

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

Same Previous Name(s) None Entity Type		w ashingto	, 2.00	per res	ponse: 4.0
Entity Type 0001536196 Name of Issuer Can-Fite BioPharma Ltd. Within Last Five Years Ago Cyer Five Years Ago Cyer Five BioPharma Ltd. Street Address 1 Street Address 1 Street Address 2 10 Bareket Street, Kiryat Matalon Street Address 1 Street Address 2 10 Bareket Street, Kiryat Matalon Street Address 1 Street Address 2 10 Bareket Street, Kiryat Matalon Street Address 1 Street Address 2 10 Bareket Street, Kiryat Matalon Street Address 1 Street Address 2 10 Bareket Street, Kiryat Matalon Street Address 1 Street Address 2 10 Bareket Street, Kiryat Matalon Street Address 1 Street Address 2 Street Address 2 Street Address 3 Street Address 2 Street Address 3 Street Address 4 Street Address 5 Street Address 5 Street Address 6 Street Address 7 Street Address 7 Street Address 7 Street Address 8 Street Address 9 Stree					
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Name of Issuer Can-Fite BioPharma Ltd. For a Corporation (Organization and organization and organization are represented by the properties of the properti	CIK (Filer ID Number)	Previous Name(s)	None None	Entity Type	
Can-Fite BioPharma Ltd. Vear of Incorporation/Organization ISRAEL Vear of Incorporation/Organization © Over Five Years Ago Within Last Five Years (Specify Year) C Yet to Be Formed C Principal Place of Business and Contact Information Name of Issuer Can-Fite BioPharma Ltd. Street Address 1 Street Address 2 10 BAREKET STREET, KIRYAT MATALON City State/Province/Country ZIP/Postal Code Phone No. of Issuer PETACH TIKVA STREET Address 1 SReelated Persons Last Name First Name Middle Name Cohn Itan Street Address 2 10 Bareket Street, Kiryat Matalon Cohn Itan Street Address 2 C Po Box 7537 City State/Province/Country ZIP/Postal Code Petach Tikva First Name Middle Name Cohn Itan Street Address 2 10 Bareket Street, Kiryat Matalon Eity State/Province/Country ZIP/Postal Code Petach Tikva First Name Middle Name Cohn Itan Street Address 2 10 Bareket Street, Kiryat Matalon Eity State/Province/Country ZIP/Postal Code Petach Tikva First Name First Name Middle Name Cohn Itan Street Address 2 10 Bareket Street, Kiryat Matalon Eity State/Province/Country ZIP/Postal Code Petach Tikva First Name First Name Postar Tikva First Name Postar Tikva First Name Postar Tikva First Name Postar Tikva Promoter	0001536196			Corporati	ion
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City State/Province/Country ZIP/Postal Code Petach Tikva ISRAEL 4951778 Relationship: Executive Officer Director Promoter	10 BAREKET STREET, KIRYA City PETACH TIKVA 3. Related Persons Last Name Cohn	State/Province/Country ISRAEL First Name	4951778	Middle Name	
Petach Tikva ISRAEL 4951778 Relationship:	10 BAREKET STREET, KIRYA City PETACH TIKVA 3. Related Persons ast Name Cohn treet Address 1	State/Province/Country ISRAEL First Name Illan	4951778 Street Address 2	Middle Name	
Relationship: Executive Officer Director Promoter	10 BAREKET STREET, KIRYA City PETACH TIKVA 3. Related Persons ast Name Cohn treet Address 1	State/Province/Countr ISRAEL First Name Ilan	4951778 Street Address 2	Middle Name	
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	10 BAREKET STREET, KIRYA City PETACH TIKVA B. Related Persons ast Name Cohn treet Address 1 10 Bareket Street, Kiryat Ma City	State/Province/Country ISRAEL First Name Illan State/Province/Country	Street Address 2 PO Box 7537	Middle Name	2 39241114
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Last Name First Name Middle Name	B. Related Persons ast Name Cohn treet Address 1 10 Bareket Street, Kiryat Ma City Petach Tikva Relationship: Ex	State/Province/Country ISRAEL First Name Illan State/Province/Cou ISRAEL secutive Officer ssary)	Street Address 2 PO Box 7537	Middle Name ZIP/Postal Cod 4951778	2 39241114 le
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Fishman Pnina	B. Related Persons ast Name Cohn treet Address 1 10 Bareket Street, Kiryat Ma City Petach Tikva Relationship: Clarification of Response (if Necessary Name ast Name Treet Address 1	State/Province/Country ISRAEL First Name Illan State/Province/Country ISRAEL Eccutive Officer Ssary) First Name Pnina	Street Address 2 PO Box 7537 Intry Director	Middle Name ZIP/Postal Cod 4951778 Middle Name	2 39241114 le

