

FORM D
Notice of Exempt Offering of Securities

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

OMB APPROVAL
OMB Number: 3235-0076
Expires: August 31, 2015
Estimated Average burden hours per response: 4.0

1. Issuer's Identity

CIK (Filer ID Number)	Previous Name(s) <input checked="" type="checkbox"/> None	Entity Type
<input type="text" value="0001536196"/>		<input checked="" type="radio"/> Corporation <input type="radio"/> Limited Partnership <input type="radio"/> Limited Liability Company <input type="radio"/> General Partnership <input type="radio"/> Business Trust <input type="radio"/> Other
Name of Issuer		
<input type="text" value="Can-Fite BioPharma Ltd."/>		
Jurisdiction of Incorporation/Organization		
<input type="text" value="ISRAEL"/>		
Year of Incorporation/Organization		
<input checked="" type="radio"/> Over Five Years Ago <input type="radio"/> Within Last Five Years (Specify Year) <input type="text"/> <input type="radio"/> Yet to Be Formed		

2. Principal Place of Business and Contact Information

Name of Issuer			
<input type="text" value="Can-Fite BioPharma Ltd."/>			
Street Address 1		Street Address 2	
<input type="text" value="10 BAREKET STREET, KIRYAT MATALON"/>		<input type="text"/>	
City	State/Province/Country	ZIP/Postal Code	Phone No. of Issuer
<input type="text" value="PETACH TIKVA"/>	<input type="text" value="ISRAEL"/>	<input type="text" value="4951778"/>	<input type="text" value="972 39241114"/>

3. Related Persons

Last Name	First Name	Middle Name	
<input type="text" value="Cohn"/>	<input type="text" value="Ilan"/>		
Street Address 1		Street Address 2	
<input type="text" value="10 Bareket Street, Kiryat Matalon"/>		<input type="text" value="PO Box 7537"/>	
City	State/Province/Country	ZIP/Postal Code	
<input type="text" value="Petach Tikva"/>	<input type="text" value="ISRAEL"/>	<input type="text" value="4951778"/>	
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
Clarification of Response (if Necessary)			

Last Name	First Name	Middle Name
<input type="text" value="Fishman"/>	<input type="text" value="Pnina"/>	
Street Address 1		Street Address 2
<input type="text" value="10 Bareket Street, Kiryat Matalon"/>		<input type="text" value="PO Box 7537"/>
City	State/Province/Country	ZIP/Postal Code
<input type="text" value="Petach Tikva"/>	<input type="text" value="ISRAEL"/>	<input type="text" value="4951778"/>

Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
<input type="text" value="Farbstein"/>	<input type="text" value="Motti"/>	
Street Address 1	Street Address 2	
<input type="text" value="10 Bareket Street, Kiryat Matalon"/>	<input type="text" value="PO Box 7537"/>	
City	State/Province/Country	ZIP/Postal Code
<input type="text" value="Petach Tikva"/>	<input type="text" value="ISRAEL"/>	<input type="text" value="4951778"/>

Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
<input type="text" value="Regev"/>	<input type="text" value="Guy"/>	
Street Address 1	Street Address 2	
<input type="text" value="10 Bareket Street, Kiryat Matalon"/>	<input type="text" value="PO Box 7537"/>	
City	State/Province/Country	ZIP/Postal Code
<input type="text" value="Petach Tikva"/>	<input type="text" value="ISRAEL"/>	<input type="text" value="4951778"/>

Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
<input type="text" value="Sartini"/>	<input type="text" value="Abraham"/>	
Street Address 1	Street Address 2	
<input type="text" value="10 Bareket Street, Kiryat Matalon"/>	<input type="text" value="PO Box 7537"/>	
City	State/Province/Country	ZIP/Postal Code
<input type="text" value="Petach Tikva"/>	<input type="text" value="ISRAEL"/>	<input type="text" value="4951778"/>

Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
<input type="text" value="Shamay"/>	<input type="text" value="Israel"/>	
Street Address 1	Street Address 2	
<input type="text" value="10 Bareket Street, Kiryat Matalon"/>	<input type="text" value="PO Box 7537"/>	
City	State/Province/Country	ZIP/Postal Code
<input type="text" value="Petach Tikva"/>	<input type="text" value="ISRAEL"/>	<input type="text" value="4951778"/>

Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

Last Name	First Name	Middle Name	
Oren	Gil		
Street Address 1	Street Address 2		
10 Bareket Street, Kiryat Matalon	PO Box 7537		
City	State/Province/Country	ZIP/Postal Code	
Petach Tikva	ISRAEL	49517778	
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter

Clarification of Response (if Necessary)

