
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 September 2015

001-36203
(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): _____

This Report on Form 6-K (including exhibits thereto) is hereby incorporated by reference into the registrant's Registration Statements on Form F-3 (File Nos. 333-195124, 333-199033 and 333-204795), to be a part thereof from the date on which this report is submitted, to the extent not superseded by documents or reports subsequently filed or furnished.

On September 3, 2015, Can-Fite BioPharma Ltd. issued unaudited interim condensed consolidated financial statements as of June 30, 2015. Attached hereto and incorporated by reference herein are the following exhibits:

99.1 Operating and Financial Review and Prospects as of June 30, 2015.

99.2 Unaudited Interim Condensed Consolidated Financial Statements as of June 30, 2015.

Exhibit Index

Exhibit No.	Description
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99.1	Operating and Financial Review and Prospects as of June 30, 2015.
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99.2	Unaudited Interim Condensed Consolidated Financial Statements as of June 30, 2015.
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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 September 3, 2015

By: /s/ Pnina Fishman

Pnina Fishman

Chief Executive Officer

OPERATING AND FINANCIAL REVIEW AND PROSPECTS

You should read the following discussion of our operating and financial condition and prospects in conjunction with the financial statements and the notes thereto included elsewhere in this 6-K, as well as in our Annual Report on Form 20-F filed on March 27, 2015.

Unless the context requires otherwise, references in this report to “Can-fite,” the “Company,” “we,” “us” and “our” refer to Can-fite BioPharma Ltd, an Israeli company and our consolidated subsidiaries.

Our financial statements are prepared in accordance with IFRS as issued by the International Accounting Standards Board, and reported in NIS. We maintain our accounting books and records in NIS and our functional currency is NIS. For the convenience of the reader, the reported NIS amounts as of June 30, 2015 have been translated into U.S. dollars at the representative rate of exchange on June 30, 2015 (U.S. \$1 = NIS 3.769). The U.S. dollar amounts presented should not be construed as representing amounts that are receivable or payable in dollars or convertible into U.S. dollars, unless otherwise indicated. Certain amounts presented herein may not sum due to rounding.

Forward Looking Statements

The following discussion contains “forward-looking statements,” including statements regarding expectations, beliefs, intentions or strategies for the future. These statements may identify important factors which could cause our actual results to differ materially from those indicated by the forward-looking statements. Given these uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. Factors that could cause our actual results to differ materially from those expressed or implied in such forward-looking statements include, but are not limited to:

- the initiation, timing, progress and results of our preclinical studies, clinical trials and other product candidate development efforts;
 - our ability to advance our product candidates into clinical trials or to successfully complete our preclinical studies or clinical trials;
 - our receipt of regulatory approvals for our product candidates, and the timing of other regulatory filings and approvals;
 - the clinical development, commercialization and market acceptance of our product candidates;
 - our ability to establish and maintain corporate collaborations;
 - the implementation of our business model and strategic plans for our business and product candidates;
 - the scope of protection we are able to establish and maintain for intellectual property rights covering our product candidates and our ability to operate our business without infringing the intellectual property rights of others;
 - estimates of our expenses, future revenues, capital requirements and our needs for additional financing;
 - competitive companies, technologies and our industry; and
 - statements as to the impact of the political and security situation in Israel on our business.
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All forward-looking statements attributable to us or persons acting on our behalf speak only as of the date of the 6-K to which this discussion is attached and are expressly qualified in their entirety by the cautionary statements included herein. We undertake no obligations to update or revise forward-looking statements to reflect events or circumstances that arise after the date made or to reflect the occurrence of unanticipated events. In evaluating forward-looking statements, you should consider these risks and uncertainties.

Glossary of Certain Terms

As used herein, unless the context otherwise requires:

- references to “ADSs” refer to the Registrant’s American Depositary Shares;
- references to “A3AR” refer to the A3 adenosine receptor;
- references to “\$” are to United States Dollars;
- references to “HCC” refer to hepatocellular carcinoma, also known as primary liver cancer;
- references to “HCV” refer to hepatitis C virus;
- references to “ordinary shares,” “our shares” and similar expressions refer to the Registrant’s Ordinary Shares, NIS 0.25 nominal (par) value per share;
- references to “OA” refer to osteoarthritis;
- references to “RA” refer to rheumatoid arthritis;
- references to “NIS” are to New Israeli Shekels, the Israeli currency; and

Overview

We are a clinical-stage biopharmaceutical company focused on developing orally bioavailable small molecule therapeutic products for the treatment of autoimmune-inflammatory, oncological and ophthalmic diseases. Our platform technology utilizes the Gi protein associated A3AR as a therapeutic target. A3AR is highly expressed in inflammatory and cancer cells, and not significantly expressed in normal cells, suggesting that the receptor could be a unique target for pharmacological intervention. Our pipeline of drug candidates are synthetic, highly specific agonists and allosteric modulators, or ligands or molecules that initiate molecular events when binding with target proteins, targeting the A3AR. Our strategy is to build a fully integrated biotechnology company that discovers, in-licenses and develops an innovative and effective small molecule drug portfolio of ligands that bind to a specific therapeutic target for the treatment of autoimmune-inflammatory, oncological, ophthalmic diseases and more. We continue to develop and test our existing pipeline, while also testing other indications for our existing drug candidates and examining, from time to time, the potential of other small molecules that may fit our platform technology of utilizing small molecules to target the A3AR. We generally focus on drugs with global market potential and we seek to create global partnerships to effectively assist us in developing our portfolio and to market our products.

We have in-licensed an allosteric modulator of the A3AR, CF602 from Leiden University. In addition, we have out-licensed CF101 (i) for the treatment of RA to Kwang Dong Pharmaceutical Co. Ltd., a South Korean limited company, or KD for the Korean market, (ii) for the treatment of psoriasis and RA to Cipher Pharmaceuticals, or Cipher, for the Canadian market, and (iii) for the treatment of ophthalmic diseases to Eye-Fite, a wholly-owned subsidiary of OphthaliX for the global market.