State/Province/Country

ISRAEL

ZIP/Postal Code

4951778

Relationship:	Execut	ive Officer	哮	Director		Promoter
Clarification of Response	(if Necessary	y)				
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		ISRAEL			49517	78
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		L		7ID/Dos	stal Code
Petach Tikva		State/Province/Country ISRAEL		4951778		
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
		ISRAEL	· · · · · · · · · · · · · · · · · · ·		4951778	
Relationship:	Execut	ive Officer	V	Director		Promoter

	First Name	Middle Name
Goldman	Yaacov	
Street Address 1	Street Addres	
10 Bareket Street, Kiryat Matalon		
	State/Province/Country	ZIP/Postal Code
Petach Tikva	ISRAEL	4951778
<u> </u>		
Relationship: Executiv	e Officer Director	Promoter
Clarification of Response (if Necessary)		
4. Industry Group	Harlet Con-	
C Agriculture	Health Care © Biotechnology	C Retailing
Banking & Financial Services	C Health Insurance	C Restaurants
C Commercial Banking	C Hospitals & Physicians	Technology
C Insurance	© Pharmaceuticals	C Computers
C Investing	Other Health Care	C Telecommunications
C Investment Banking Pooled Investment Fund		Other Technology
~		Travel
Other Banking & Financial Services	C Manufacturing	C Airlines & Airports
C Business Services	Real Estate	C Lodging & Conventions
	C Commercial	O Tourism & Travel Services
Energy C Coal Mining	C Construction	C Other Travel
C Electric Utilities	C REITS & Finance	Other
C Energy Conservation	C Residential	
C Environmental Services	Other Real Estate	
C Oil & Gas		
Other Energy		
5. Issuer Size		
Revenue Range	Aggregate Net	: Asset Value Range
C No Revenues	7040	ggregate Net Asset Value
C \$1 - \$1,000,000	C \$1 - \$:	5,000,000
\$1,000,001 - \$5,000,000	C \$5,000	0,001 - \$25,000,000
\$5,000,001 - \$25,000,000		
\$5,000,001 - \$25,000,000	C \$25,00	00,001 - \$50,000,000
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C \$25,000,001 - \$100,000,000 C Over \$100,000,000 Decline to Disclose C Not Applicable	C \$50,00 C Over C Declin	00,001 - \$100,000,000 \$100,000,000 ne to Disclose pplicable
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© \$25,000,001 - \$100,000,000 © Over \$100,000,000 © Decline to Disclose © Not Applicable 6. Federal Exemption(s) apply) Rule 504(b)(1) (not (i), (ii)	C \$50,00 C Over C Declin C Not A	00,001 - \$100,000,000 \$100,000,000 ne to Disclose pplicable
C \$25,000,001 - \$100,000,000 C Over \$100,000,000 C Decline to Disclose C Not Applicable 6. Federal Exemption(s) apply)	C \$50,00 C Over C Declin	00,001 - \$100,000,000 \$100,000,000 ne to Disclose pplicable

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 Sa	le 2018-03-13 First Sale Yet to Occur					
☐ Amendment						
8. Duration of Offering						
	ast more than one year? C Yes No					
Does the Issuer intend this offering to	ast more than one year:					
	offered (select all that apply)					
Pooled Investment Fund Interests	Equity					
Tenant-in-Common Securities	Debt Option Wayment on Other Bight to					
	Option, Warrant or Other Right to Acquire Another Security					
Security to be Acquired Upon Exercise of Option, Warrant or	Other (describe)					
Other Right to Acquire Security						
10. Business Combina	tion Transaction					
Is this offering being made in connecti	Yes					
transaction, such as a merger, acquisit Clarification of Response (if Necessary						
11. Minimum Investme	nt					
Minimum investment accepted from a						
investor						
12. Sales Compensation	n					
Recipient	Recipient CRD Number None					
H.C. Wainwright & Co., LLC	375					
(Associated) Broker or Dealer	▼ None (Associated) Broker or Dealer CRD None Number					
	- Authori					
Street Address 1	Street Address 2					
430 PARK AVENUE	3RD FLOOR					
City	State/Province/Country ZIP/Postal Code					
NEW YORK	NEW YORK 10022					
State(s) of Solicitation	States Foreign/Non-US					
NEW JERSEY						
NEW YORK						

13. Offering and Sales Amounts
·
Total Offering Amount \$ 5000004 USD Indefinite
Total Amount Sold \$ 5000004 USD
Total Remaining to be \$ 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) 3,333,336 ADSs issued in a registered direct offering, and (ii) unregistered warrants to purchase 2,500,002 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 \$ 300000 USD Estimate
Finders' Fees \$ 0 USD Estimate
Clarification of Response (if Necessary)
H.C. Waiwright is also entitled to a non-accountable expense reimbursement of \$50,000 and H.C. Wainwright is entitled to warrants to purchase an aggregate of 166,667 ADSs exercisable at \$2.00 per ADS for five years.
16. Use of Proceeds
10. 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

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	II .	Chief Operating and Financial Officer	2018-03-22