

City

Petach Tikva

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

A. I. Issuer's Identity Citk (Filer ID Number) Previous Name(s) None Corporation	<u>"</u>			
City (Filer ID Number) Previous Name(s) Can-Fite BioPharma Ltd. Can-Fite BioPharma Ltd. Can-Fite BioPharma Ltd. Concorporation/Organization Concorporation/				<u>L</u>
Out Sales Sa	1. Issuer's Identity			
Name of Issuer Can-Fite BioPharma Ltd. Gurisdiction of incorporation/Organization ISRAEL Vear of Incorporation/Organization C Over Five Years Ago Within Last Five Years (Specify Year) C Yet to Be Formed C An-Fite BioPharma Ltd. Street Address 1 Street Address 2 IOBAREKET STREET, KIRYAT MATALON City State/Province/Country Ap51778 Street Address 2 IOBAREKET STREET, KIRYAT MATALON City State/Province/Country Ap51778 Middle Name Cohn IIIan Street Address 2 IOBAREKET Street, Kiryat Matalon C Department Address 2 IOBAREKET STREET, KIRYAT MATALON Street Address 2 IOBAREKET STREET, KIRYAT MATALON CITY Street Address 2 IOBAREKET STREET, KIRYAT MATALON STREET STREET, KIRYAT MATALON CITY Street Address 2 IOBAREKET STREET, KIRYAT MATALON STREET STREET STREET Ap51778 Middle Name Cohn IIIan Street Address 2 IOBAREKET STREET, KIRYAT MATALON CITY STREET STREET, MIRYAT MATALON CITY STREET STREET STREET C Address 2 IOBAREKET STREET, KIRYAT MATALON CITY STREET STREET C Address 2 IOBAREKET STREET, KIRYAT MATALON CITY STREET STREET C Address 2 IOBAREKET STREET, KIRYAT MATALON CITY STREET STREET C Address 2 IOBAREKET STREET STREET STREET C Address 3 STREET STREET C Address 3 STREET STREET C Address 3 STREET STREET C Address 4 STREET STREET C Address 4 STREET STREET C Address 4 STREET STREET C Address 5 STREET STREET C Address 6 STREET STREET C Address 7 STREET STREET C Address 7 STREET STREET C Address 8 STREET STREET C Address 8 C Address 9 C Address 9 C Address 9 C Address 9 C A	CIK (Filer ID Number)	Previous Name(s)) None	Entity Type
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State/Province/Country ZIP/Postal Code Phone No. of Issuer PETACH TIKVA State/Province/Country ZIP/Postal Code Phone No. of Issuer 972 39241114 3. Related Persons Last Name First Name Middle Name Cohn Illan Street Address 1 Street Address 2 10 Bareket Street, Kiryat Matalon PO Box 7537 City State/Province/Country ZIP/Postal Code Petach Tikva ISRAEL 4951778			Street Address	2
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Street Address 2 10 Bareket Street, Kiryat Matalon PO Box 7537 City State/Province/Country ZIP/Postal Code Petach Tikva ISRAEL 4951778	3. Related Persons	3		
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10 Bareket Street, Kiryat Matalon PO Box 7537 City State/Province/Country ZIP/Postal Code Petach Tikva ISRAEL 4951778	ast Name	First Name		Middle Name
City State/Province/Country ZIP/Postal Code Petach Tikva ISRAEL 4951778	ast Name	First Name	Street Address	
Petach Tikva ISRAEL 4951778	Last Name Cohn Street Address 1	First Name		
	Last Name Cohn Street Address 1	First Name Ilan Iatalon	PO Box 7537	
Relationship: Executive Officer Director Promoter	Last Name Cohn Street Address 1 10 Bareket Street, Kiryat M	First Name Ilan Iatalon	PO Box 7537	2
Relationship: Executive Officer Director Promoter	Last Name Cohn Street Address 1 10 Bareket Street, Kiryat M	First Name Ilan Atalon State/Province/Co	PO Box 7537	2 ZIP/Postal Code
	Last Name Cohn Street Address 1 10 Bareket Street, Kiryat M	First Name Ilan Atalon State/Province/Co	PO Box 7537	2 ZIP/Postal Code
	ast Name Cohn Street Address 1 10 Bareket Street, Kiryat M City Petach Tikva	First Name Ilan Iatalon State/Province/Co	PO Box 7537	ZIP/Postal Code 4951778
	ast Name Cohn Street Address 1 10 Bareket Street, Kiryat M City Petach Tikva	First Name Ilan Iatalon State/Province/Co ISRAEL Executive Officer	PO Box 7537	ZIP/Postal Code 4951778
	Cohn Greet Address 1 10 Bareket Street, Kiryat M City Petach Tikva Relationship:	First Name Ilan Iatalon State/Province/Co ISRAEL Executive Officer	PO Box 7537	ZIP/Postal Code 4951778
	Cohn Greet Address 1 10 Bareket Street, Kiryat M City Petach Tikva Relationship:	First Name Ilan Iatalon State/Province/Co ISRAEL Executive Officer	PO Box 7537	ZIP/Postal Code 4951778
	Cohn Street Address 1 10 Bareket Street, Kiryat M City Petach Tikva Relationship:	First Name Illan State/Province/Co ISRAEL Executive Officer cessary)	PO Box 7537	ZIP/Postal Code 4951778 Promoter
Last Name Middle Name	Cohn Street Address 1 10 Bareket Street, Kiryat M City Petach Tikva Relationship:	First Name Ilan State/Province/Co ISRAEL Executive Officer cessary)	PO Box 7537	ZIP/Postal Code 4951778 Promoter
Last Name First Name Middle Name Fishman Pnina	Last Name Cohn Street Address 1 10 Bareket Street, Kiryat M City Petach Tikva Relationship: Clarification of Response (if Ne	First Name Ilan State/Province/Co ISRAEL Executive Officer cessary)	PO Box 7537	ZIP/Postal Code 4951778 Promoter
	Last Name Cohn Street Address 1 10 Bareket Street, Kiryat M City Petach Tikva Relationship: Clarification of Response (if Ne	First Name Ilan State/Province/Co ISRAEL Executive Officer cessary)	PO Box 7537 Duntry Director	ZIP/Postal Code 4951778 Promoter Middle Name
Fishman Pnina	Cohn Itreet Address 1 10 Bareket Street, Kiryat M City Petach Tikva Relationship: Clarification of Response (if Ne ast Name Fishman Greet Address 1	First Name Ilan	PO Box 7537 Duntry Director Street Address	ZIP/Postal Code 4951778 Promoter Middle Name