Recently, we entered into an agreement with Japan-based Seikagaku Corporation, or SKK, terminating its license agreement with us. SKK informed us that it is strategically focused on expanding its core research and development activities in the field of glyco-science. Under the license agreement, Seikagaku was granted a license for the use, development and marketing of CF101 in Japan with respect to inflammatory indications, except for ophthalmic disease indications. The termination agreement provides, among other things, that all licenses and rights granted to SKK terminate and all clinical and non-clinical studies conducted by SKK shall be transferred free of charge to us. Over the life of the license, we received an aggregate of approximately \$8 million from SKK.

Our drug candidates, CF101, CF102 and CF602 are being developed to treat several autoimmune-inflammatory, oncological and ophthalmic indications. CF101 is in various stages of clinical development for the treatment of autoimmune-inflammatory diseases, including RA, psoriasis, and OA. CF101 is also being developed by OphthaliX for the treatment of ophthalmic indications, including glaucoma and uveitis. The CF102 drug candidate is being developed for the treatment of HCC and for the treatment of HCV. CF602 is our second generation allosteric drug candidate for the treatment of inflammatory diseases, which has shown proof of concept in *in vitro* and *in vivo* studies and we are planning to develop CF602 to treat sexual dysfunction. Preclinical studies revealed that our drug candidates have potential to treat additional inflammatory diseases, such as Crohn's disease, oncological diseases and viral diseases, such as the JC virus.

We are currently: (i) conducting a Phase II study with respect to the development of CF102 for the treatment of HCC (and as part of this study, we will also test CF102 in patients with both HCC and HCV), (ii) working on the submission of a Phase III trial protocol to IRBs with respect to the development of CF101 for the treatment of RA, (iii) working on the design of the next advanced stage clinical trial protocol with respect to the development of CF101 for the treatment of psoriasis, and (iv) conducting further preclinical work with respect to the development of CF602 for the submission of an IND to the FDA. OphthaliX is currently: (i) conducting a Phase II trial with respect to the development of CF101 for the treatment of glaucoma or related syndromes of ocular hypertension; and (ii) planning on initiating a Phase II study of CF101 for the treatment of uveitis. OphthaliX recently entered into an agreement to acquire Israel-based Improved Vision Systems Ltd.

Since inception, we have incurred significant losses in connection with our research and development. At June 30, 2015, we had an accumulated deficit of NIS 312 million (\$82.8 million). Although we have begun to recognize revenues in connection with our out-licensing agreements with KD and Cipher and from our former out-licensing agreement with SKK, we expect to generate losses in connection with the research and development activities relating to our pipeline of drug candidates. Such research and development activities are budgeted to expand over time and will require further resources if we are to be successful. As a result, we expect to incur operating losses, which may be substantial over the next several years, and we will need to obtain additional funds to further develop or research and development programs.

We have funded our operations primarily through the sale of equity securities (both in private placements and in public offerings) and payments received under the licensing arrangements with KD, Cipher and SKK. We expect to continue to fund our operations over the next several years through our existing cash resources, potential future milestone payments that we expect to receive from our licensees, interest earned on our investments, if any, and additional capital to be raised through public or private equity offerings or debt financings. As of June 30, 2015, we had NIS 29.2 million (\$7.7 million), of cash and cash equivalents.

Results of Operations

Revenues

In the six months ended June 30, 2015, we recorded revenues of NIS 0.27 million (\$0.07 million). We did not record any revenues during the six months ended June 30, 2014. The increase in revenue was due to the recognition of a portion of the NIS 5.14 million (CAD 1.65 million) advance payment received in March 2015 under the distribution agreement with Cipher.

Research and development expenses

Research and development expenses for the six months ended June 30, 2015 were NIS 5.75 million (\$1.53 million) compared with NIS 8.64 million (\$2.29 million) for the same period in 2014. Research and developments expenses for the first half of 2015 comprised primarily of expenses associated with the Phase II study for CF102 as well as expenses for ongoing studies of CF101. The decrease is primarily due to the completion of the psoriasis Phase II/III study during the first quarter of 2015 and a decrease in the scope of the non-clinical expenses during the first six months of 2015 compared to the same period in 2014.

General and administrative expenses

General and administrative expenses were NIS 4.67 million (\$1.24 million) for the six months ended June 30, 2015 compared to NIS 5.43 million (\$1.44 million) for the same period in 2014. The decrease is primarily due to a reduction in salary and professional services expenses.

Financial income, net

Financial income, net for the six months ended June 30, 2015 was NIS 1.88 million (\$0.49 million) compared to NIS 1.71 million (\$0.45 million) for the same period in 2014. The increase in financial income, net in the first half of 2015 was mainly due to a decrease in the fair value of warrants that are accounted as financial liability.

Liquidity and Capital Resources

Since inception, we have funded our operations primarily through public (in Israel) and private offerings of our equity securities and payments received under our strategic licensing arrangements. At June 30, 2015, we had NIS 29.2 million (\$7.7 million), of cash and cash equivalents, and have invested most of our available cash funds in short-term bank deposits. As of June 30, 2015, we raised approximately NIS 92 million, after deduction of offering expenses, as a private company until the consummation of the IPO and approximately NIS 193 million, after deduction of offering expenses, as a public company since the completion of the IPO. During 2014, we raised an aggregate of NIS 45 million, from a private placement and registered direct offering conducted in the US and during the six months ended June 30, 2015, we received NIS 5.14 million (\$1.36 million) from Cipher as upfront payment for entering into the distribution agreement with Cipher.

We may be able to use U.S. taxes withheld as credits against Israeli corporate income tax when we have income, if at all, but there can be no assurance that we will be able to realize the credits. In addition, we believe that we may be entitled to a refund of such withholding tax from the U.S. government but there can be no assurance that we will be entitled to such a refund.

Net cash used in operating activities was NIS 7.41 million (\$1.97 million) for the six months ended June 30, 2015, compared with net cash used in operating activities of NIS 17.46 million (\$4.64 million) for the same period in 2014. The NIS 10.05 million decrease in the net cash used in operating activities during the six months ended June 30, 2015 compared to the same period in 2014, was primarily the result of decrease in operating expenses.

Net cash used in investing activities for the six months ended June 30, 2015 was NIS 0.14 million (\$0.04 million) compared to net cash used in investing activities of NIS 0.03 million (\$0.01 million) for the same period in 2014. The NIS 0.11 million (\$0.03 million) increase in the net cash used in investing activities during the six months ended June 30, 2015 compared to the same period in 2014, was mainly due to laboratory equipment purchases.

