

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 Iden	itity		
CIK (Filer ID Number)	Previous Name((s) None	Entity Type
0001536196			• Corporation
Name of Issuer			C Limited Partnership
Can-Fite BioPharma Lt	d.		C Limited Liability Company
Jurisdiction of Incorporation/Organizati	on		C General Partnership
ISRAEL			© Business Trust
Year of Incorporation/	Organization		C Other
Over Five Years Ago	_		Otner
C Within Last Five Yea (Specify Year)	rs		
O Yet to Be Formed			
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Z. Principal Pla Name of Issuer	ce of Business an	id Contact in	formation
Can-Fite BioPharma Lt	d	1	
Street Address 1	u.	Street Address 2	
	C, KIRYAT MATALON	Street Address 2	
L	<u>· </u>	ZID/Dostol	Code Phone No of Issuer
City	State/Province/Cou		
PETACH TIKVA	ISRAEL	4951778	972 39241114
-			
3. Related Pers	sons		
o. Related Fert	50113		
Last Name	First Name		Middle Name
Cohn	Ilan		
Street Address 1		Street Address 2	
10 Bareket Street, Kin	yat Matalon	PO Box 7537	
City	State/Province/0	Country	ZIP/Postal Code
Petach Tikva	ISRAEL		4951778
Relationship:	Executive Officer	□ Director	Promoter
Clarification of Response	(if Necessary)		
±			
Last Name	First Name		Middle Name

10 Bareket Street, Kiryat Matalon

Pnina

ISRAEL

Executive Officer

State/Province/Country

Street Address 2

PO Box 7537

□ Director

ZIP/Postal Code

Promoter

4951778

Fishman

City

Street Address 1

Petach Tikva

Relationship:

