

FORM D
Notice of Exempt Offering of Securities

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

OMB APPROVAL
OMB Number: 3235-0076
Estimated Average burden hours per response: 4.0

1. Issuer's Identity

CIK (Filer ID Number)	Previous Name(s) ☒ None	Entity Type
0001536196		☒ Corporation
Name of Issuer		☐ Limited Partnership
Can-Fite BioPharma Ltd.		☐ Limited Liability Company
Jurisdiction of Incorporation/Organization		☐ General Partnership
ISRAEL		☐ Business Trust
Year of Incorporation/Organization		☐ Other
☒ Over Five Years Ago		
☐ Within Last Five Years (Specify Year)		
☐ Yet to Be Formed		

2. Principal Place of Business and Contact Information

Name of Issuer			
Can-Fite BioPharma Ltd.			
Street Address 1		Street Address 2	
26 BEN GURION STREET			
City	State/Province/Country	ZIP/Postal Code	Phone No. of Issuer
RAMAT GAN	ISRAEL	5257346	+972 (3) 924-1114

3. Related Persons

Last Name	First Name	Middle Name	
Farbstein	Motti		
Street Address 1	Street Address 2		
c/o Can-Fite BioPharma Ltd.	26 Ben Gurion Street		
City	State/Province/Country	ZIP/Postal Code	
Ramat Gan	ISRAEL	5257346	
Relationship:	☒ Executive Officer	☐ Director	☐ Promoter
Clarification of Response (if Necessary)			
Chief Executive Officer, Chief Financial Officer and Chief Operating Officer			

Last Name	First Name	Middle Name
Fishman	Pnina	
Street Address 1	Street Address 2	
c/o Can-Fite BioPharma Ltd.	26 Ben Gurion Street	
City	State/Province/Country	ZIP/Postal Code
Ramat Gan	ISRAEL	5257346

Relationship:	☒ Executive Officer	☐ Director	☐ Promoter
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Clarification of Response (if Necessary)

Executive Chairman of the Board and Chief Scientific Officer

Last Name	First Name	Middle Name
Fishman	Sari	
Street Address 1	Street Address 2	
c/o Can-Fite BioPharma Ltd.	26 Ben Gurion Street	
City	State/Province/Country	ZIP/Postal Code
Ramat Gan	ISRAEL	5257346

Relationship:	☒ Executive Officer	☐ Director	☐ Promoter
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Clarification of Response (if Necessary)

Vice President of Business Development

Last Name	First Name	Middle Name
Regev	Guy	
Street Address 1	Street Address 2	
c/o Can-Fite BioPharma Ltd.	26 Ben Gurion Street	
City	State/Province/Country	ZIP/Postal Code
Ramat Gan	ISRAEL	5257346

Relationship:	☐ Executive Officer	☒ Director	☐ Promoter
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Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Sartani	Abraham	
Street Address 1	Street Address 2	
c/o Can-Fite BioPharma Ltd.	26 Ben Gurion Street	
City	State/Province/Country	ZIP/Postal Code
Ramat Gan	ISRAEL	5257346

Relationship:	☐ Executive Officer	☒ Director	☐ Promoter
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Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Bornstein	Yoseph	
Street Address 1	Street Address 2	
c/o Can-Fite BioPharma Ltd.	26 Ben Gurion Street	
City	State/Province/Country	ZIP/Postal Code
Ramat Gan	ISRAEL	5257346

Relationship:	☐ Executive Officer	☒ Director	☐ Promoter
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Clarification of Response (if Necessary)

Last Name

First Name

Middle Name

Tamir

Ilan

Street Address 1

Street Address 2

c/o Can-Fite BioPharma Ltd.

26 Ben Gurion Street

City

State/Province/Country

ZIP/Postal Code

Ramat Gan

ISRAEL

5257346

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)

☐ Rule 504(b)(1) (not (i), (ii) or (iii))

☐ Rule 504 (b)(1)(i)

☐ Rule 504 (b)(1)(ii)

☐ Rule 504 (b)(1)(iii)

☒ Rule 506(b)

☐ Rule 506(c)

☐ Securities Act Section 4(a)(5)

☐ Investment Company Act Section 3(c)

7. Type of Filing

- ☒ New Notice Date of First Sale **2026-09-02** ☐ 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 \$ **0** USD

12. Sales Compensation

Recipient	Recipient CRD Number	☐ None
H.C. Wainwright & Co., LLC	000000375	
(Associated) Broker or Dealer	(Associated) Broker or Dealer CRD Number	☒ None
Street Address 1	Street Address 2	
430 Park Avenue	3rd Floor	
City	State/Province/Country	ZIP/Postal Code
NEW YORK	NEW YORK	10022
State(s) of Solicitation	☐ All States ☐ Foreign/Non-US	
TEXAS		

13. Offering and Sales Amounts

Total Offering Amount \$ **8306884** USD ☐ Indefinite

Total Amount Sold \$ **8306884** USD

Total Remaining to be Sold \$ **0** USD ☐ Indefinite

Clarification of Response (if Necessary)

Form D covers wts issued 9/3/26: investor wts (3,183,476 @ \$2.50/share) and PA wts (111,422 at \$3.125/share). Excludes exercise of warrants issued March 2026. Total offering amount equals exercise price of new wts if exercised in full.

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)

7% cash fee + 1% mgmt. fee to HCW on warrant exercise proceeds. In addition, \$25,000 for non-accountable expenses and \$50,000 for accountable expenses. HCW agent warrants included in Item 13.

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 any proceeds for funding research and development and clinical trials and for other working capital and general corporate purposes.. No proceeds are expected to be paid to executive officers, directors, or promoters.

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 Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) 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 Executive Officer	2026-09-10