There was no net cash provided by financing activities for the six months ended June 30, 2015 compared to net cash provided by financing activities of NIS 15.77 million (\$4.18 million) for the same period in 2014 from issuance of share capital and warrants, net of issuance expenses.

Developing drugs, conducting clinical trials and commercializing products is expensive and we will need to raise substantial additional funds to achieve our strategic objectives. Although we believe our existing financial resources as of June 30, 2015, will be sufficient to fund our projected cash requirements through for the next twelve months, we will require significant additional financing to fund our operations. Additional financing may not be available on acceptable terms, if at all. Our future capital requirements will depend on many factors, including:

- the progress and costs of our preclinical studies, clinical trials and other research and development activities;
- the scope, prioritization and number of our clinical trials and other research and development programs;

- the amount of revenues we receive under our licensing arrangements;
- the costs of the development and expansion of our operational infrastructure;
- the costs and timing of obtaining regulatory approval of our platform and products;
- the ability of us or our collaborators to achieve development milestones, marketing approval and other events or developments under our licensing agreements;
- the costs of filing, prosecuting, enforcing and defending patent claims and other intellectual property rights;
- the costs and timing of securing manufacturing arrangements for clinical or commercial production;
- the costs of contracting with third parties to provide sales and marketing capabilities for us;
- the costs of acquiring or undertaking development and commercialization efforts for any future products or platforms;
- the magnitude of our general and administrative expenses; and
- any cost that we may incur under current and future licensing arrangements relating to our platform and product.

Until we can generate significant continuing revenues, we expect to satisfy our future cash needs through payments received under our license agreements, debt or equity financings, or by out-licensing other product candidates. We cannot be certain that additional funding will be available to us on acceptable terms, or at all. If funds are not available, we may be required to delay, reduce the scope of, or eliminate one or more of our research or development programs or our commercialization efforts.

Research and Development, Patents and Licenses, Etc.

Our research and development expenses consist primarily of salaries and related personnel expenses, fees paid to external service providers, up-front and milestone payments under our license agreements, patent-related legal fees, costs of preclinical studies and clinical trials, drug and laboratory supplies and costs for facilities and equipment. We charge all research and development expenses to operations as they are incurred. We expect our research and development expense to remain our primary expense in the near future as we continue to develop our products. Increases or decreases in research and development expenditures are attributable to the number and/or duration of the pre-clinical and clinical studies that we conduct.

The following table identifies our current major research and development projects:

Project	Status	Expected or Recent Near Term Milestone
CF 101	Completed design of a Phase III study in RA Working on design of next advanced clinical trial protocol in Psoriasis Ongoing Phase II in Glaucoma (via OphthaliX)	Submission of Phase III trial protocol to IRBs in Q4 2015 Completion of trial protocol in H2 2015 Top line results are expected in H1 2016
CF 102	Ongoing Phase II in HCC	Completion of patient enrollment in H1 2016
CF 602	Pre-Clinical Stage for Sexual Dysfunction	File IND in H1 2016

We record certain costs for each development project on a “direct cost” basis, as they are recorded to the project for which such costs are incurred. Such costs include, but are not limited to, CRO expenses, drug production for pre-clinical and clinical studies and other pre-clinical and clinical expenses. However, certain other costs, including but not limited to, salary expenses (including salaries for research and development personnel), facilities, depreciation, share-based compensation and other overhead costs are recorded on an “indirect cost” basis, i.e., they are shared among all of our projects and are not recorded to the project for which such costs are incurred. We do not allocate direct salaries to projects due to the fact that our project managers are generally involved in several projects at different stages of development, and the related salary expense is not significant to the overall cost of the applicable projects. In addition, indirect labor costs relating to our support of the research and development process, such as manufacturing, controls, pre-clinical analysis, laboratory testing and initial drug sample production, as well as rent and other administrative overhead costs, are shared by many different projects and have never been considered by management to be of significance in its decision-making process with respect to any specific project. Accordingly, such costs have not been specifically allocated to individual projects.

Set forth below is a summary of the gross direct costs allocated to our main projects on an individual basis, as well as the gross direct costs allocated to our less significant projects on an aggregate basis, for the years ended December 31, 2012, 2013 and 2014 and for the six months ended June 30, 2015 and on an aggregate basis since project inception:

	(\$ in thousands) Year Ended December 31,			Six Months Ended June 30,	Costs Since Project Inception
	2012	2013	2014	2015	
CF 101	1,987	2,624	1,866	444	20,718
CF 102	15	268	1,289	372	3,049
CF 602	-	-	23	111	134
Other projects	-	-	18	1	19
Total gross direct project costs ⁽¹⁾	<u>2,002</u>	<u>2,892</u>	<u>3,196</u>	<u>928</u>	<u>23,920</u>

- (1) Does not include indirect project costs and overhead, such as payroll and related expenses (including stock-based compensation), facilities, depreciation and impairment of intellectual property, which are included in total research and development expenses in our financial statements.

Under our licensing agreement with Eye-Fite, Eye-Fite is responsible for making payments to our licensor, the NIH, for certain patent rights relating to CF101.

From our inception through June 30, 2015, we have incurred research and development expenses of approximately \$59 million. We expect that a large percentage of our research and development expense in the future will be incurred in support of our current and future preclinical and clinical development projects. Due to the inherently unpredictable nature of preclinical and clinical development processes and given the early stage of our preclinical product development projects, we are unable to estimate with any certainty the costs we will incur in the continued development of the product candidates in our pipeline for potential commercialization. Clinical development timelines, the probability of success and development costs can differ materially from expectations. We expect to continue to test our product candidates in preclinical studies for toxicology, safety and efficacy, and to conduct additional clinical trials for each product candidate. If we are not able to enter into an out-licensing arrangement with respect to any product candidate prior to the commencement of later stage clinical trials, we may fund the trials for the product candidates ourselves.

While we are currently focused on advancing each of our product development projects, our future research and development expenses will depend on the clinical success of each product candidate, as well as ongoing assessments of each product candidate's commercial potential. In addition, we cannot forecast with any degree of certainty which product candidates may be subject to future out-licensing arrangements, when such out-licensing arrangements will be secured, if at all, and to what degree such arrangements would affect our development plans and capital requirements.