4. Industry Group

- | | | |
|--|--|---|
| <input type="radio"/> Agriculture | Health Care | <input type="radio"/> Retailing |
| Banking & Financial Services | <input type="radio"/> Biotechnology | <input type="radio"/> Restaurants |
| <input type="radio"/> Commercial Banking | <input type="radio"/> Health Insurance | Technology |
| <input type="radio"/> Insurance | <input type="radio"/> Hospitals & Physicians | <input type="radio"/> Computers |
| <input type="radio"/> Investing | <input checked="" type="radio"/> Pharmaceuticals | <input type="radio"/> Telecommunications |
| <input type="radio"/> Investment Banking | <input type="radio"/> Other Health Care | <input type="radio"/> Other Technology |
| <input type="radio"/> Pooled Investment Fund | | Travel |
| <input type="radio"/> Other Banking & Financial Services | <input type="radio"/> Manufacturing | <input type="radio"/> Airlines & Airports |
| <input type="radio"/> Business Services | Real Estate | <input type="radio"/> Lodging & Conventions |
| Energy | <input type="radio"/> Commercial | <input type="radio"/> Tourism & Travel Services |
| <input type="radio"/> Coal Mining | <input type="radio"/> Construction | <input type="radio"/> Other Travel |
| <input type="radio"/> Electric Utilities | <input type="radio"/> REITS & Finance | <input type="radio"/> Other |
| <input type="radio"/> Energy Conservation | <input type="radio"/> Residential | |
| <input type="radio"/> Environmental Services | <input type="radio"/> Other Real Estate | |
| <input type="radio"/> Oil & Gas | | |
| <input type="radio"/> Other Energy | | |

5. Issuer Size

- | | |
|--|--|
| Revenue Range | Aggregate Net Asset Value Range |
| <input type="radio"/> No Revenues | <input type="radio"/> No Aggregate Net Asset Value |
| <input type="radio"/> \$1 - \$1,000,000 | <input type="radio"/> \$1 - \$5,000,000 |
| <input type="radio"/> \$1,000,001 - \$5,000,000 | <input type="radio"/> \$5,000,001 - \$25,000,000 |
| <input type="radio"/> \$5,000,001 - \$25,000,000 | <input type="radio"/> \$25,000,001 - \$50,000,000 |
| <input type="radio"/> \$25,000,001 - \$100,000,000 | <input type="radio"/> \$50,000,001 - \$100,000,000 |
| <input type="radio"/> Over \$100,000,000 | <input type="radio"/> Over \$100,000,000 |
| <input checked="" type="radio"/> Decline to Disclose | <input type="radio"/> Decline to Disclose |
| <input type="radio"/> Not Applicable | <input type="radio"/> Not Applicable |

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

<input type="checkbox"/>	Rule 504(b)(1) (not (i), (ii) or (iii))	<input type="checkbox"/>	Rule 505
<input type="checkbox"/>	Rule 504 (b)(1)(i)	<input checked="" type="checkbox"/>	Rule 506(b)

<input type="checkbox"/>	Rule 504 (b)(1)(ii)	<input type="checkbox"/>	Rule 506(c)
<input type="checkbox"/>	Rule 504 (b)(1)(iii)	<input type="checkbox"/>	Securities Act Section 4(a)(5)
<input type="checkbox"/>		<input type="checkbox"/>	Investment Company Act Section 3(c)

7. Type of Filing

New Notice Date of First Sale First Sale Yet to Occur
 Amendment

8. Duration of Offering

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

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

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

10. Business Combination Transaction

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

Clarification of Response (if Necessary)

11. Minimum Investment

Minimum investment accepted from any outside investor \$ USD

12. Sales Compensation

Recipient Recipient CRD Number None

 (Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number None

 Street Address 1 Street Address 2

 City State/Province/Country ZIP/Postal Code

 State(s) of Solicitation All States Foreign/Non-US

13. Offering and Sales Amounts

Total Offering Amount \$ USD Indefinite
Total Amount Sold \$ USD
Total Remaining to be Sold \$ USD Indefinite

Clarification of Response (if Necessary)

The warrants and shares underlying the warrants, the subject matter of this Form D were issued in connection with an offering of (i) 1,109,196 ADSs issued in a registered direct offering, and (ii) unregistered warrants to purchase 443,678 ADSs.

14. Investors

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

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

15. Sales Commissions & Finders' Fees Expenses

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

Sales Commissions \$ USD Estimate
Finders' Fees \$ USD Estimate

Clarification of Response (if Necessary)

HC Wainwright is also entitled to non-accountable expense reimbursement of \$50,000 and H.C. Wainwright is entitled to warrants to purchase an aggregate of 55,460 ADSs exercisable at \$5.25 per ADS for five years.

16. Use of Proceeds

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

\$ USD Estimate

Clarification of Response (if Necessary)

Issuer expects to use proceeds from the offering for working capital purposes which includes payment of salaries to the named executive officers

Signature and Submission

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

Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

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

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

Issuer	Signature	Name of Signer	Title	Date
Can-Fite BioPharma Ltd.	/s/Motti Farbstein	Motti Farbstein	Chief Operating and Financial Officer	2015-10-28