

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/0 | Organization | | C Other |
| Over Five Years Ago | _ | | Other |
| C Within Last Five Yea (Specify Year) | rs | | |
| O Yet to Be Formed | | | |
| | | | |
| | | | |
| 0 D.::! DI- | (D .: | 10.4.4.4 | f (' |
| Z. Principal Pla Name of Issuer | ce of Business ar | id Contact in | formation |
| Can-Fite BioPharma Lt | d | 1 | |
| Street Address 1 | u. | Street Address 2 | |
| | , KIRYAT MATALON | Street Address 2 | |
| City | State/Province/Cou | ntry ZIP/Postal | Code Phone No. of Issuer |
| PETACH TIKVA | ISRAEL | 4951778 | 972 39241114 |
| FETACH TIKVA | ISKAEL | 4931778 | 9/2 39241114 |
| | | | |
| | | | |
| | | | |
| 3. Related Pers | sons | | |
| o. Rolatou i ore | 50110 | | |
| 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/ | 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:

| | F | irst Name | | Middle Name | |
|--|--|---|--|---|--|
| Farbstein | | Motti | | | |
| Street Address 1 | | | Street Address 2 | | |
| 10 Bareket Street, Ki | ryat Matalon | | PO Box 7537 | | |
| City | Si | tate/Province/Co | untry | ZIP/Postal Code | |
| Petach Tikva | | ISRAEL | | 4951778 | |
| | | | | | |
| Relationship: | Executive | Officer | Director | Promoter | |
| Clarification of Response | (if Noossary) | | | | |
| Clai ilication of Response | (II Necessary) | | | | |
| | | | | | |
| Last Name | F | irst Name | | Middle Name | |
| Regev | | Guy | | | |
| | | Guy | Street Address 2 | | |
| Street Address 1 | .35.1 | | | | |
| 10 Bareket Street, Ki | | | PO Box 7537 | | |
| City | | tate/Province/Co | untry | ZIP/Postal Code | |
| Petach Tikva | | ISRAEL | | 4951778 | |
| | | | | | |
| Relationship: | Executive | Officer | Director | Promoter | |
| Clarification of Response | (if Necessary) | | | | |
| | | | | | |
| | | | | | |
| Last Name | F | irst Name | | Middle Name | |
| Sartani | | Abraham | |] | |
| Street Address 1 | | | Street Address 2 | | |
| | nyat Matalan | | | | |
| 10 Bareket Street, Kiryat Matalon PO Box 7537 | | | | | |
| Cita | | 4040/D-10111100/C0 | | ZID/Destel Code | |
| City | Si | tate/Province/Co | untry | ZIP/Postal Code | |
| Petach Tikva | Si | tate/Province/Co | untry | ZIP/Postal Code | |
| Petach Tikva | Si | ISRAEL | | 4951778 | |
| - | Si | ISRAEL | untry Director | 11 | |
| Petach Tikva Relationship: | So Executive | ISRAEL | | 4951778 | |
| Petach Tikva Relationship: | So Executive | ISRAEL | | 4951778 | |
| Petach Tikva | So Executive | ISRAEL | | 4951778 | |
| Petach Tikva Relationship: | Executive (if Necessary) | ISRAEL | | 4951778 | |
| Relationship: Clarification of Response | Executive (if Necessary) | ISRAEL Officer | | 4951778 Promoter | |
| Relationship: Clarification of Response Last Name Shamay | Executive (if Necessary) | SRAEL Officer | | 4951778 Promoter | |
| Relationship: Clarification of Response Last Name Shamay | Executive (if Necessary) | SRAEL Officer | Director | 4951778 Promoter | |
| Relationship: Clarification of Response Last Name Shamay Street Address 1 10 Bareket Street, Ki | Executive (if Necessary) Figure 1. The second of the seco | e Officer irst Name | Street Address 2 PO Box 7537 | Promoter Middle Name | |
| Relationship: Clarification of Response Last Name Shamay Street Address 1 10 Bareket Street, Ki City | Executive (if Necessary) Figure 1 | irst Name Israel tate/Province/Co | Street Address 2 PO Box 7537 | Middle Name ZIP/Postal Code | |
| Relationship: Clarification of Response Last Name Shamay Street Address 1 10 Bareket Street, Ki | Executive (if Necessary) Figure 1 | e Officer irst Name | Street Address 2 PO Box 7537 | Promoter Middle Name | |
| Relationship: Clarification of Response Last Name Shamay Street Address 1 10 Bareket Street, Ki City Petach Tikva | Executive (if Necessary) Figure 1 | irst Name Israel tate/Province/Co | Street Address 2 PO Box 7537 | Middle Name ZIP/Postal Code | |
| Relationship: Clarification of Response Last Name Shamay Street Address 1 10 Bareket Street, Ki City | Executive (if Necessary) Figure 1 | irst Name Israel tate/Province/Co | Street Address 2 PO Box 7537 | Middle Name ZIP/Postal Code | |
| Relationship: Clarification of Response Last Name Shamay Street Address 1 10 Bareket Street, Ki City Petach Tikva | Executive Executive Executive | irst Name Israel tate/Province/Co | Street Address 2 PO Box 7537 | Middle Name ZIP/Postal Code | |
| Relationship: Clarification of Response Last Name Shamay Street Address 1 10 Bareket Street, Ki City Petach Tikva Relationship: | Executive Executive Executive | irst Name Israel tate/Province/Co | Street Address 2 PO Box 7537 | Middle Name ZIP/Postal Code | |
| Relationship: Clarification of Response Last Name Shamay Street Address 1 10 Bareket Street, Ki City Petach Tikva Relationship: | Executive Executive Executive | irst Name Israel tate/Province/Co | Street Address 2 PO Box 7537 | Middle Name ZIP/Postal Code | |
| Relationship: Clarification of Response Last Name Shamay Street Address 1 10 Bareket Street, Ki City Petach Tikva Relationship: | Executive (if Necessary) Figure 1 | irst Name Israel tate/Province/Co | Street Address 2 PO Box 7537 | Middle Name ZIP/Postal Code | |
| Relationship: Clarification of Response Last Name Shamay Street Address 1 10 Bareket Street, Ki City Petach Tikva Relationship: Clarification of Response | Executive (if Necessary) Final Executive (if Necessary) | irst Name Israel tate/Province/Co ISRAEL | Street Address 2 PO Box 7537 | Middle Name ZIP/Postal Code 4951778 Promoter | |
| Relationship: Clarification of Response Last Name Shamay Street Address 1 10 Bareket Street, Ki City Petach Tikva Relationship: Clarification of Response Last Name | Executive (if Necessary) Final Executive (if Necessary) | irst Name Israel tate/Province/Co ISRAEL | Street Address 2 PO Box 7537 | Middle Name ZIP/Postal Code 4951778 Promoter | |
| Relationship: Clarification of Response Last Name Shamay Street Address 1 10 Bareket Street, Ki City Petach Tikva Relationship: Clarification of Response Last Name Goldman | Executive (if Necessary) Figure 1 Executive (if Necessary) | irst Name Israel tate/Province/Co ISRAEL | Street Address 2 PO Box 7537 untry Director | Middle Name ZIP/Postal Code 4951778 Promoter | |

