

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

CAN-FITE BIOPHARMA LTD.
(Exact name of registrant as specified in its charter)

Not Applicable
(Translation of Registrant's name into English)

State of Israel
(State or other jurisdiction of
incorporation or organization)

Not Applicable
(I.R.S. Employer
Identification Number)

Can-Fite BioPharma Ltd.
26 Ben Gurion Street
Ramat Gan 5257346 Israel
+972 (3) 924-1114
(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Can-Fite BioPharma Ltd. 2023 Option Plan
(Full title of the plan)

Puglisi & Associates
850 Library Avenue, Suite 204
Newark, Delaware 19711
(302) 738-6680
(302) 738-7210 (facsimile)
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Gary Emmanuel, Esq.
Greenberg Traurig, P.A.
One Azrieli Center
Round Tower, 30th floor
132 Menachem Begin Rd
Tel Aviv, Israel 6701101
Telephone: (212) 801-9337

Ronen Kantor, Esq.
Doron Tikotzky Kantor
Gutman & Amit Gross
B.S.R. 4 Tower, 33 Floor
7 Metsada Street
Bnei Brak 5126112 Israel
Telephone: +972 3 613 3371

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

PART 1

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

ITEM 1. PLAN INFORMATION*

ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION*

* Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act and the Note to Part I of Form S-8. The documents containing information specified in this Part I will be separately provided to the participants in the Can-Fite BioPharma Ltd. 2023 Option Plan covered by this Registration Statement, as specified by Rule 428(b)(1) under the Securities Act.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents filed with the Securities and Exchange Commission (the “SEC”) by Can-Fite Biopharma Ltd. (the “Registrant”) are incorporated herein by reference:

(1) The Registrant’s Annual Report on [Form 20-F](#) for the year ended December 31, 2023 filed with the SEC on March 28, 2024;

(2) The Registrant’s Reports on Form 6-K filed with the SEC on [January 29, 2024](#), [January 30, 2024](#), [February 28, 2024](#), [March 11, 2024](#), [March 28, 2024](#) and [April 3, 2024](#) (to the extent expressly incorporated by reference into the Registrant’s effective registration statements filed by us under the Securities Act); and

(3) The description of the Registrant’s ordinary shares contained in [Exhibit 2.1](#) to its Annual Report on [Form 20-F](#) for the year ended December 31, 2023, filed with the SEC on March 28, 2024, and any amendment or report filed for the purpose of further updating that description.

In addition to the foregoing, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, and all reports on Form 6-K subsequently filed by the Registrant which state that they are incorporated by reference herein, prior to the filing of a post-effective amendment which indicates that all securities offered hereunder have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such documents and reports.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement herein, or in any subsequently filed document which also is or is deemed to be incorporated by reference, modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

ITEM 4. DESCRIPTION OF SECURITIES

Not applicable.

ITEM 5. INTEREST OF NAMED EXPERTS AND COUNSEL

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Under the Israeli Companies Law, 5759-1999 (the “Companies Law”), a company may not exculpate an office holder from liability for a breach of the duty of loyalty. An Israeli company may exculpate an office holder in advance from liability to the company, in whole or in part, for damages caused to the company as a result of a breach of the duty of care but only if a provision authorizing such exculpation is included in its articles of association. Our amended and restated articles of association include such a provision. The Company may not exculpate in advance a director from liability arising out of a prohibited dividend or distribution to shareholders.

II-1

Under the Companies Law and the Israeli Securities Law, 5728-1968 (the “Securities Law”), a company may indemnify, or undertake in advance to indemnify, an office holder for the following liabilities and expenses, imposed on office holder or incurred by office holder due to acts performed by him or her as an office holder, provided its articles of association include a provision authorizing such indemnification:

