

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

**FORM 6-K**

**Report of Foreign Private Issuer Pursuant to Rule 13a-16 or 15d-16  
Under the Securities Exchange Act of 1934**

**For the Month of November 2013**

**000-55041**  
**(Commission File Number)**

**CAN-FITE BIOPHARMA LTD.**

(Exact name of Registrant as specified in its charter)

**10 Bareket Street**  
**Kiryat Matalon, P.O. Box 7537**  
**Petach-Tikva 4951778, Israel**  
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover  
Form 20-F or Form 40-F.

Form 20-F ☒ Form 40-F ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by  
Regulation S-T Rule 101(b)(1): \_\_\_\_

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by  
Regulation S-T Rule 101(b)(7): \_\_\_\_

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On October 23, 2013, Can-Fite BioPharma Ltd. (the “Company”) filed a Form 6-K with the Securities and Exchange Commission (the “SEC”) disclosing that the Company issued a press release in Israel that same day announcing the completion of the sale by the Company pursuant to a shelf registration report in Israel of 3,675 units, each consisting of 500 ordinary shares, nominal value NIS 0.25 per share, of the Company (“Ordinary Shares”) and 375 Series 12 Options to purchase Ordinary Shares (“Series 12 Options”), for an aggregate of 1,837,500 Ordinary Shares and 1,378,125 Series 12 Options. The purchase price in the offering was NIS 5,800 per unit (\$1,648.52 based on the exchange rate of New Israel Shekels to U.S. Dollars of NIS 3.51830 to \$1.00), for an aggregate purchase price for all units of NIS 21,315,000 (\$6,058,323.62 using the same exchange rate). After the payment of sales commissions, the Company received net proceeds from the offering of NIS 20,226,250 (\$5,748,870.19). The foregoing sale of units by the Company is hereafter referred to as the “Capital Raise”.

In connection with the Company’s original listing application to be filed with the NYSE MKT LLC (the “NYSE MKT”), the NYSE MKT requested that the Company confirm that it meets the applicable minimum shareholders’ equity requirements for listing on the NYSE MKT by filing with the SEC an unaudited *pro forma* interim consolidated balance sheet dated as of September 30, 2013 giving effect to the Capital Raise as if it had occurred on or prior to September 30, 2013 (the “*Pro Forma* Balance Sheet”). Accordingly, the *Pro Forma* Balance Sheet, which is based on the Company’s unaudited interim consolidated balance sheet dated as of September 30, 2013, is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

## EXHIBIT INDEX

Exhibit No.	Description
99.1	Can-Fite BioPharma Ltd.'s Unaudited <i>Pro Forma</i> Interim Consolidated Balance Sheet, dated as of September 30, 2013

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

### **Can-Fite BioPharma Ltd.**

Date: November 8, 2013

By: /s/ Motti Farbstein

Motti Farbstein

Chief Operating and Financial Officer

**CAN-FITE BIOPHARMA LTD.**

**Unaudited Pro Forma Interim Consolidated Balance Sheet**

**9/30/2013**

**\$1 = NIS 3.537**

**Convenience  
translation  
Into**

**U.S. dollars.  
September 30,  
2013**

**Unaudited  
In thousands**

<b>September 30, 2013</b>	<b>Shares and options issuance</b>	<b>Proforma data September 30, 2013</b>
<b>Unaudited NIS in thousands</b>	<b>NIS in thousands</b>	<b>Unaudited NIS in thousands</b>

**ASSETS**

**CURRENT ASSETS:**

Cash and cash equivalents	9,673	21,292	30,965	8,755
Accounts receivable	1,615		1,615	457
	<u>11,288</u>	<u>21,292</u>	<u>32,580</u>	<u>9,211</u>

**NON-CURRENT ASSETS:**

Property, plant and equipment, net	157		157	44
	<u>11,445</u>	<u>21,292</u>	<u>32,737</u>	<u>9,256</u>

**LIABILITIES AND EQUITY**

**CURRENT LIABILITIES:**

Trade payables	2,046	1,154	3,200	905
Other accounts payable	2,502		2,502	707
Options exercisable into shares (series 6)	149		149	42
Options exercisable into shares (series 7)	159		159	45
Options exercisable into shares (series 8)	308		308	87
	<u>5,164</u>	<u>1,154</u>	<u>6,318</u>	<u>1,786</u>

**NON-CURRENT LIABILITIES:**

Options exercisable into shares (series 7)	-		-	
Employee benefit liabilities, net	67		67	19
	<u>5,231</u>	<u>1,154</u>	<u>6,385</u>	<u>1,805</u>

**EQUITY (DEFICIENCY) ATTRIBUTABLE TO  
EQUITY HOLDERS OF THE COMPANY:**

Share capital	3,568	459	4,027	1,139
Share premium	250,782	16,781	267,563	75,647
Capital reserve from share-based payment transactions	15,561	159	15,720	4,444
Options exercisable into shares (series 9)	669		669	189
Options exercisable into shares (series 10)	3,178		3,178	899
Options exercisable into shares (series 11)	3,066		3,066	867
Options exercisable into shares (series 12)		2,739	2,739	774
Treasury shares	(3,628)		(3,628)	(1,026)
Adjustments arising from translating financial statements of foreign operations	(117)		(117)	(33)
Accumulated deficit	(269,371)		(269,371)	(76,158)
	<u>3,708</u>	<u>20,138</u>	<u>23,846</u>	<u>6,742</u>
Non-controlling interests	2,506		2,506	709
Total equity	<u>6,214</u>	<u>20,138</u>	<u>26,352</u>	<u>7,450</u>

11,445

21,292

32,737

9,256

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