| City | Sta | State/Province/Country | | ZII | ZIP/Postal Code | | | |
|----------------------------------|--------------------|------------------------|--------------------------|-------------|-----------------|------|-----------------------------|--|
| Petach Tikva | IS | ISRAEL | | 49 | 4951778 | | | |
| Relationship: | Executive (| Officer | ▽ D | irector | | | Promoter | |
| larification of Respo | neo (if Noossary) | | | | | | | |
| iarilication of Respo | nse (ii Necessary) | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| . Industry G | roup | | | _ | | | | |
| | ΙΟυΡ | Health (| Care | | c | · | D . W | |
| Agriculture | dal Camdasa | C Bio | otechnolog | y | | | Retailing | |
| Banking & Financ | | | alth Insur | | | 0 | Restaurants | |
| C Insurance | oanking | | spitals & 1 armaceuti | | | | Technology | |
| C Investing | | 7040 | armaceum her Health | | | | C Computers | |
| C Investment Ba | ınking | | | | | | C Telecommunications | |
| C Pooled Investi | | | | | | | C Other Technology | |
| Other Bankin | g & Financial | | | | | | Travel | |
| C Services | C | Manufa | cturing | | | | C Airlines & Airports | |
| Business Services | | Real Es | | | | | C Lodging & Conventions | |
| Energy | | 2000 | mmercial | | | | C Tourism & Travel Services | |
| C Coal Mining C Electric Utiliti | es | | nstruction | | | | C Other Travel | |
| C Energy Conse | | 2000 | sidential | iance | c | 5 | Other | |
| C Environmenta | | O Ot | her Real E | state | | | | |
| C Oil & Gas | | | | | | | | |
| Other Energy | | | | | | | | |
| | | | | | | | | |
| . Issuer Size | <u>a</u> | | | | | | | |
| evenue Range | | | Aggr | egate Net | Asset V | alu | e Range | |
| No Revenues | | | C | No Ag | gregate l | Net | t Asset Value | |
| \$1 - \$1,000,00 |) | | C | \$1 - \$5 | ,000,000 |) | | |
| \$1,000,001 - \$ | 5,000,000 | | C | \$5,000 | ,001 - \$2 | 25,0 | 000,000 | |
| \$5,000,001 - \$2 | 25,000,000 | | C | \$25,00 | 0,001 - \$ | 550. | ,000,000 | |
| \$25,000,001 - | | | 0 | | | | 0,000,000 | |
| Over \$100,000 | | | 0 | | 100,000 | | | |
| Decline to Dis | | | 0 | | e to Disc | | | |
| Not Applicabl | | | O | | plicable | | - | |
| гос Аррисан | | | | NOT A | эрпсавіс | C | | |
| | | | | | | | | |
| | kemption(s) | and Ex | clusio | n(s) C | Claim | e | d (select all that | |
| pply) | | | | | | | | |
| Rule 504(b)(1) | (not (i), (ii) | □ Ru | le 505 | | | | | |
| or (iii)) Rule 504 (b)(1) | i) | | | | \dashv | | | |
| 2 | | | le 506(b) | | = | | | |
| Rule 504 (b)(1) | 11) | Ru | le 506(c) | | | | | |
| Rule 504 (b)(1) | (iii) | □ Sec | curities Ac | t Section 4 | (a)(5) | | | |
| | | □ Inv | estment C | ompany A | Act Section | on | 3(c) | |
| | | | | | | _ | | |
| | | | | | | | | |
| Type of Fi | lina | | | | | | | |
| '. Type of Fi | irig | | | | | | | |
| New Notice | Date of First Sale | 2020- | 07-06 | | □ Fin | rst | Sale Yet to Occur | |
| Amendment | | | | _ | | | | |
| | | | | | | | | |