- monetary liability incurred by or imposed on him or her in favor of another person pursuant to a judgment, including a settlement or arbitrator’s award approved by a court. However, if an undertaking to indemnify an office holder with respect to such liability is provided in advance, then such an undertaking must be limited to certain events which, in the opinion of the board of directors, can be foreseen based on the company’s activities when the undertaking to indemnify is given, and to an amount or according to criteria determined by the board of directors as reasonable under the circumstances, and such undertaking shall detail the foreseen events and amount or criteria;
- reasonable litigation expenses, including reasonable attorneys’ fees, incurred by the office holder as (1) a result of an investigation or proceeding instituted against him or her by an authority authorized to conduct such investigation or proceeding, provided that (i) no indictment was filed against such office holder as a result of such investigation or proceeding; and (ii) no financial liability was imposed upon him or her as a substitute for the criminal proceeding as a result of such investigation or proceeding or, if such financial liability was imposed, it was imposed with respect to an offense that does not require proof of criminal intent or (2) in connection with a monetary sanction;
- a monetary liability imposed on him or her in favor of an injured party at an Administrative Procedure (as defined below) pursuant to Section 52(54)(a)(1)(a) of the Securities Law;
- expenses incurred by an office holder in connection with an Administrative Procedure under the Securities Law, including reasonable litigation expenses and reasonable attorneys’ fees; and
- reasonable litigation expenses, including attorneys’ fees, incurred by the office holder or imposed by a court in proceedings instituted against him or her by the company, on its behalf, or by a third-party, or in connection with criminal proceedings in which the office holder was acquitted or as a result of a conviction for an offense that does not require proof of criminal intent.

An “Administrative Procedure” is defined as a procedure pursuant to chapters H3 (Monetary Sanction by the Israeli Securities Authority), H4 (Administrative Enforcement Procedures of the Administrative Enforcement Committee) or I1 (Arrangement to prevent Procedures or Interruption of procedures subject to conditions) to the Securities Law.

Under the Companies Law and the Securities Law, a company may insure an office holder against the following liabilities incurred for acts performed by him or her as an office holder if and to the extent provided in the company’s articles of association:

- a breach of the duty of care to the company or to a third-party, to the extent such a breach arises out of the negligent conduct of the office holder;
- a monetary liability imposed on the office holder in favor of a third-party;
- a monetary liability imposed on the office holder in favor of an injured party at an Administrative Procedure pursuant to Section 52(54)(a)(1)(a) of the Securities Law; and
- expenses incurred by an office holder in connection with an Administrative Procedure, including reasonable litigation expenses and reasonable attorneys' fees.

II-2

Under the Companies Law, a company may not indemnify, exculpate or insure an office holder against any of the following:

- a breach of the duty of loyalty, except for indemnification and insurance for a breach of the duty of loyalty to the company to the extent that the office holder acted in good faith and had a reasonable basis to believe that the act would not prejudice the company;
- an act or omission committed with intent to derive unlawful personal benefit; or
- a fine or forfeit levied against the office holder.

Under the Companies Law, exculpation, indemnification and insurance of office holders must be approved by the compensation committee and the board of directors and, with respect to certain office holders or under certain circumstances, also by the shareholders, as described under "Directors, Senior Management and Employees— Board Practices – Exculpation, Insurance and Indemnification of Directors and Officers" in the Registrant's most recent annual report on Form 20-F.

The Registrant's amended and restated articles of association permit it to exculpate, indemnify and insure its office holders to the fullest extent permitted by the Companies Law and Securities Law. Each of the Registrant's office holders have entered into an indemnification agreement exculpating them, to the fullest extent permitted by Israeli law, from liability to the Registrant for damages caused to us as a result of a breach of the duty of care and undertaking to indemnify them to the fullest extent permitted by Israeli law, including with respect to liabilities resulting from certain acts performed by such office holders in their capacity as an office holder of the Registrant, its subsidiaries or its affiliates. The indemnification is limited both in terms of amount and coverage.

In the opinion of the SEC, indemnification of directors and office holders for liabilities arising under the Securities Act, however, is against public policy and therefore unenforceable.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Not applicable.

ITEM 8. EXHIBITS

See attached Exhibit Index.

ITEM 9. UNDERTAKINGS

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement;

provided, however, that subparagraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in the periodic reports filed with or furnished to the SEC by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act that are incorporated by reference in this registration statement.

II-3

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) To file a post-effective amendment to the registration statement to include any financial statements required by Item 8.A. of Form 20-F at the start of any delayed offering or throughout a continuous offering. Financial statements and information otherwise required by Section 10(a)(3) of the Act need not be furnished, provided that the registrant includes in the prospectus, by means of a post-effective amendment, financial statements required pursuant to this paragraph (a)(4) and other information necessary to ensure that all other information in the prospectus is at least as current as the date of those financial statements.