State/Province/Country

ISRAEL

ZIP/Postal Code

4951778

Relationship:	Execut	ive Officer	哮	Director		Promoter
Clarification of Response (if Necessary)						
Last Name		First Name			Middle	Nama
Farbstein		Motti			Milatie	ivanie
Street Address 1		172001	S	treet Address 2		
10 Bareket Street, Ki	rvat Matalo	n	Γ	PO Box 7537		
City		State/Province/C	<u>ا</u> Count	try	ZIP/Pos	stal Code
Petach Tikva				4951778		
Relationship:	Execut	ive Officer	哮	Director		Promoter
Clarification of Response	(if Necessary	y)				
•						
Last Name		First Name			Middle	Name
Regev		Guy				
Street Address 1			S	treet Address 2		
10 Bareket Street, Ki	ryat Matalo	n		PO Box 7537		
City		State/Province/C	Count	try	ZIP/Pos	tal Code
Petach Tikva		ISRAEL			49517	78
			1			
Relationship:	Execut	ive Officer	哮	Director		Promoter
Clarification of Response	(if Necessary	y)				
Last Name		First Name			Middle	Name
Sartini		Abraham				
Street Address 1	M-4-1-		S	PO Box 7537		
City	ryat Mataio	State/Province/C	L		7ID/Dos	stal Code
Petach Tikva		ISRAEL	Jount		49517	
Tetach Tikya		ISKAEL			47317	70
Relationship:	Execut	ive Officer	V	Director		Promoter
	-	`	(Moreont)			F
Clarification of Response	(if Necessary	y)				
Last Name		First Name			Middle	Nama
Shamay		Israel			Iviidule	ivanic
Street Address 1			S	treet Address 2		
10 Bareket Street, Ki	ryat Matalo	n	Γ	PO Box 7537		
City		State/Province/C	<u>ا</u> Count	try	ZIP/Pos	stal Code
Petach Tikva		ISRAEL		4951778		
Relationship:	Execut	ive Officer	V	Director		Promoter

