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): 0001536196

Previous Name(s): ☑ None

Name of Issuer: Can-Fite BioPharma Ltd.

Jurisdiction of Incorporation/Organization: ISRAEL

Year of Incorporation/Organization

- ◉ Over Five Years Ago
- ○ Within Last Five Years (Specify Year)
- ○ Yet to Be Formed

Entity Type

- ◉ Corporation
- ○ Limited Partnership
- ○ Limited Liability Company
- ○ General Partnership
- ○ Business Trust
- ○ Other

2. Principal Place of Business and Contact Information

Name of Issuer: Can-Fite BioPharma Ltd.

Street Address 1	Street Address 2	City	State/Province/Country	ZIP/Postal Code	Phone No. of Issuer
10 BAREKET STREET, KIRYAT MATALON		PETACH TIKVA	ISRAEL	4951778	972 39241114

3. Related Persons

Last Name	First Name	Middle Name	Street Address 1	Street Address 2	City	State/Province/Country	ZIP/Postal Code
Cohn	Ilan		10 Bareket Street, Kiryat Matalon	PO Box 7537	Petach Tikva	ISRAEL	4951778

Relationship: ☐ Executive Officer ☑ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name	Street Address 1	Street Address 2	City	State/Province/Country	ZIP/Postal Code
Fishman	Pnina		10 Bareket Street, Kiryat Matalon	PO Box 7537	Petach Tikva	ISRAEL	4951778

Relationship: ☑ Executive Officer ☑ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name: Farbstein | First Name: Motti | Middle Name:

Street Address 1: 10 Bareket Street, Kiryat Matalon | Street Address 2: PO Box 7537

City: Petach Tikva | State/Province/Country: ISRAEL | ZIP/Postal Code: 4951778

Relationship: ☑ Executive Officer ☑ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name: Regev | First Name: Guy | Middle Name:

Street Address 1: 10 Bareket Street, Kiryat Matalon | Street Address 2: PO Box 7537

City: Petach Tikva | State/Province/Country: ISRAEL | ZIP/Postal Code: 4951778

Relationship: ☐ Executive Officer ☑ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name: Sartini | First Name: Abraham | Middle Name:

Street Address 1: 10 Bareket Street, Kiryat Matalon | Street Address 2: PO Box 7537

City: Petach Tikva | State/Province/Country: ISRAEL | ZIP/Postal Code: 4951778

Relationship: ☐ Executive Officer ☑ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name: Shamay | First Name: Israel | Middle Name:

Street Address 1: 10 Bareket Street, Kiryat Matalon | Street Address 2: PO Box 7537

City: Petach Tikva | State/Province/Country: ISRAEL | ZIP/Postal Code: 4951778

Relationship: ☐ Executive Officer ☑ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name: Oren | First Name: Gil | Middle Name:

Street Address 1: 10 Bareket Street, Kiryat Matalon | Street Address 2: PO Box 7537

City	State/Province/Country	ZIP/Postal Code
Petach Tikva	ISRAEL	49517778

Relationship:	Executive Officer	Director	Promoter
	☐	☑	☐

Clarification of Response (if Necessary)

4. Industry Group

- ○ **Agriculture**
- **Banking & Financial Services**
  - ○ Commercial Banking
  - ○ Insurance
  - ○ Investing
  - ○ Investment Banking
  - ○ Pooled Investment Fund
  - ○ Other Banking & Financial Services
- ○ **Business Services**
- **Energy**
  - ○ Coal Mining
  - ○ Electric Utilities
  - ○ Energy Conservation
  - ○ Environmental Services
  - ○ Oil & Gas
  - ○ Other Energy
- **Health Care**
  - ○ Biotechnology
  - ○ Health Insurance
  - ○ Hospitals & Physicians
  - ◉ Pharmaceuticals
  - ○ Other Health Care
- ○ **Manufacturing**
- **Real Estate**
  - ○ Commercial
  - ○ Construction
  - ○ REITS & Finance
  - ○ Residential
  - ○ Other Real Estate
- ○ **Retailing**
- ○ **Restaurants**
- **Technology**
  - ○ Computers
  - ○ Telecommunications
  - ○ Other Technology
- **Travel**
  - ○ Airlines & Airports
  - ○ Lodging & Conventions
  - ○ Tourism & Travel Services
  - ○ Other Travel
- ○ **Other**

5. Issuer Size

Revenue Range	Aggregate Net Asset Value Range
○ No Revenues	○ No Aggregate Net Asset Value
○ $1 - $1,000,000	○ $1 - $5,000,000
○ $1,000,001 - $5,000,000	○ $5,000,001 - $25,000,000
○ $5,000,001 - $25,000,000	○ $25,000,001 - $50,000,000
○ $25,000,001 - $100,000,000	○ $50,000,001 - $100,000,000
○ Over $100,000,000	○ Over $100,000,000
◉ Decline to Disclose	○ Decline to Disclose
○ Not Applicable	○ Not Applicable

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

☐	Rule 504(b)(1) (not (i), (ii) or (iii))		☐ Rule 505		
☐	Rule 504 (b)(1)(i)		☑ Rule 506(b)		
☐	Rule 504 (b)(1)(ii)		☐ Rule 506(c)		
☐	Rule 504 (b)(1)(iii)		☐ Securities Act Section 4(a)(5)		
			☐ Investment Company Act Section 3(c)		

7. Type of Filing

☑ New Notice Date of First Sale 2015-10-15 ☐ 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 $ 0 USD

12. Sales Compensation

Recipient: H.C. Wainwright & Co., LLC

Recipient CRD Number: 375 ☐ None

(Associated) Broker or Dealer: ☑ None

(Associated) Broker or Dealer CRD Number: ☑ None

Street Address 1: 430 PARK AVENUE

Street Address 2: 4TH FLOOR

City: NEW YORK

State/Province/Country: NEW YORK

ZIP/Postal Code: 10022

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

ILLINOIS
NEW JERSEY

13. Offering and Sales Amounts

Total Offering Amount	$ 4825002	USD	☐ Indefinite
Total Amount Sold	$ 4825002	USD	
Total Remaining to be Sold	$ 0	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: **3**

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 $ **289500** USD ☐ Estimate

Finders' Fees $ **0** 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.

$ **0** 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**