

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)  None Entity Type

Name of Issuer

Jurisdiction of Incorporation/Organization

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

Street Address 1  Street Address 2

City  State/Province/Country  ZIP/Postal Code  Phone No. of Issuer

3. Related Persons

Last Name  First Name  Middle Name

Street Address 1  Street Address 2

City  State/Province/Country  ZIP/Postal Code

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

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

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

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

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

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

Petach Tikva

ISRAEL

4951778

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**
 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

**Aggregate Net Asset Value Range**
 No Aggregate Net Asset Value

 \$1 - \$5,000,000

 \$5,000,001 - \$25,000,000

 \$25,000,001 - \$50,000,000

 \$50,000,001 - \$100,000,000

 Over \$100,000,000

 Decline to Disclose

 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

2019-05-20

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) 1,500,000 ADSs issued in a registered direct offering, and (ii) unregistered warrants to purchase 1,500,000 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)

H.C. Wainwright is also entitled to non-accountable expense reimbursement of \$50,000 and warrants to purchase an aggregate of 75,000 ADSs exercisable at \$4.00 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
<b>Can-Fite BioPharma Ltd.</b>	<b>/s/ Motti Farbstein</b>	<b>Motti Farbstein</b>	<b>Chief Operating and Financial Officer</b>	<b>2019-05-31</b>