrieli Center, Tel Aviv,  
Israel 6701101  
+972-(3)-607-0320

*with copies to:*

Perry, Wildes, Adv.  
Gross, Kleinhendler, Hodak, Halevy,  
Greenberg, Shenhav & Co.  
One Azrieli Center, Tel Aviv,  
Israel 6701101  
+972-(3)-607-4444

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

May 21, 2019

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(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 that is the subject of this Schedule 13D, and is filing this schedule because of Rules 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

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1	NAME OF REPORTING PERSON. Capital Point Ltd.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Israel	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 10,352,430 (*)
	8	SHARED VOTING POWER -
	9	SOLE DISPOSITIVE POWER 10,352,430 (*)
	10	SHARED DISPOSITIVE POWER -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 10,352,430 (*)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11); 10.38% (**)	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO	

(\*) This number is as of May 28, 2019. On May 21, 2019, when the obligation to file this Schedule 13D arose, this number was 8,818,830.

(\*\*) This percentage is as of May 28, 2019 is based on an aggregate of 99,721,638 Ordinary Shares issued and outstanding on May 22, 2019, based on the number of outstanding Ordinary Shares reported in the Issuer's Rule 424(b)(5) prospectus filed with the Securities and Exchange Commission ("SEC") on May 22, 2019 (the "Prospectus") and taking into account the Ordinary Shares issued pursuant to the Prospectus. On May 21, 2019, when the obligation to file this Schedule 13D arose, this percentage was 17.76% based on 54,721,638 Ordinary Shares issued and outstanding as of May 19, 2019, as reported in the Prospectus.

This Schedule 13D is being filed by Capital Point Ltd. (“**Capital Point**”) to report the acquisition of American Depositary Shares, each of which represents thirty (30) ordinary shares, par value NIS 0.25 per share (the “**Ordinary Shares**”), of Can-Fite BioPharma Ltd. (the “**Issuer**”).

#### **Item 1 Security and Issuer**

This Schedule 13D relates to the Ordinary Shares of the Issuer. The address of the Issuer’s principal executive office is: 10 Bareket Street, Kiryat Matalon, P.O. Box 7537, Petach-Tikva 4951778, Israel.

#### **Item 2 Identity and Background**

<u>Name</u>	<u>Address of Business/Principal Office</u>	<u>Principal Business/Occupation</u>	<u>Jurisdiction of Organization/Citizenship</u>
Capital Point Ltd.	One Azrieli Center, Tel Aviv 6701101, Israel	Public Investment Company under Israeli law	Israel

Neither Capital Point, nor to the best knowledge of Capital Point, any of the persons set forth in Annex A hereto, have, during the last five years: (i) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors); or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Please see Annex A for information regarding the directors and executive officers of Capital Point.

#### **Item 3 Source and Amount of Funds or Other Considerations**

On May 21, 2019, Capital Point purchased 293,961 ADSs (representing 8,818,830 Ordinary Shares) at a weighted average price of \$3.48 per ADS, on May 22, 2019, Capital Point purchased 30,000 ADSs (representing 900,000 Ordinary Shares) at a weighted average price of \$3.45 per ADS, and on May 28, 2019, Capital Point purchased 21,120 ADSs (representing 633,600 Ordinary Shares) at a weighted average price of \$3.42 per ADS.<sup>1</sup> The total amount of funds for such purchases was \$1,198,714.68. Proceeds from the sale of other investments were used to purchase the Ordinary Shares described herein.

#### **Item 4 Purpose of Transaction**

Capital Point purchased the Ordinary Shares because it determined that such shares represent an attractive investment opportunity.

On May 23, 2019, Capital Point sent a letter to the Board of Directors of the Issuer (the “**Board**”) stating that it had acquired more than 5% of the outstanding share capital of the Issuer and was exercising its right under the Issuer’s Amended and Restated Articles of Association and the Israeli Companies Law to demand that a special general meeting of shareholders be convened with notice of such meeting to be provided by June 13, 2019, the agenda for which would be: (i) to terminate the term of office of all four current members of the Board who are not external directors and (ii) to nominate five new directors in their place. In addition, the letter stated Capital Point’s intention to participate in any future capital raising that the Issuer intends to conduct and requested to receive notice in advance of any such capital raising to enable such participation. A copy of the letter translated from Hebrew is filed herewith as Exhibit 99.1 and incorporated herein by reference. The description of the letter contained in this statement on Schedule 13D is qualified in its entirety by reference to Exhibit 99.1 hereto.

