

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			C 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			
0. D.::	(D .:	10.4.4	. ('
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		Middl	Middle Name	
Farbstein		Motti				
Street Address 1			Street Addre	ss 2		
10 Bareket Street, Ki	ryat Matalo	n	PO Box 753	37		
City		State/Province/	Country	ZIP/P	ostal Code	
Petach Tikva		ISRAEL		4951	778	
Relationship:	Execut	tive Officer	☑ Director	,	Promoter	
Clarification of Response	e (if Necessary	7)				
Last Name		First Name		Middl	e Name	
Regev		Guy				
Street Address 1			Street Addre	ss 2		
10 Bareket Street, Ki	ryat Matalo	n	PO Box 753	37		
City		State/Province/	Country	ZIP/P	ostal Code	
Petach Tikva		ISRAEL		4951		
Relationship:	Execut	tive Officer	□ Director		Promoter	
	1		12.3			
Clarification of Response	e (if Necessary	7)				
Last Name		First Name		Middl	e Name	
Sartani		Abraham				
Street Address 1			Street Addre	ss 2		
10 Bareket Street, Ki	ryat Matalo	n	PO Box 753	37		
City		State/Province/	Country	ZIP/P	ostal Code	
Petach Tikva		ISRAEL		4951	778	
Relationship:	Execut	tive Officer	✓ Director		Promoter	
Clarification of Response	e (if Necessary	i)				
						_
Last Name		First Name		Middl	e Name	
Shamay		Israel				
Street Address 1			Street Addre	ss 2		
10 Bareket Street, Ki	rvat Matalo	n	PO Box 753	37		
City	J					
	<u></u>	State/Province/	Country	ZIP/P	ostal Code	
Petach Tikva			Country	ZIP/P		
Petach Tikva		State/Province/	Country			
Petach Tikva Relationship:		State/Province/	Country	4951		
Relationship:	Execut	State/Province/ ISRAEL tive Officer		4951	778	
	Execut	State/Province/ ISRAEL tive Officer		4951	778	
Relationship:	Execut	State/Province/ ISRAEL tive Officer		4951	778	
Relationship: Clarification of Response	Execut	State/Province/ ISRAEL tive Officer		4951	Promoter	
Relationship: Clarification of Response Last Name	Execut	State/Province/ ISRAEL tive Officer First Name		4951	778	
Relationship: Clarification of Response Last Name Goldman	Execut	State/Province/ ISRAEL tive Officer	Director	Middl	Promoter	
Relationship: Clarification of Response Last Name	Execute (if Necessary	State/Province/ ISRAEL tive Officer f) First Name Vaacov		Middl	Promoter	_