As we obtain results from clinical trials, we may elect to discontinue or delay clinical trials for certain product candidates or projects in order to focus our resources on more promising product candidates or projects. Completion of clinical trials by us or our licensees may take several years or more, but the length of time generally varies according to the type, complexity, novelty and intended use of a product candidate.

The cost of clinical trials may vary significantly over the life of a project as a result of differences arising during clinical development, including, among others:

- the number of sites included in the clinical trials;
- the length of time required to enroll suitable patients;
- the number of patients that participate in the clinical trials;
- the duration of patient follow-up;
- the development stage of the product candidate; and
- the efficacy and safety profile of the product candidate.

We expect our research and development expenses to increase in the future from current levels as we continue the advancement of our clinical trials and preclinical product development and to the extent we in-license new product candidates. The lengthy process of completing clinical trials and seeking regulatory approval for our product candidates requires expenditure of substantial resources. Any failure or delay in completing clinical trials, or in obtaining regulatory approvals, could cause a delay in generating product revenue and cause our research and development expenses to increase and, in turn, have a material adverse effect on our operations. Because of the factors set forth above, we are not able to estimate with any certainty when we would recognize any net cash inflows from our projects.

Trend Information.

We are a development stage company and it is not possible for us to predict with any degree of accuracy the outcome of our research, development or commercialization efforts. As such, it is not possible for us to predict with any degree of accuracy any significant trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on our net sales or revenues, income from continuing operations, profitability, liquidity or capital resources, or that would cause financial information to not necessarily be indicative of future operating results or financial condition. However, to the extent possible, certain trends, uncertainties, demands, commitments and events are identified in the preceding subsections.

Off-Balance Sheet Arrangements.

We have no off-balance sheet arrangements that have had or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

CAN-FITE BIOPHARMA LTD.

INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

AS OF JUNE 30, 2015

UNAUDITED

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INTERIM CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**In thousands (except share and per share data)**

		Convenience translation into U.S. dollars		
		June 30, 2015	June 30, 2015	December 31, 2014
		Unaudited	Unaudited	Audited
	Note	USD	NIS	
ASSETS				
CURRENT ASSETS:				
Cash and cash equivalents		7,747	29,199	36,091
Accounts receivable and prepaid expenses		758	2,856	3,417
<u>Total current assets</u>		8,505	32,055	39,508
NON-CURRENT ASSETS:				
Lease deposits		7	26	26
Property, plant and equipment, net		65	246	133
<u>Total long-term assets</u>		72	272	159
<u>Total assets</u>		8,577	32,327	39,667

The accompanying notes are an integral part of the interim condensed consolidated financial statements.

INTERIM CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

In thousands (except share and per share data)

		Convenience translation into U.S. dollars		
		June 30, 2015	June 30, 2015	December 31, 2014
		Unaudited	Unaudited	Audited
	Note	USD	NIS	
LIABILITIES AND SHAREHOLDERS' EQUITY				
CURRENT LIABILITIES:				
Trade payables		356	1,342	1,024
Deferred revenues		287	1,082	-
Other accounts payable		764	2,876	4,750
<u>Total current liabilities</u>		<u>1,407</u>	<u>5,300</u>	<u>5,774</u>
NON-CURRENT LIABILITIES:				
Warrants exercisable into shares		1,087	4,097	6,969
Deferred revenues		1,005	3,788	-
Severance pay, net		57	214	224
<u>Total long-term liabilities</u>		<u>2,149</u>	<u>8,099</u>	<u>7,193</u>
COMMITMENTS AND CONTINGENT LIABILITIES 3				
SHAREHOLDERS' EQUITY 4				
Share capital		1,444	5,441	5,441
Share premium		80,248	302,456	301,787
Capital reserve from share-based payment transactions		4,570	17,225	17,153
Warrants exercisable into shares (series 9-12)		2,384	8,983	9,652
Treasury shares		(963)	(3,628)	(3,628)
Accumulated other comprehensive loss		(189)	(711)	(1,015)
Accumulated deficit		(82,794)	(312,048)	(304,150)
<u>Equity attributable to equity holders of the Company</u>		<u>4,700</u>	<u>17,718</u>	<u>25,240</u>
Non-controlling interests		321	1,210	1,460
<u>Total shareholders' equity</u>		<u>5,021</u>	<u>18,928</u>	<u>26,700</u>
<u>Total liabilities and shareholders' equity</u>		<u>8,577</u>	<u>32,327</u>	<u>39,667</u>

The accompanying notes are an integral part of the interim condensed consolidated financial statements.

INTERIM CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS**In thousands (except share and per share data)**

	Convenience translation into U.S. dollars		
	Six months ended June 30,		
	2015	2015	2014
	Unaudited		
	USD	NIS	NIS
Revenues	72	271	-
Research and development expenses	1,526	5,751	8,636
General and administrative expenses	1,239	4,670	5,425
Operating loss	2,693	10,150	14,061
Finance expenses	267	1,005	780
Finance income	(766)	(2,886)	(2,485)
Net loss	2,194	8,269	12,356
Other comprehensive loss (income):			
Adjustments arising from translating financial statements of foreign operations	(98)	(370)	(65)
Total comprehensive loss	2,096	7,899	12,291
Loss attributable to:			
Equity holders of the Company	2,095	7,898	12,014
Non-controlling interests	99	371	342
	2,194	8,269	12,356
Comprehensive loss attributable to:			
Equity holders of the Company	2,015	7,594	11,962
Non-controlling interests	81	305	329
	2,096	7,899	12,291
Net loss per share attributable to equity holders of the Company :			
Basic and diluted net loss per share	0.09	0.37	0.71

The accompanying notes are an integral part of the interim condensed consolidated financial statements.

INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (UNAUDITED)

In thousands (except share and per share data)

	Attributable to equity holders of the Company							Total	Non-controlling interests	Total equity
	Share capital	Share premium	Capital reserve from share-based payment transactions	Warrants exercisable into shares	Treasury shares at cost	Accumulated other comprehensive income (loss)	Accumulated deficit			
NIS										
Balance as of January 1, 2015	5,441	301,787	17,153	9,652	(3,628)	(1,015)	(304,150)	25,240	1,460	26,700
Loss	-	-	-	-	-	-	(7,898)	(7,898)	(371)	(8,269)
Foreign currency translation reserve	-	-	-	-	-	304	-	304	66	370
Total comprehensive income (loss)	-	-	-	-	-	304	(7,898)	(7,594)	(305)	(7,899)
Expire of warrants exercisable into shares	-	669	-	(669)	-	-	-	-	-	-
Share-based payment	-	-	72	-	-	-	-	72	55	127
Balance as of June 30, 2015	<u>5,441</u>	<u>302,456</u>	<u>17,225</u>	<u>8,983</u>	<u>(3,628)</u>	<u>(711)</u>	<u>(312,048)</u>	<u>17,718</u>	<u>1,210</u>	<u>18,928</u>
Balance as of January 1, 2014	4,037	267,946	15,761	9,652	(3,628)	(151)	(280,391)	13,226	2,299	15,525
Loss	-	-	-	-	-	-	(12,014)	(12,014)	(342)	(12,356)
Foreign currency translation reserve	-	-	-	-	-	52	-	52	13	65
Total comprehensive income (loss)	-	-	-	-	-	52	(12,014)	(11,962)	(329)	(12,291)
Issuance of shares, net of issuance expenses of NIS 1,405	491	11,560	381	-	-	-	-	12,432	-	12,432
Share-based payment	7	188	115	-	-	-	-	310	(15)	295
Balance as of June 30, 2014	<u>4,535</u>	<u>279,694</u>	<u>16,257</u>	<u>9,652</u>	<u>(3,628)</u>	<u>(99)</u>	<u>(292,405)</u>	<u>14,006</u>	<u>1,955</u>	<u>15,961</u>

The accompanying notes are an integral part of the interim consolidated financial statements.

INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (UNAUDITED)**In thousands (except share and per share data)**

	Attributable to equity holders of the Company							Total	Non-controlling interests	Total equity
	Share capital	Share premium	Capital reserve from share-based payment transactions	Warrants exercisable into shares	Treasury shares at cost	Accumulated other comprehensive income (loss)	Accumulated deficit			
Convenience translation into U.S. dollars										
Balance as of January 1, 2015	1,444	80,071	4,551	2,561	(963)	(269)	(80,698)	6,697	387	7,084
Loss	-	-	-	-	-	-	(2,096)	(2,096)	(99)	(2,195)
Foreign currency translation reserve	-	-	-	-	-	80	-	80	18	98
Total comprehensive income (loss)	-	-	-	-	-	80	(2,096)	(2,016)	(81)	(2,097)
Expire of waarents exceriable into shares	-	177	-	(177)	-	-	-	-	-	-
Share-based payment	-	-	19	-	-	-	-	19	15	34
Balance as of June 30, 2015	1,444	80,248	4,570	2,384	(963)	(189)	(82,794)	4,700	321	5,021

The accompanying notes are an integral part of the interim condensed consolidated financial statements.

INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**In thousands (except share and per share data)**

	Convenience translation into U.S. dollars		
	Six months ended June 30,		
	2015	2015	2014
	Unaudited		
	USD	NIS	NIS
<u>Cash flows from operating activities:</u>			
Net loss	(2,194)	(8,269)	(12,356)
Adjustments to reconcile net loss to net cash used:			
Depreciation of property, plant and equipment	8	30	22
Share-based payment expense	34	127	295
Issuance expenses related to warrants exercisable into shares	-	-	472
Decrease in severance pay, net	(3)	(10)	(4)
Decrease in fair value of unlisted share options	-	-	(2,243)
Decrease in fair value of warrants exercisable into shares	(762)	(2,872)	(119)
Exchange differences on balances of cash and cash equivalents	(175)	(658)	(131)
	(898)	(3,383)	(1,733)
Working capital adjustments:			
Decrease (Increase) in accounts receivable and prepaid expenses	143	535	(559)
Decrease in trade payables	(159)	(597)	(180)
Increase in deferred revenues	1,292	4,870	-
Decrease in other accounts payable	(150)	(563)	(2,656)
	1,126	4,245	(3,395)
Net cash used in operating activities	(1,966)	(7,407)	(17,459)

The accompanying notes are an integral part of the interim condensed consolidated financial statements.

INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**In thousands (except share and per share data)**

	Convenience translation into U.S. dollars		
	Six months ended June 30,		
	2015	2015	2014
	Unaudited		
	USD	NIS	NIS
<u>Cash flows from investing activities:</u>			
Purchase of property, plant and equipment	(38)	(143)	(26)
Net cash used in investing activities	(38)	(143)	(26)
<u>Cash flows from financing activities:</u>			
Issuance of shares capital and warrants, net of issuance expenses	-	-	15,772
Exercise of unlisted share options	-	-	*) -
Net cash provided by financing activities	-	-	15,772
Exchange differences on balances of cash and cash equivalents	175	658	131
Decrease in cash and cash equivalents	(1,829)	(6,892)	(1,582)
Cash and cash equivalents at the beginning of the period	9,576	36,091	20,767
Cash and cash equivalents at the end of the period	7,747	29,199	19,185
<u>Supplemental disclosure of cash flow information:</u>			
Cash received during the year for interest	5	18	25

*) Represent an amount lower than NIS 1.

The accompanying notes are an integral part of the interim condensed consolidated financial statements.

NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

NOTE 1:- GENERAL

- a. These financial statements have been prepared in a condensed format as of June 30, 2015 and for the six months then ended. These financial statements should be read in conjunction with the Company's annual consolidated financial statements as of December 31, 2014 and for the year then ended.

- b. Definitions:

In these consolidated financial statements:

The Company	- Can-Fite Biopharma Ltd.
The Group	- The Company and its subsidiaries (as defined below)
Subsidiaries	- Companies that are controlled by the Company (as defined in IAS 27 (2008) and whose accounts are consolidated with those of the Company
OphthaliX	- OphthaliX Inc. (owned 82% by the Company)
Related company	- Eye-Fite Ltd. (OphthaliX Inc.'s wholly owned subsidiary)
Related parties	- As defined in IAS 24
NIS	- New Israeli Shekel
USD - \$	- U.S. dollar
CAD	- Canadian dollar
€	- Euro

- c. Share Purchase Agreement:

On June 18, 2015, OphthaliX entered into a Share Purchase Agreement (the "Agreement") with Improved Vision Systems (I.V.S) Ltd ("IVS"), an Israeli company and its shareholders (the "Sellers"). Upon the terms and subject to the conditions further described in the Agreement, OphthaliX will acquire IVS from the Sellers through the transfer to OphthaliX of all issued and outstanding ordinary shares of IVS in exchange for (i) the issuance by OphthaliX of an aggregate of 2,920,748 shares of Common Stock of OphthaliX to the Sellers, (ii) the issuance by OphthaliX of options to purchase an aggregate of 303,174 shares of Common Stock of OphthaliX to holders of commitments to be granted options to purchase ordinary shares of IVS (the "Option Holders"), and (iii) the issuance by OphthaliX of an aggregate of 2,219,771 shares of Common Stock of OphthaliX to the Sellers and options to purchase 230,411 shares of Common Stock of OphthaliX to the Option Holders upon the fulfillment of certain milestones (collectively, the "Milestone Securities").