Capital Point may engage in discussions with Issuer’s management and the current Board with respect to the composition of the Board. Capital Point may seek to discuss other topics, including but not limited to the Issuer’s business, operations, management, future plans, and strategic alternatives that may be available to it to address, among other things, the Issuer’s underperformance for shareholders. Capital Point may have such discussions with other shareholders of the Issuer and other industry or market participants. Capital Point intends to re-examine its investment from time to time and, depending on prevailing market conditions, other investment opportunities, liquidity requirements or other investment considerations Capital Point deems material, Capital Point may from time to time acquire additional Ordinary Shares in the open market, block trades, negotiated transactions, or otherwise. Capital Point may also dispose of all or a portion of the Issuer’s securities in open market or privately negotiated transactions, and/or enter into derivative transactions with institutional counterparties with respect to the Issuer’s securities, in each case subject to limitations under applicable law.

<sup>1</sup> On May 21, 2019, prices ranged from \$3.11 to \$3.74 per ADS; on May 22, 2019, prices ranged from \$3.08 to \$3.45 per ADS; and on May 28, 2019, prices ranged from \$2.86 to \$3.08 per ADS. Capital Point undertakes to provide, upon the request of the Staff of the SEC, full information regarding the number of shares purchased at each separate price.

Except as set forth above, neither Capital Point nor, to the best knowledge of Capital Point, any of the persons set forth in Annex A hereto, have any present plans or proposals with respect to the Issuer that would result in any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D. However, Capital Point specifically reserves the right to adopt and pursue one or more such plans, and to make such proposals, at any time and from time to time in the future.

**Item 5 Interest in Securities of the Issuer**

The percentages below are based on an aggregate of 99,721,638 Ordinary Shares issued and outstanding on May 22, 2019, based on the number of outstanding Ordinary Shares reported in the Prospectus and taking into account the Ordinary Shares issued pursuant to the Prospectus, and 54,721,638 Ordinary Shares issued and outstanding as of May 19, 2019, when the obligation to file this Schedule 13D arose, as reported in the Prospectus.

(a), (b) As of May 28, 2019, Capital Point beneficially owned, and had voting and dispositive power over, 10,352,430 Ordinary Shares representing approximately 10.38% of the Ordinary Shares outstanding. As of May 21, 2019, when the obligation to file this Schedule 13D arose, Capital Point beneficially owned, and had voting and dispositive power over, 8,818,830 Ordinary Shares representing approximately 17.76% of the Ordinary Shares outstanding. Information provided to Capital Point indicates that the persons named in Annex A hereto did not beneficially own any Ordinary Shares as of either May 21, 2019 or May 28, 2019.

(c) Neither Capital Point, nor to the best of knowledge of Capital Point, any of the persons named in Annex A hereto, have effected any transactions in the Ordinary Shares in the past 60 days, except as set forth herein.

(d) Not applicable.

(e) Not applicable.

**Item 6 Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

Not applicable.

**Item 7 Materials to Be Filed as Exhibits**

<b>Exhibit</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Letter to Issuer, dated May 23, 2019.</a>

**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.

Date: May 30, 2019

**CAPITAL POINT LTD.**

/s/ Shay Itshak Lior

By: Shay Itshak Lior

Title: co-Chief Executive Officer

/s/ Yossi Tamar

By: Yossi Tamar

Title: co-Chief Executive Officer

Annex A

Directors and Executive Officers of Capital Point Ltd.