	First Name	Middle Name
	Gil	
Street Address 1	Street Address PO Box 7537	2
10 Bareket Street, Kiryat Matalon		
	State/Province/Country	ZIP/Postal Code
Petach Tikva	ISRAEL	49517778
Relationship: Executive	e Officer	Promoter
Relationship: Executive	e Officer Director	Promoter
Clarification of Response (if Necessary)		
4. Industry Group		
	Health Care	Retailing
Agriculture Banking & Financial Services	C Biotechnology	C Restaurants
C Commercial Banking	C Health Insurance	
C Insurance	C Hospitals & Physicians Pharmaceuticals	Technology
C Investing	Pharmaceuticals Other Health Care	C Computers
C Investing	Other Health Care	C Telecommunications
C Pooled Investment Fund		Other Technology
Other Banking & Financial		Travel
C Commisses	C Manufacturing	C Airlines & Airports
C Business Services	Real Estate	C Lodging & Conventions
Energy	C Commercial	C Tourism & Travel Services
C Coal Mining	C Construction	C Other Travel
C Electric Utilities	C REITS & Finance	O Other
C Energy Conservation	C Residential	
C Environmental Services C Oil & Gas	Other Real Estate	
On & Gas Other Energy		
other Energy		
Revenue Range		Asset Value Range
Revenue Range No Revenues	C No Agg	regate Net Asset Value
Revenue Range No Revenues \$1 - \$1,000,000	O No Agg O \$1 - \$5,	ů .
Revenue Range No Revenues \$1 - \$1,000,000 \$1,000,001 - \$5,000,000	O No Agg O \$1 - \$5, O \$5,000,	regate Net Asset Value 000,000 001 - \$25,000,000
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Revenue Range No Revenues \$1 - \$1,000,000 \$1,000,001 - \$5,000,000 \$5,000,001 - \$25,000,000 \$25,000,001 - \$100,000,000	C No Agg C \$1 - \$5, C \$5,000, C \$25,000 C \$50,000	regate Net Asset Value 000,000 001 - \$25,000,000
Revenue Range No Revenues \$1 - \$1,000,000 \$1,000,001 - \$5,000,000 \$5,000,001 - \$25,000,000 \$25,000,001 - \$100,000,000	O No Agg O \$1 - \$5, O \$5,000, O \$25,000	regate Net Asset Value 000,000 001 - \$25,000,000 0,001 - \$50,000,000
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C \$1 - \$1,000,000 C \$1,000,001 - \$5,000,000 C \$5,000,001 - \$25,000,000 C \$25,000,001 - \$100,000,000 C Over \$100,000,000	O No Agg O \$1 - \$5, O \$5,000, O \$25,000 O Over \$1 O Decline	regate Net Asset Value 000,000 001 - \$25,000,000 0,001 - \$50,000,000 0,001 - \$100,000,000
Revenue Range No Revenues \$1 - \$1,000,000 \$1,000,001 - \$5,000,000 \$5,000,001 - \$25,000,000 \$25,000,001 - \$100,000,000 Over \$100,000,000 Decline to Disclose	O No Agg O \$1 - \$5, O \$5,000, O \$25,000 O Over \$1 O Decline	regate Net Asset Value 000,000 001 - \$25,000,000 0,001 - \$50,000,000 0,001 - \$100,000,000 100,000,000
Revenue Range No Revenues \$1 - \$1,000,000 \$1,000,001 - \$5,000,000 \$5,000,001 - \$25,000,000 \$25,000,001 - \$100,000,000 Over \$100,000,000 Decline to Disclose Not Applicable	O No Agg O \$1 - \$5, O \$5,000, O \$25,000 O \$50,000 O Over \$1 O Decline O Not Ap	regate Net Asset Value 000,000 001 - \$25,000,000 0,001 - \$50,000,000 0,001 - \$100,000,000 100,000,000 to Disclose plicable
Revenue Range No Revenues \$1 - \$1,000,000 \$1,000,001 - \$5,000,000 \$5,000,001 - \$25,000,000 \$25,000,001 - \$100,000,000 Over \$100,000,000 Decline to Disclose	O No Agg O \$1 - \$5, O \$5,000, O \$25,000 O \$50,000 O Over \$1 O Decline O Not Ap	regate Net Asset Value 000,000 001 - \$25,000,000 0,001 - \$50,000,000 0,001 - \$100,000,000 100,000,000 to Disclose plicable
Revenue Range No Revenues S1 - \$1,000,000 \$1,000,001 - \$5,000,000 \$5,000,001 - \$100,000,000 Over \$100,000,000 Decline to Disclose Not Applicable 6. Federal Exemption(s) apply) Rule 504(b)(1) (not (i), (ii)	No Agg	regate Net Asset Value 000,000 001 - \$25,000,000 0,001 - \$50,000,000 0,001 - \$100,000,000 100,000,000 to Disclose plicable
Revenue Range No Revenues S1 - \$1,000,000 \$1,000,001 - \$5,000,000 \$5,000,001 - \$25,000,000 \$25,000,001 - \$100,000,000 Over \$100,000,000 Decline to Disclose Not Applicable 6. Federal Exemption(s) apply)	O No Agg O \$1 - \$5, O \$5,000, O \$25,000 O \$50,000 O Over \$1 O Decline O Not Ap	regate Net Asset Value 000,000 001 - \$25,000,000 0,001 - \$50,000,000 0,001 - \$100,000,000 100,000,000 to Disclose plicable