The Milestone Securities shall be issued as follows: (i) 1,289,569 Milestone Securities shall be issued upon successful completion of a human clinical study of the first application of OphthaliX's eye tracking product and (ii) 1,160,613 Milestone Securities shall be issued upon the first commercial sale of OphthaliX's eye tracking product.

NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

NOTE 1:- GENERAL (Cont.)

OphthaliX has agreed to file a registration statement registering the resale of OphthaliX's common stock issuable under the Agreement at such times and covering such amounts of shares as set forth in the Agreement.

In addition to customary closing conditions, the initial closing is subject to, among other things, the following: (i) the Sellers shall have obtained a ruling from the Israeli Tax Authority, (ii) completion of a fundraising by OphthaliX in an amount no less than the greater of \$ 6,000 thousand or the minimum amount to meet the shareholder equity requirements to up-list OphthaliX to a national securities exchange, and (iii) receipt of approval by OphthaliX to up-list OphthaliX to a national securities exchange. If the initial closing does not take place prior to August 15, 2015, then the Agreement shall automatically terminate, unless otherwise agreed to in writing between OphthaliX, IVS and its founder.

In August 2015, subsequent to the balance sheet date, OphthaliX signed an amendment to the Agreement. For further information, refer to Note 7b.

The Company has incurred losses in the amount of NIS 8,269 thousands and negative cash flow from operating activities in the amount of NIS 7,407 thousands, during the six months ended June 30, 2015. The accumulated deficit as of June 30, 2015 amounted NIS 312,048 thousand.

- d. The Company has not yet generated any material revenues from sales of its own developed products and has financed its activities by raising capital and by collaborating with multinational companies in the industry. In March 2015, the Company received a net total of NIS 5,141 thousand (CAD 1,650 thousand) advance payment according to an agreement with a Canadian company for future sales in Canada (for further information refer to Note 3b3). Furthermore, the Company is continuing to finance its operating activities by raising capital and collaborating with multinational companies in the industry. The Company has other alternative plans for financing its ongoing activities, if necessary, such as having the flexibility to control clinical trials costs and/or by monetizing the Company's shares held by OphthaliX.

In February 2013 the Company issued to OphthaliX a formal letter, which has been updated periodically (most recently in August 2015), stating that the Company agrees to defer payments owing to it under the services agreement from January 31, 2013 for the performance of the clinical trials of CF101 in ophthalmic indications until the completion of a fundraising by OphthaliX sufficient to cover such deferred payments. In addition, in August 2015, the Company issued a financial support letter pursuant to which it committed to cover any shortfall in the costs and expenses of operations of OphthaliX which are in excess of OphthaliX's available cash to finance its operations, including cash generated from any future sale of Company shares held by OphthaliX. Both letters remain in effect for a period of at least 14 months from August 2015 and any related balance bears interest at a rate of 3% per annum.

The Company's management and board of directors are of the opinion that the existing financial resources will be sufficient to support its operations beyond December 31, 2016. There are no assurances that the Company will have an adequate level of financing needed for its long-term research and development activities. If the Company will not have sufficient liquidity resources, the Company may not be able to continue the development of all of its products or may be required to delay part of the development programs.

NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES

a. Basis of presentation of the financial statements

The interim condensed consolidated financial statements for the six months period ended June 30, 2015 have been prepared in accordance with IAS 34, "Interim Financial Reporting".

These interim condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Company's annual consolidated financial statements for the year ended December 31, 2014.

The accounting policies adopted in the preparation of the interim condensed consolidated financial statements are consistent with those followed in the preparation of the Company's annual financial statements for the year ended December 31, 2014.

b. Revenue recognition

The Company generates income from licensing agreements with pharmaceutical companies. These agreements usually comprise license fees, annual license fees, milestone payments and potential royalty payments.

Revenues are recognized in the statements of comprehensive income\loss when the revenues can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the Company and the costs incurred or to be incurred in respect of the transaction can be reliably measured.

Arrangement with multiple elements:

Revenues from sale agreements that do not contain a general right of return and that are composed of multiple elements such as licenses and services are allocated to the various accounting units and recognized for each accounting unit separately. An element constitutes a separate accounting unit if and only if it has a separate value to the customer.

Revenues from the various accounting units are recognized when the criteria for revenue recognition regarding the elements of that accounting unit have been met according to their type and only to the extent of the consideration that is not contingent upon completion or performance of the remaining elements in the contract.

Revenues from license fees:

As for revenues from preliminary license fees, the Company examines whether the license can be separated from the Company's other performance obligations, if at all:

1. If the Company has material performance obligations, it determines that the revenues from preliminary license fees and annual license fees will not be immediately recognized as a sale. Therefore, revenues from the license and the related obligations must be recognized on a cumulative basis according to the nature of the agreement, for example, according to the development terms.

NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

2. When the Company has no material performance obligations, it determines that the revenues from license fees and annual license fees will be recognized in the period in which they are received.

Revenues from milestone payments:

Revenues which are contingent on compliance with milestones are recognized in profit or loss at the achievement of milestones, provided that the following criteria have been met:

1. The milestone payments are non-recoverable;
2. The achievement of a certain milestone involves a level of risk that is not reasonably secured at the inception of the agreement;
3. The achievement of the milestone involves exercising a real effort;
4. The milestone payments are reasonable in proportion to the efforts exercised or in proportion to the risk involving the achievement of the milestone; and,
5. The time that elapses between payments is equivalent to the effort required to achieve the milestone.