Last Name		First Name		Middle Name
Farbstein		Motti		
Street Address 1			Street Address 2	2
10 Bareket Street, Ki	ryat Matal	on	PO Box 7537	
City State/Province		e/Country	ZIP/Postal Code	
Petach Tikva ISRAE		ISRAEL		4951778
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Relationship:	Exec	utive Officer	Director	Promoter
Clarification of Response	e (if Necessa	ry)		
Last Name		First Name		Middle Name
Regev		Guy		
Street Address 1			Street Address 2	<u>-</u> 1 2
10 Bareket Street, Ki	rvat Matal	on	PO Box 7537	
City	v	State/Provinc		ZIP/Postal Code
Petach Tikva		ISRAEL		4951778
L- vinou zantu				
Relationship:	Exec	utive Officer	▽ Director	Promoter
	Exec	Oilitti	Director	1 Tomoter
Last Name		First Name		Middle Name
Sartini				
		Abraham		
Street Address 1			Street Address 2	2
Street Address 1 10 Bareket Street, Ki	ryat Matal	on	PO Box 7537	
Street Address 1 10 Bareket Street, Ki	ryat Matal	on State/Provinc	PO Box 7537	ZIP/Postal Code
Street Address 1 10 Bareket Street, Ki	ryat Matal	on	PO Box 7537	
Street Address 1 10 Bareket Street, Ki		on State/Provinc	PO Box 7537	ZIP/Postal Code
Street Address 1 10 Bareket Street, Ki City Petach Tikva Relationship:	Exec	State/Provinc ISRAEL utive Officer	PO Box 7537	ZIP/Postal Code
Street Address 1 10 Bareket Street, Ki City Petach Tikva Relationship: Clarification of Response	Exec	State/Provinc ISRAEL utive Officer	PO Box 7537	ZIP/Postal Code
Street Address 1 10 Bareket Street, Ki City Petach Tikva Relationship: Clarification of Response	Exec	State/Provinc ISRAEL utive Officer ry)	PO Box 7537	ZIP/Postal Code 4951778 Promoter
Street Address 1 10 Bareket Street, Ki City Petach Tikva Relationship: Clarification of Response Last Name Shamay	Exec	State/Provinc State/Provinc ISRAEL utive Officer ry)	PO Box 7537	ZIP/Postal Code 4951778 Promoter Middle Name
Street Address 1 10 Bareket Street, Ki City Petach Tikva Relationship: Clarification of Response Last Name Shamay Street Address 1	Exec	State/Provinc ISRAEL utive Officer ry) First Name Israel	e/Country Director	ZIP/Postal Code 4951778 Promoter Middle Name
Street Address 1 10 Bareket Street, Ki City Petach Tikva Relationship: Clarification of Response Last Name Shamay Street Address 1 10 Bareket Street, Ki	Exec	State/Provinc ISRAEL utive Officer ry) First Name Israel	PO Box 7537 e/Country Director Street Address 2 PO Box 7537	ZIP/Postal Code 4951778 Promoter Middle Name
Street Address 1 10 Bareket Street, Ki City Petach Tikva Relationship: Clarification of Response Last Name Shamay Street Address 1 10 Bareket Street, Ki City	Exec	State/Provinc State/Provinc ISRAEL utive Officer ry) First Name Israel on State/Provinc	PO Box 7537 e/Country Director Street Address 2 PO Box 7537	ZIP/Postal Code 4951778 Promoter Middle Name ZIP/Postal Code
Street Address 1 10 Bareket Street, Ki City Petach Tikva Relationship: Clarification of Response Last Name Shamay Street Address 1 10 Bareket Street, Ki	Exec	State/Provinc ISRAEL utive Officer ry) First Name Israel	PO Box 7537 e/Country Director Street Address 2 PO Box 7537	ZIP/Postal Code 4951778 Promoter Middle Name
Street Address 1 10 Bareket Street, Ki City Petach Tikva Relationship: Clarification of Response Last Name Shamay Street Address 1 10 Bareket Street, Ki City	Exect e (if Necessa	State/Provinc State/Provinc ISRAEL utive Officer ry) First Name Israel on State/Provinc	PO Box 7537 e/Country Director Street Address 2 PO Box 7537	ZIP/Postal Code 4951778 Promoter Middle Name ZIP/Postal Code
Street Address 1 10 Bareket Street, Ki City Petach Tikva Relationship: Clarification of Response Last Name Shamay Street Address 1 10 Bareket Street, Ki City Petach Tikva Relationship:	Exect Execution	State/Provinc ISRAEL utive Officer ry) First Name Israel On State/Provinc ISRAEL utive Officer	PO Box 7537 e/Country Director Street Address 2 PO Box 7537 e/Country	ZIP/Postal Code 4951778 Promoter Middle Name ZIP/Postal Code 4951778
Street Address 1 10 Bareket Street, Ki City Petach Tikva Relationship: Clarification of Response Last Name Shamay Street Address 1 10 Bareket Street, Ki City Petach Tikva	Exect Execution	State/Provinc ISRAEL utive Officer ry) First Name Israel On State/Provinc ISRAEL utive Officer	PO Box 7537 e/Country Director Street Address 2 PO Box 7537 e/Country	ZIP/Postal Code 4951778 Promoter Middle Name ZIP/Postal Code 4951778
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Street Address 1 10 Bareket Street, Ki City Petach Tikva Relationship: Clarification of Response Last Name Shamay Street Address 1 10 Bareket Street, Ki City Petach Tikva Relationship: Clarification of Response Last Name Goldman	Exect Execution	State/Provinc ISRAEL utive Officer ry) First Name Israel on State/Provinc ISRAEL utive Officer ry)	PO Box 7537 e/Country Director Street Address 2 PO Box 7537 e/Country	ZIP/Postal Code 4951778 Promoter Middle Name ZIP/Postal Code 4951778 Promoter Middle Name
Street Address 1 10 Bareket Street, Ki City Petach Tikva Relationship: Clarification of Response Last Name Shamay Street Address 1 10 Bareket Street, Ki City Petach Tikva Relationship: Clarification of Response Last Name	ryat Matal	State/Provinc State/Provinc ISRAEL utive Officer ry) First Name Israel ISRAEL utive Officer ry) First Name Yaacov	PO Box 7537 e/Country Director Street Address 2 PO Box 7537 e/Country Director	ZIP/Postal Code 4951778 Promoter Middle Name ZIP/Postal Code 4951778 Promoter Middle Name