	Rule 504 (b)(1)(ii)	Rule 506(c)				
П	Rule 504 (b)(1)(iii)	Securities Act Section 4(a)(5)				
		Investment Company Act Section 3(c)				
	i l and a second and a second a second					
7.	Type of Filing					
V	New Notice Date of First Sa	e 2015-10-15 First Sal	le Yet to Occur			
П	Amendment					
8. I	Duration of Offering					
	the Issuer intend this offering to l	ast more than one year? Ves	⊙ _{No}			
Ducs	the issuer intent this offering to i	ist more than one year.	110			
		Offered (select all that apply	')			
	Pooled Investment Fund Interests	Equity				
	Tenant-in-Common Securities	Debt Option, Warrant or Other Right to				
	Mineral Property Securities Security to be Acquired Upon	Acquire Another Security				
V		Other (describe)				
,	Other Right to Acquire Security					
10.	. Business Combinat	ion Transaction				
	s offering being made in connection action, such as a merger, acquisiti	T Yes	No			
	fication of Response (if Necessary					
11.	. Minimum Investme	nt				
Minii	mum investment accepted from ar	y outside \$ 0	USD			
12.	Sales Compensatio	า				
Reci	pient	Recipient CRD Number	None			
Н.	C. Wainwright & Co., LLC	375				
(Asso	ociated) Broker or Dealer	None (Associated) Broker or Deal Number	ler CRD None			
Stre	et Address 1	Street Address 2				
430	PARK AVENUE	4TH FLOOR				
City		State/Province/Country	ZIP/Postal Code			
	CW YORK	NEW YORK	10022			
State	(s) of Solicitation All S	tates Foreign/Non-US				
ILL	INOIS					
NIEX	W JERSEY					

13. Offering and Sales Amounts \$ 4825002 **Total Offering Amount** □ Indefinite \$ 4825002 USD **Total Amount Sold** Total Remaining to be USD □ Indefinite Sold 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. **Estimate** Sales Commissions \$ | 289500 USD Finders' Fees \$ 0 **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. **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	Signature Name of Signer Title		Date
Can-Fite BioPharma Ltd.	/s/Motti Farbstein	Motti Farbstein	Chief Operating and Financial Officer	2015-10-28