Revenues from royalties:

Revenues from royalties are recognized as they accrue in accordance with the terms of the relevant agreement.

- c. New standards in the period prior to their adoption:

IFRS 15, Revenue from Contracts with Customers:

In May 2014, the IASB issued IFRS 15, "Revenue from Contracts with Customers". The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The new standard also will result in enhanced disclosures about revenue, provide guidance for transactions that were not previously addressed comprehensively (for example, service revenue and contract modifications) and improve guidance for multiple-element arrangements.

The new revenue recognition standard was issued with an effective date of January 1, 2017. However, in April 2015, the IASB voted to defer the effective date of the new revenue recognition standard to January 1, 2018. Early application of the new standard is permitted. The Company is in the process of evaluating the impact of the new standard on its consolidated financial statements.

NOTE 3:- CONTINGENT LIABILITIES AND COMMITMENTS

- a. Liabilities to pay royalties:

1. On January 29, 2003 the Company signed a license agreement with the U.S. National Institute of Health ("NIH"). According to the agreement the Company was committed to pay royalties until the expiration of the last patent. The last patent under this agreement expired on June 29, 2015, and therefore except of any amounts already accrued on the balance sheet, no future payments or royalties will be due.

NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

NOTE 3:- CONTINGENT LIABILITIES AND COMMITMENTS (Cont.)

2. According to the patent license agreement signed on November 2, 2009 with the Leiden University in the Netherlands, which is affiliated with the NIH, the Company is obligated to pay royalties as follows:
 - a) 2%-3% of net sales (as defined in the agreement) received by the Company;
 - b) Royalties in a total amount of up to € 850 thousand based on certain progress milestones in the license stages of the products, which are the subject of the patent under the agreement, as follows: (i) € 50 thousand upon initiation of Phase I studies; (ii) € 100 thousand upon initiation of Phase II studies; (iii) € 200 thousand upon initiation of Phase III studies; and (iv) € 500 thousand upon marketing approval by any regulatory authority; and,
 - c) If the agreement is sublicensed to another company, the Company will provide the Leiden University royalties at a rate of 10%. A merger, consolidation or any other change in ownership will not be viewed as an assignment of the agreement as discussed in this paragraph.

As of June 30, 2015, no accrual is recorded with respect to Leiden University.

b. Commitments and license agreements:

1. In September 2006 the Company signed an exclusive license agreement regarding inflammatory indicators with a public Japanese company, Seikagaku Corporation (the "Japanese Corporation"). According to the agreement, the Company obtained certain payments from the Japanese Corporation (for details about the license agreement see Note 12b1 to the consolidated financial statements as of December 31, 2014).

In August 2015, subsequent to the balance sheet date, the Company and the Japanese Corporation entered into an agreement terminating the license agreement. For further information, refer to Note 7a.

2. In December 2008, the Company signed an agreement regarding the provision of a license for its CF101 drug with a South Korean pharmaceutical company, Kwang Dong Pharmaceutical Co. Ltd. (the "Korean License Agreement" and the "Korean Company", respectively). According to the license agreement, the Company granted the Korean Company a license to use, develop and market its CF101 drug for treating only rheumatoid arthritis only in the Republic of Korea.

According to the license agreement, the Company is entitled to receive the following amounts:

- a) A non-refundable amount of \$300 thousand that was received on the effective date of the license agreement in 2006, and up to \$1.2 million (gross) based on the Company's achievement of certain milestones as follows: (i) \$200 thousand upon the public announcement of the data from the Can-Fite Phase IIb clinical trial (such amount was received and included in the Company's revenue for the year ended December 31, 2010); (ii) \$200 thousand upon commencement of the first clinical study by the Korean Company in the Republic of Korea; (iii) \$200 thousand upon submission by the Korean Company of a new drug application in the Republic of Korea; (iv) \$300 thousand upon all approval, licenses or authorizations of any regulatory authority necessary for the commercial marketing, sale and use of the product in the United States, in the European Union as a whole or in any one of the following countries: Germany, Italy, the United Kingdom, France or Switzerland; and (v) \$300 thousand upon commercial launch of the product in the Republic of Korea.
- b) The Company is entitled to annual royalties of 7% based on sales of CF101 in Korea as marketed by the Korean Company according to the Korean License Agreement.

As of June 30, 2015, the Company estimates that such contingent payments are remote.

3. In March 2015, the Company signed a distribution agreement with Cipher Pharmaceutical Inc. ("Cipher"). As part of the agreement, Cipher will distribute Can-Fite's lead drug candidate, CF101 ("Product") for the treatment of psoriasis and rheumatoid arthritis in the Canadian market upon receipt of regulatory approvals.

NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**NOTE 3:- CONTINGENT LIABILITIES AND COMMITMENTS (Cont.)**

Under the terms of the distribution agreement, Cipher made an upfront payment of NIS 5,141 thousand (CAD 1,650 thousand) to the Company in March 2015. In addition, the agreement provides that additional payments of up to CAD 2,000 thousand will be received by the Company upon the achievement of certain milestones plus royalty payments of 16.5% of net sales of CF101 in Canada. The agreement further provides that the Company will deliver finished Product to Cipher and that Cipher will reimburse the Company for the cost of manufacturing.

Furthermore, under the distribution agreement the Company shall be responsible for conducting product development activities while Cipher is responsible for distribution, marketing and obtaining applicable regulatory approvals in Canada. The distribution agreement has an initial term of fifteen years, automatically renewable for additional five year periods and may be terminated in certain limited circumstances including certain breaches of the agreement and failure to achieve certain minimum quantities of sales during the contract period.

The timeline to regulatory submissions to Health Canada will be determined by the completion of the remaining clinical trial program.

c. Class action:

On June 29, 2015 the Company was served with a motion to approve a purported class action, naming the Company, its Chief Executive Officer and its directors as defendants. The motion was filed with the District Court of Tel-Aviv. The lawsuit alleges, among other things, that the Company misled the public with regard to disclosures concerning the efficacy of the Company's drug candidate, CF101.