(b) The undersigned registrant hereby further undertakes that, for the purposes of determining any liability under the Securities Act, each filing of the Company's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

II-4

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Ramat Gan, Israel, on April 5, 2024.

CAN-FITE BIOPHARMA LTD.

By: /s/ Motti Farbstein
Name: Motti Farbstein
Title: Chief Executive Officer and Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTED, that each director and officer of CAN-FITE BIOPHARMA LTD. whose signature appears below hereby appoints Motti Farbstein, his and lawful attorney-in-fact with full power of substitution or re-substitution, for such person and in such person's name, place and stead, in any and all capacities, to sign on such person's behalf, individually and in each capacity stated below, any and all amendments, including post-effective -amendments to this Registration Statement, and to sign any and all additional registration statements relating to the same offering of securities of the Registration Statement that are filed pursuant to Rule 462(b) of the Securities Act of 1933, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Motti Farbstein</u> Motti Farbstein	Chief Executive Officer and Chief Financial Officer (principal executive officer, principal financial officer and principal accounting officer)	April 5, 2024
<u>/s/ Pnina Fishman, Ph.D.</u> Pnina Fishman, Ph.D.	Chairman of the Board	April 5, 2024
<u>/s/ Ilan Cohn, Ph.D.</u> Ilan Cohn, Ph.D.	Director	April 5, 2024
<u>/s/ Guy Regev</u> Guy Regev	Director	April 5, 2024
<u>/s/ Abraham Sartani, M.D.</u> Abraham Sartani, M.D.	Director	April 5, 2024
<u>/s/ Yoseph Bornstein</u> Yoseph Bornstein	Director	April 5, 2024
<u>/s/ Yaacov Goldman</u> Yaacov Goldman	Director	April 5, 2024

II-5

SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant's duly authorized representative has signed this registration statement on Form S-8 in the city of Newark, the State of Delaware, on April 5, 2024.

By: Puglisi & Associates
By: /s/ Donald J. Puglisi
Name: Donald J. Puglisi
Title: Managing Director

II-6

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
3.1	<u>Amended and Restated Articles of Association of Can-Fite BioPharma Ltd. (filed as Exhibit 1.1 to the Registrant's Annual Report on Form 20-F as filed with the Securities and Exchange Commission on March 30, 2023, and incorporated herein by reference)</u>
4.1	<u>Form of Amended and Restated Deposit Agreement, by and among Can-Fite BioPharma Ltd., The Bank of New York Mellon and the Owners and Holders of American Depositary Shares, dated September 11, 2013 (filed as Exhibit 4.2 to the Registrant's Registration Statement on Form 8-A as filed with the Securities and Exchange Commission on November 15, 2013, and incorporated herein by reference)</u>
4.2	<u>Form of American Depositary Receipt evidencing American Depositary Shares (annexed as Exhibit A to Exhibit 4.1)</u>
5.1*	<u>Opinion of Doron Tikotzky Kantor Gutman Nass & Amit Gross Law Offices as to the legality of the securities being registered</u>
23.1*	<u>Consent of Kost Forer Gabbay & Kasierer</u>
23.2*	<u>Consent of Doron Tikotzky Kantor Gutman Nass & Amit Gross Law Offices (included in Exhibit 5.1)</u>
24.1*	<u>Power of Attorney (included on the signature page of this Registration Statement)</u>
99.1	<u>Can-Fite BioPharma Ltd. 2023 Option Plan (filed as Exhibit 4.9 to the Registrant's Annual Report on Form 20-F as filed with the Securities and Exchange Commission on March 28, 2024, and incorporated herein by reference)</u>
107*	<u>Filing Fee Table</u>

* Filed herewith.