<u>Name</u>	<u>Role in Capital Point</u>	<u>Principal Business/Occupation</u>	<u>Citizenship</u>
Shay Itshak Lior	Co-Chief Executive Officer	Co-Chief Executive Officer of Capital Point	Israel
Yossi Tamar	Co-Chief Executive Officer	Co-Chief Executive Officer of Capital Point	Israel
Avi Katzav	Chief Financial Officer	Chief Financial Officer of Capital Point	Israel
Dr. Shuki Gleitman	Chairman of the Board of Directors	Chairman of GIBF, GLK, and SGL. SGL Ltd. is a private investment and management company located at Habarzel 34, Tel Aviv, Israel.	Israel
Prof. Yehuda Kahana	Director	Chairman of YK Center, which is a collaborative effort to create innovative initiatives to achieve sustainable development located in Ramat Aviv, Tel Aviv.	Israel
Arie Weber	Director	Investment Banking at Scorpio Investment (A.W) Ltd., which is an investment banking firm located at Rival 24 St. Tel-Aviv, Israel.	Israel
Anat Arbiv Amiga	Director	Head of Project Accounting at a state-owned company.	Israel
Ori Maor Baron	Director	Legal Adviser at a state-owned company.	Israel and Lithuania

The business address for each director and officer is c/o Capital Point Ltd., One Azrieli Center, Tel Aviv 6701101, Israel.



[Unofficial Translation]

May 23, 2019

To  
The Board of Directors of Can-Fite BioPharma Ltd.  
Can-Fite BioPharma Ltd.  
10 Bareket Street  
Petah-Tikva 49170

Via fax: 03-9249378  
And via email: [info@canfite.co.il](mailto:info@canfite.co.il)  
[pnina@canfite.co.il](mailto:pnina@canfite.co.il)  
[motti@canfite.co.il](mailto:motti@canfite.co.il)

Re: **A demand to summon a General Meeting of Can-Fite BioPharma Ltd.**  
**(the "Company")**

1. On behalf of our client, Capital Point Ltd ("Capital"), company number 512950320, we hereby inform you that Capital purchased 323,961 American Depositary Shares of the Company, representing 9.75% of the issued and paid-up share capital of the Company and of the voting rights therein. This amount, exceeding 5%, entitles my client the right to demand the convening of a general meeting of the Company's shareholders, in accordance with the provisions of section 63(b)(2) of the Companies Law.  
A confirmation of ownership proving my client's ownership of the shares is attached hereby.
2. Therefore, in accordance with the provisions of the Company's articles of association and the Companies Law, you are requested to summon immediately, and no later than June 13, 2019, the General Meeting of the Company, the agenda of which is as follows:
  - A. Termination of the term of office of all the current members of the Board of Directors of the Company (Dr. Ilan Cohn, Prof. Pnina Fishman, Mr. Guy Regev and Dr. Avraham Sartani), excluding the external directors of the Company;
  - B. Appointment of those listed below as directors in lieu of the directors specified in section A above, with some of them being classified as independent directors, as detailed below:  
Dr. Shuki Gleitman; Yossi Tamar; Shay Itzhak Lior; Gil Musbi- independent director; Yaron Dor- independent director;
3. Declarations of eligibility of the candidates to serve as directors listed above, including the personal information required by the Companies Regulations (Notice and Advertisement of General Meeting and Class Meeting of Public Companies and Addition of Agendas), 2000, are attached hereto. Additional documents, including the resume of the candidates to serve as directors and the signed D&O questionnaires, will be sent to you in the coming days.

4. If and insofar as the board of directors or any other entity requests that additional matters be included in the agenda of the meeting, it is required to do so by adding separate resolutions that may be voted upon or against, and should not be included in the resolutions contained in this letter.
5. In so far as you do not act in accordance with the contents of this letter and in accordance with the law and publish a summons to the General Meeting within 21 days from the date of this letter as required therein (in accordance with Section 63(c) of the Companies Law), my client maintains all its rights and claims, including the possibility of acting under section 64 and/or section 65 of the Companies Law, by convening a general meeting by the shareholders themselves and/or application to court. All expenses incurred in such proceedings, if required, will be borne by to you.
6. Capital intends to participate in any capital raising that you intend to do in the Company of any kind. Therefore, you are requested to inform Capital in advance of any such raising and to enable Capital, insofar as you intend to raise capital, to provide the necessary financing to the Company.

Very truly yours,

/s/ Perry Wildes  
Perry Wildes, Adv.