The claimant alleges that he suffered personal damages of over NIS 73,000, while also claiming that the shareholders of the Company suffered damages of approximately NIS 125 million. The Company believes it has a strong defense against these allegations and that the District Court should deny the motion to approve the class action, however, there is no assurance that the Company's position will be accepted by the District Court. In such case, the Company may have to divert attention of its executives to deal with this class action as well as incur expenses that may be beyond its insurance coverage for such cases, which cause a risk of loss and expenditures that may adversely affect its financial condition and results of operations.

NOTE 4:- EQUITY

a. Composition of share capital:

	June 30, 2015		December 31, 2014	
	Authorized	Issued and outstanding	Authorized	Issued and outstanding
	Number of Shares			
Ordinary shares of NIS 0.25 par value each	<u>40,000,000</u>	<u>21,763,404</u>	<u>40,000,000</u>	<u>21,763,404</u>

NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**NOTE 4:- EQUITY (Cont.)**

b. Treasury shares:

As of June 30, 2015, the Company's shares held by OphthaliX amounted to 446,827 ordinary shares.

	June 30, 2015	December 31, 2014
	%	
Percentage of issued capital	<u>2.05</u>	<u>2.05</u>

c. Warrants classified as equity:

The Company had 12,168,000 registered warrants (Series 9) that were exercisable into 486,720 ordinary shares of the Company for the exercise price of NIS 21.25 per share. These warrants were exercisable until May 1, 2015. Consequently, the Company re-classified these warrants to Share premium in the aggregate amount of NIS 669.

The Company has 39,042,000 registered warrants (Series 10) that are exercisable into 1,561,680 ordinary shares of the Company for NIS 9.85 per share. The warrants are exercisable until October 31, 2015.

The Company has 37,372,500 registered warrants (Series 11) that are exercisable into 1,494,900 ordinary shares of the Company for NIS 9.80 per share. The warrants are exercisable until April 30, 2016.

The Company has 1,470,000 registered warrants (Series 12) that are exercisable into 1,470,000 ordinary shares of the Company for NIS 15.29 per share. The warrants are exercisable until October 22, 2016.

d. On March 19, 2015, the Company's shareholders' meeting approved the grant of options to each of four employees to acquire up to 10,000 of the Company's ordinary shares at an exercise price of NIS 8.12 per share. The options will vest over a period of three years on a quarterly basis for 12 consecutive quarters from the date of the grant. The term of the options is 10 years.

NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**NOTE 5:- RELATED PARTY DISCLOSURE**

The following table provides the total amount of transactions that have been entered into with related parties during the six months ended June 30, 2015 and 2014, as well as balances with related parties as of June 30, 2015 and December 31, 2014:

	Six months ended June 30,	
	2015	2014
	NIS in thousands	
Management and consulting fees (including bonuses)	525	787
Other expenses and share-based payment	24	23
Patent expenses	253	342
Directors' fee and share-based payment	264	233

As of June 30, 2015 and December 31, 2014, there were no outstanding balances with related parties.

NOTE 6:- FINANCIAL INSTRUMENTS

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. To increase the comparability of fair value measures, the following hierarchy prioritizes the inputs to valuation methodologies used to measure fair value:

- Level 1 - Valuations based on unadjusted quoted prices for identical assets and liabilities in active markets.
- Level 2 - Valuations based on observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data.
- Level 3 - Valuations based on unobservable inputs reflecting assumptions, consistent with reasonably available assumptions made by other market participants. These valuations require significant judgment.

The carrying amount of cash and cash equivalents, accounts receivable, trade payables and other accounts payable approximate their fair value.

During March and December 2014, the Company completed a private placement with certain institutional and accredited investors, pursuant to which it sold an aggregate of 1,964,688 and 3,595,506 ordinary shares and warrants to purchase an additional 982,344 and 1,797,753 ordinary shares for an aggregate purchase price of NIS 17,567 thousand and NIS 31,923 thousand, respectively (the "March 2014 Financing" and the "December 2014 Financing", respectively).

NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**NOTE 6:- FINANCIAL INSTRUMENTS (Cont.)**

In relation to the March 2014 Financing and the December 2014 Financing, the Company first allocated the proceeds to the warrant, that due to the dollar exercise price terms and in accordance with IAS 39 is being considered a freestanding liability instrument that is measured at fair value at each reporting date, based on its fair value, with changes in the fair values being recognized in the Company's statement of comprehensive loss as financial income or expense. The remaining proceeds were allocated to the shares and were recorded to equity.

The fair value of the warrants was determined by using Black-Scholes call option pricing model with the following assumptions: risk free interest ranging from 0.94% to 1.51%; expected volatility ranging from 72.96% to 82.76%; expected life (in years) ranging from 2.7 to 4.44; and, expected dividend yield of 0%.

The Company's warrants exercisable into shares are classified as level 3 in the fair value hierarchy.

The following table presents the fair value measurement hierarchy for the Company's assets and liabilities. Quantitative disclosures of the fair value measurement hierarchy of the Group's assets and liabilities as of June 30, 2015:

Valuation date	Fair value hierarchy			
	Level 1	Level 2	Level 3	Total
NIS in thousands				

Liabilities measured at fair value:

Warrants exercisable into shares	June 30, 2015	-	-	4,097	4,097
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There were no transfers from level 3 during the period.

Reconciliation of recurring fair value measurements categorised within Level 3 of the fair value hierarchy:

	Fair value of warrants exercisable into shares
Balance at January 1, 2014	-
Issuance of warrants exercisable into shares	9,938
Changes in values of warrants exercisable into shares	(2,969)
Balance at December 31, 2014	6,969
Changes in values of warrants exercisable into shares	(2,872)
Balance at June 30, 2015 (unaudited)	4,097

NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

NOTE 7:- EVENTS AFTER THE REPORTING PERIOD

- a. In August 2015, subsequent to the balance sheet date, the Company and the Japanese Corporation terminated the license agreement signed in September 2006 for the commercialization of CF101 for inflammatory indications in Japan. The termination agreement provides, among others, that all licenses and rights granted to the Japanese Corporation terminate and all clinical and non-clinical studies conducted by the Japanese Corporation shall be transferred free of charge to Can-Fite.
- b. In August 2015, subsequent to the balance sheet date, OphthaliX signed an amendment to the Share Purchase Agreement with IVS which extended the closing deadline through October 30, 2015 and amended certain closing conditions including lowering the minimal fundraising amount necessary to complete the transaction to \$3 million and removing the requirement to receive approval to up-list to a national securities exchange.