Yaron Tikotzky, Adv. (CPA)*
 Eli Doron, Adv. & Notary
 Ronen Kantor, Adv.
 Amit Gross, Adv. & Notary
 Giora Gutman, Adv.
 Rami Arie, Adv. (CPA)
 Rachel (Goren) Cavallero, Adv.
 Gil Mor, Adv. & Notary**
 Sharon Fishman, Adv. & Notary
 Efrat Hamami, Adv.
 Tamir Kalderon, Adv.
 Asaf Gershgoren, Adv. & economist
 Efi Ohana, Adv. & economist
 Asaf Hofman, Adv. & economist
 Moti Philip, Adv.
 Shai Glikman, Adv.
 Rotem Nissim, Adv.
 Hadas Garoosi, Adv.
 Shmulik Cohen, Adv.
 Izhak Lax, Adv.
 Amit Moshe Cohen, Adv.
 Shimon Gros, Adv. & Notary
 Shahar Noah, Adv. (Tax advisor)
 Igal Rosenberg, Adv.
 Ori Perel, Adv.
 Shai Pnini, Adv.
 Sandrine Dray, Adv. Mediator & Notary***
 Nahi Hamud, Adv.
 Yair Messaleem, Adv.
 Maayan Peled, Adv.
 Liav Menachem, Adv. Notary & Mediator
 Israel Asraf, Adv. & Notary
 Gali Ganoni, Adv.
 Odelia Cohen-Schondorf, Adv.
 Yana Shapiro Orbach, Adv.
 Roy Galis, Adv.
 Oren Geni, Adv.
 Moran Ovadia, Adv.
 Sonny Knaz, Adv.
 Bat-El Ovadia, Adv.
 Aharon Eitan, Adv.
 Rania Elime, Adv.
 Haim Pesenzon, Adv.
 Shaikie Rakovsky, Adv.
 Ronit Rabinovich, Adv.
 Iris Borcom, Adv.
 Omri Alter, Adv.
 Shira Ben dov levi, Adv.
 Inbal Naim, Adv.
 Yonatan Gamamlik, Adv.
 Ben Mugraby, Adv.
 Shirli Shlezinger, Adv.
 Michael Misul, Adv.
 Jacob Bayarsky, Adv. & economist
 Matan Hemo, Adv.
 Tamir Shenhav, Adv.
 Adi Ben yair- Yosef, Adv.
 Moshe Zoaretz, Adv.
 Nina Aharonov, Adv.
 Rozit kabudi Doron, Adv.
 Doron Pesso, Adv.
 Adi Barnes-Ovdat, Adv.
 Omri Yacov, Adv.
 Noy Keren, Adv.
 Liat Ingber, Adv.
 Lipaz Elimelech-Karni, Adv.
 Eli Hirsch, Adv.
 Maayan Gadalov, Adv.
 Dov Alter, Adv.
 Monica kevorkian karawani, Adv.
 Shahaf Zuker, Adv.
 Alexey Kvaktoun, Adv.
 Elinor Yaakobi, Adv.
 Dor Elkrief, Adv.
 Netanel Rozenberg, Adv.
 Gil Friedman, Adv.
 Hadar Raz, Adv.
 Iliia Parkhomyuk, Adv.
 Dana Hofman, Adv.
 shirly Lipovetsky, Adv.
 Yamit Halperin, Adv.
 Moran Alezra, Adv.
 Elinor Palma, Adv.
 Lidor Amar, Adv.
 Tali Kadosh, Adv.
 Rami Zoabi, Adv.
 Michelle Zohar-Peer, Adv.
 Barak Harari, Adv.
 Ayala Meidan-Greenshpan, Adv.
 Coral Opal, Adv.
 Eden Eliad, Adv.



April 5, 2024

To: Can-Fite Biopharma Ltd.
 26 Ben Gurion Street
 Ramat Gan 5257346 Israel

Ladies and Gentlemen,

Re: **REGISTRATION STATEMENT ON FORM S-8**

We are acting as Israeli counsel for Can Fite Biopharma Ltd., an Israeli company (the “**Company**”), in connection with the preparation of a Registration Statement on Form S-8 (the “**Registration Statement**”) under the Securities Act of 1933, as amended (the “**Act**”), pertaining to the registration of 100,000,000 Ordinary Shares no par value of the Company (the “**Plan Shares**”) under the 2023 Option Plan (the “**Plan**”).

In rendering our opinion, we have examined, and have relied as to factual matters solely upon, originals or copies certified, or otherwise identified to our satisfaction, of such documents, corporate records or other instruments as we have deemed necessary or appropriate for the purposes of this opinion. In our examination we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the conformity with the originals of all documents submitted to us as copies. We have, when relevant facts material to our opinion were not independently established by us, relied to the extent we deemed such reliance proper upon written or oral statements of officers and other representatives of the Company.