| 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 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 |
| s this offering being made in connection with a business combination ransaction, such as a merger, acquisition or exchange offer? |
| Clarification of Response (if Necessary) |
| |
| |
| 11. Minimum Investment |
| Minimum investment accepted from any outside s USD |
| |
| 12. Sales Compensation |
| Recipient CRD Number None |
| H.C. Wainwright & Co., LLC |
| (Associated) Broker or Dealer None Number None Number |
| |
| Street Address 1 Street Address 2 |
| 430 PARK AVENUE 3RD FLOOR |
| City State/Province/Country ZIP/Postal Code |
| NEW YORK 10022 |
| State(s) of Solicitation All States Foreign/Non-US |
| CALIFORNIA |
| ILLINOIS |
| NEW YORK |
| |
| |
| |
| 13. Offering and Sales Amounts |
| Total Offering Amount \$ 3411000 □ Indefinite |
| Fotal Amount Sold \$ 3411000 USD |
| Total Remaining to be \$ 0 USD □ Indefinite |
| Clarification of Danages (if Neargan) |
| Clarification of Response (if Necessary) The warrants and the ADSs underlying the warrants, the subject |

The warrants and the ADSs underlying the warrants, the subject matter of this Form D, were issued in connection with an offering of (i) 1,705,500 ADSs issued in a registered direct offering, and (ii) unregistered warrants to purchase 852,750 ADSs.

14. Investors Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, П 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 \$ 255825 USD **Estimate** Finders' Fees \$ 0 USD ☐ Estimate Clarification of Response (if Necessary) H.C. Wainwright is also entitled to a management fee equal to 1.0% of the gross proceeds raised in the offering, a non-accountable expense allowance of \$35,000 and warrants to purchase 127,913 ADSs exercisable at \$2.50 per ADS for 4.5 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 | 2020-07-17 |