	State/Province/Country		ZIP/Postal Code			
Petach Tikva	ISR	ISRAEL		4951778		
Relationship:	Executive Of	ficer	▽ Dir	ector		Promoter
larification of Despense	(if Noossary)					
larification of Response	(II Necessary)					
Industry Cro	un.					
. Industry Gro	uρ	Health C:	are		О	5 · W
Agriculture	Samiaaa	C Biot	technology			Retailing
Banking & Financial S			lth Insuran		С	Restaurants
C Insurance	ang		pitals & Ph rmaceutica			Technology
C Investing		7040	er Health C			C Computers
C Investment Banki	ing					C Telecommunications
C Pooled Investmen						C Other Technology
Other Banking &	Financial					Travel
C Services	C	Manufact	turing			C Airlines & Airports
Business Services		Real Esta	ıte			C Lodging & Conventions
Energy		2000	nmercial			C Tourism & Travel Services
C Coal Mining C Electric Utilities			struction TS & Fina			O Other Travel
C Energy Conservat	tion	2000	idential	nce	C	Other
C Environmental Se		2000	er Real Est	ate		
C Oil & Gas						
C Other Energy						
. Issuer Size						
venue Range			Aggree	gate Net A	sset Val	ue Range
No Revenues			o.			et Asset Value
\$1 - \$1,000,000			0	\$1 - \$5,0	00,000	
\$1,000,001 - \$5,00	0,000		O	\$5,000,0	01 - \$25,	,000,000
\$5,000,001 - \$25,0			0			
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\$25,000,001 - \$100	3 000 000		0	\$50,000	001 - \$50 001 - \$10	
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Over \$100,000,000	0		C	Over \$10	001 - \$10 00,000,0	00,000,000
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Over \$100,000,000 Decline to Disclose	0		0	Over \$10	001 - \$10 00,000,0 to Disclo	00,000,000
Over \$100,000,000 Decline to Disclose Not Applicable	0 e	nd Exc	000	Over \$10 Decline t	001 - \$10 00,000,0 to Disclo	00,000,000
Over \$100,000,000 Decline to Disclose Not Applicable Federal Exel	0 e	nd Ex	000	Over \$10 Decline t	001 - \$10 00,000,0 to Disclo	00,000,000 00 ose
Over \$100,000,000 Decline to Disclose Not Applicable Federal Exerpply)	mption(s) a	1 to 52	C C Clusion	Over \$10 Decline t	001 - \$10 00,000,0 to Disclo	00,000,000 00 ose
Over \$100,000,000 Decline to Disclose Not Applicable Federal Exer pply) Rule 504(b)(1) (not or (iii))	mption(s) a	□ Rule	C C C clusion	Over \$10 Decline t	001 - \$10 00,000,0 to Disclo	00,000,000 00 ose
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Over \$100,000,000 Decline to Disclose Not Applicable Rule 504(b)(1) (not or (iii)) Rule 504 (b)(1)(i) Rule 504 (b)(1)(ii)	mption(s) a		C C Clusion clusion e 505 506(b) e 506(c) urities Act S	Over \$10 Decline to Not App	001 - \$10 00,000,00 to Disclo licable	d (select all that
Over \$100,000,000 Decline to Disclose Not Applicable Decline to Disclose Not Applicable Rule 504(b)(1) (not or (iii)) Rule 504 (b)(1)(i) Rule 504 (b)(1)(ii)	mption(s) a		C C Clusion clusion e 505 506(b)	Over \$10 Decline to Not App	001 - \$10 00,000,00 to Disclo licable	d (select all that
Over \$100,000,000 Decline to Disclose Not Applicable B. Federal Exemply Rule 504(b)(1) (not or (iii)) Rule 504 (b)(1)(i) Rule 504 (b)(1)(ii)	mption(s) a		C C Clusion clusion e 505 506(b) e 506(c) urities Act S	Over \$10 Decline to Not App	001 - \$10 00,000,00 to Disclo licable	d (select all that
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8. Duration of Offering					
Does the Issuer intend this offering to last more than one year?					
9. Type(s) of Securities Offered (select all that apply)					
Pooled Investment Fund 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?					
Clarification of Response (if Necessary)					
11. Minimum Investment					
Minimum investment accepted from any outside sinvestor USD					
investor					
12. Sales Compensation					
Recipient CRD Number None					
H.C. Wainwright & Co., LLC					
(Associated) Broker or Dealer None Number None Number					
Number					
Street Address 1 Street Address 2					
430 PARK AVENUE 4TH FLOOR					
City State/Province/Country ZIP/Postal Code					
NEW YORK NEW YORK 10022					
State(s) of Solicitation					
ILLINOIS					
NEW JERSEY					
NEW YORK					
TEXAS					
13. Offering and Sales Amounts					
Total Offering Amount \$ 6000000 USD □ Indefinite					
Total Amount Sold \$ 6000000 USD					
Total Remaining to be \$ 0 USD □ Indefinite					

The warrants and shares underlying the warrants, the subject matter of this Form D were issued in connection with an offering of (i) 1,500,000 ADSs issued in a registered direct offering, and (ii) unregistered warrants to purchase 1,500,000 ADSs.

14. Investors			
14. IIIvestors			
Select if securities in the offering have be do not qualify as accredited investors, Number of such non-accredited investors offering Regardless of whether securities in the ofto persons who do not qualify as accredit number of investors who already have in	s who already have i ffering have been or ted investors, enter t	nvested in the may be sold he total	5
15. Sales Commissions & Fin	ders' Fees E	Expenses	
Provide separately the amounts of sales commissio expenditure is not known, provide an estimate and Sales Commissions \$ 360000	ns and finders' fees check the box next	expenses, if any. I	f the amount of an
Finders' Fees \$ 0		USD	Estimate
Clarification of Response (if Necessary) H.C. Wainwright is also entitled to non-account opurchase an aggregate of 75,000 ADSs exer	•		· ·
16. Use of Proceeds			
Provide the amount of the gross proceeds of the of any of the persons required to be named as executi If the amount is unknown, provide an estimate and	ive officers, directors	s or promoters in	
8	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	2019-05-31