In giving the opinion expressed herein, no opinion is expressed as to the laws of any jurisdiction other than the State of Israel.

Based upon and subject to the foregoing, we are of the opinion that the Plan Shares have been duly authorized, when issued pursuant to the terms of the Plan, and the terms of any agreements relating to such issuance, will be upon receipt of the consideration provided for in the Plan, validly issued, fully paid and non-assessable.

This opinion is intended solely for the benefit and use of the Company and other persons who are entitled to rely on the Registration Statement, and is not to be used, released, quoted, or relied upon by anyone else for any purpose (other than as required by law), without our prior written consent.

We hereby consent to the filing of this opinion as Exhibit A to the Registration Statement, and to the use of our name wherever appearing in the Registration Statement in connection with Israeli law. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Sincerely,

/s/ Doron, Tikotzky, Kantor, Gutman & Amit Gross

Doron, Tikotzky, Kantor, Gutman, Amit Gross & Co. Advocates & Notaries

Mediator & Arbitrator- Of Counsel
Jan Robinsohn, M.Jur. Adv. & Notary - Of Counsel

Giora Amir (1928-2020)

* Member of the New York State Bar

** Member of the Law Society in
England & Wales

*** Accredited by the consulate of France

**** Honorary Consul Of The Republic
Of Poland (ret.)

mail@dtkgg.com
www.dtkgg.com

Haifa & Northern: 7 Palyam Blvd. Haifa,
(Phoenix House) 7th Floor, 3309510

Tel. +972-4-8147500 | Fax 972-4-8555976

Banking & Collection, 6th Floor

Tel. 972-4-8353700 | Fax 972-4-8702477

Central: B.S.R. Tower 4, 33th Floor,

7 metsada St. Bnei Brak, 5126112

Tel. 972-3-6109100 | Fax +972-3-6127449

Tel. 972-3-6133371 | Fax +972-3-6133372

Tel. 972-3-7940700 | Fax +972-3-7467470

Tel. 972-3-6114455 | Fax +972-3-6131170

Romania: 7 Franklin, 1st District, Bucharest

Cyprus: 9 Zenonos Kiticos St., 2406 Engomi, Nicosia

Austria: Wildpretmarkt 2-4 | Mezzanin, A-1010, Vienna

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2023 Option Plan of Can-Fite BioPharma Ltd. of our report dated March 28, 2024, with respect to the consolidated financial statements of Can-Fite BioPharma Ltd. included in its Annual Report (Form 20-F) for the year ended December 31, 2023, filed with the Securities and Exchange Commission.

Tel-Aviv, Israel
April 5, 2024

/s/ KOST FORER GABBAY & KASIERER
A Member of EY Global

Form S-8
(Form Type)

Can-Fite BioPharma Ltd.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title(1)	Fee Calculation Rule	Amount Registered(2)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Ordinary Shares, no par value(3)	Rule 457(c) and Rule 457(h)	100,000,000	\$ 2.47	\$ 823,333.34	0.0001476	\$ 121.53
	Total Offering Amounts		100,000,000		\$ 823,333.34		\$ 121.53
	Total Fee Offsets						—
	Net Fee Due						<u>\$ 121.53</u>

- (1) These shares may be represented by American Depositary Shares (“ADSs”), evidenced by American Depositary Receipts, issuable upon deposit of the ordinary shares registered hereby, no par value (“Ordinary Shares”), of Can-Fite BioPharma Ltd. (the “Company”) and are registered on a separate registration statement on Form F-6 (File No. 333-183741). Each ADS represents 300 (300) Ordinary Shares.
- (2) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended, this registration statement also covers such indeterminate number of Ordinary Shares as may be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions pursuant to the terms of the Can-Fite BioPharma Ltd. 2023 Option Plan (the “Plan”).
- (3) Represents Ordinary Shares issuable upon future award grants under the Plan and the corresponding proposed maximum offering price per share, which is estimated solely for the purposes of calculating the registration fee under Rule 457(c) and Rule 457(h) under the Securities Act, is based on the average of the high and low prices for the Company’s ADSs as quoted on the Nasdaq Capital Market on April 1, 2024, adjusted for ADS to Ordinary Share ratio.