Itreet Address 1 Street Address 2 10 Barcket Street, Kiryat Matalon	City		tate/Province/Country		ZIP/Postal Code		
Ast Name First Name Middle Name Bitton Gotan Gotan Greet Address 1 Street Address 2 10 Bareket Street, Kiryat Matalon Ferach Tikva INRAEL Application of Response (If Necessary) Industry Group Franchitika Physicians Code Application of Response (If Necessary) Industry Group Franchitika Physicians Code Application of Response (If Necessary) Investment Banking Code Pharmaceuticals Computers Computers Code Pharmaceuticals Code P	Petach Tikva		ISRAEL		4951778		
Ast Name First Name Middle Name Bitton Gotan Gotan Greet Address 1 Street Address 2 10 Bareket Street, Kiryat Matalon Ferach Tikva INRAEL Application of Response (If Necessary) Industry Group Franchitika Physicians Code Application of Response (If Necessary) Industry Group Franchitika Physicians Code Application of Response (If Necessary) Investment Banking Code Pharmaceuticals Computers Computers Code Pharmaceuticals Code P							
Bitton Golam First Name Middle Name First Name Golam	Relationship:	Executive Of	ficer	Director	Promoter		
Street Address 1 Street Address 2 Street Address 1 Street Address 2 State/Province/Country ZIP/Postal Code Petach Tikva ISRAEL Q951778 Q	Clarification of Response (if	Necessary)					
treet Address 1 Street Address 2 10 Barcket Street, Kiryat Matalon	ast Name	First	Name	2	Middle Name		
State/Province/Country	Bitton	Gola	an				
State/Province/Country ZIP/Postal Code Petach Tikva SRAEL 4951778	treet Address 1			Street Address	2		
Relationship:	10 Bareket Street, Kirya	ıt Matalon		PO Box 7537			
Relationship: Executive Officer	City	State	/Provi	ince/Country	ZIP/Postal Code		
Agriculture Banking & Financial Services Commercial Banking Cother Banking & Financial Cother Banking & Financial Cother Banking Cother Bank	Petach Tikva	ISR	AEL		4951778		
Agriculture Banking & Financial Services Commercial Banking Cinsurance Cinvesting Cinvestment Banking Cinv	Relationship:	Executive Of	ficer	☑ Director	Promoter		
Agriculture Banking & Financial Services C Commercial Banking C Insurance C Investing C Investment Banking C Pooled Investment Fund Other Banking & Financial Oservices C Cal Mining C Coal Mining C Electric Utilities C Energy Conservation C Environmental Services C Oil & Gas C Other Energy Aggregate Net Asset Value Range No Revenues S1 - \$1,000,000 S1,000,001 - \$25,000,000 S25,000,001 - \$25,000,000 C Over \$100,000,000 C Over \$100,000,000 C Over \$100,000,000 C Decline to Disclose C Manufacturing C Business Services C Health Care C Health Care C Computers C Other Technology C Airlines & Airports C Lodging & Conventions C Tourism & Travel Service C Other Travel C Other Souo,000 C S1,000,001 - \$5,000,000 C S25,000,001 - \$5,000,000 C S25,000,001 - \$50,000,000 C Over \$100,000,000 C Decline to Disclose	iarnication of Response (ii	(Necessary)					
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Electric Utilities C Residential C Other	7020		\circ	Construction			
C Environmental Services C Oil & Gas C Other Energy Dissuer Size County Count	0.00		O	REITS & Finance			
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Aggregate Net Asset Value Range	C Oil & Gas						
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	C Oil & Gas						
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• Decline to Disclose C Decline to Disclose	Oil & Gas Other Energy 5. ISSUET SIZE Revenue Range No Revenues S1 - \$1,000,000 S1,000,001 - \$5,000,000			C No Ag C \$1 - \$5 C \$5,000	gregate Net Asset Value ,000,000 ,001 - \$25,000,000		
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Not Applicable C Not Applicable	C Oil & Gas C Other Energy 5. ISSUET Size Revenue Range C No Revenues C \$1 - \$1,000,000 C \$1,000,001 - \$5,000,000 C \$5,000,001 - \$25,000 C \$25,000,001 - \$100,000),000		C No Ag; C \$1 - \$5 C \$5,000 C \$25,000 C \$50,000	gregate Net Asset Value ,000,000 ,001 - \$25,000,000 ,001 - \$50,000,000		
••	Oil & Gas Other Energy 5. ISSUET Size Revenue Range No Revenues S1 - \$1,000,000 S1,000,001 - \$5,000, \$5,000,001 - \$25,000 Over \$100,000,000),000		C No Ag C \$1 - \$5 C \$5,000 C \$25,00 C \$50,00 C Over \$	gregate Net Asset Value ,000,000 ,001 - \$25,000,000 0,001 - \$50,000,000 0,001 - \$100,000,000		
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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)		506(c)		
Rule 504 (b)(1)(iii)	□ Secu	rities Act Section 4(a)(5))	
	□ Inves	stment Company Act Se	ection 3(c)	
7. Type of Filing				
New Notice Date of First S	Sale 2020-01	-09	First Sale Yet to	Occur
☐ Amendment				
Amendment				
8. Duration of Offering			200 0000	
Does the Issuer intend this offering to	last more than on	e year?	C Yes ©	No
9. Type(s) of Securitie	s Offered	select all that	apply)	
Pooled Investment Fund	☐ Equity		1177)	
Interests Tenant-in-Common Securities	Debt			
Mineral Property Securities	Option, War	rant or Other Right to		
Security to be Acquired Upon	Acquire And	other Security		
Exercise of Option, Warrant or Other Right to Acquire	Other (descr	ribe)		
Security				
10. Business Combina	ation Trans	eaction		
,		s combination (=	6	
Is this offering being made in connect transaction, such as a merger, acquisi			Yes No	
Clarification of Response (if Necessar	y)			
11. Minimum Investme	ent			
Minimum investment accepted from a investor	any outside \$	0	USD	
12. Sales Compensati	on			
Recipient		Recipient CRD Nun	nber	None
H.C. Wainwright & Co., LLC		375		
(Associated) Broker or Dealer	▼ None	(Associated) Broke	er or Dealer CR	D None
, , ,	ofered .	Number		(Ferrot)
Street Address 1		Street Address 2		
430 PARK AVENUE		4TH FLOOR		
City		ate/Province/Country		ZIP/Postal Code
NEW YORK		NEW YORK		10022
State(s) of Solicitation	l States	Foreign/Non-US		
ILLINOIS				
NEW JERSEY				
NEW YORK				
TEXAS				

13. Offering and Sales Amounts Total Offering Amount \$ | 2400000 USD □ Indefinite **Total Amount Sold** 2400000 USD 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 the immediate exercise of certain warrants to purchase up to an aggregate of 22,278,540 ordinary shares represented by 742,618 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 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 \$ 168945 USD **Estimate** USD Finders' Fees \$ Estimate Clarification of Response (if Necessary) H.C. Wainwright is also entitled to non-accountable expense reimbursement of \$35,000 and warrants to purchase an aggregate of 51,983 ADSs exercisable at \$3.45 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
Can-Fite BioPharma Ltd.	/s/ Motti Farbstein	Motti Farbstein	Chief Operating and Financial Officer	2020-01-24