

FORM D
Notice of Exempt Offering of Securities

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

OMB APPROVAL
OMB Number: 3235-0076
Expires: June 30, 2012
Estimated Average burden hours per response: 4.0

## 1. Issuer's Identity

CIK (Filer ID Number)

Previous Name(s)

☒ None

Entity Type

0001536196

Name of Issuer

Can-Fite BioPharma Ltd.

Jurisdiction of

Incorporation/Organization

ISRAEL

Year of Incorporation/Organization

☒ Over Five Years Ago

☐ Within Last Five Years  
(Specify Year)

☐ Yet to Be Formed

☒ Corporation

☐ Limited Partnership

☐ Limited Liability Company

☐ General Partnership

☐ Business Trust

☐ Other

## 2. Principal Place of Business and Contact Information

Name of Issuer

Can-Fite BioPharma Ltd.

Street Address 1

Street Address 2

10 BAREKET STREET, KIRYAT MATALON

City

State/Province/Country

ZIP/Postal Code

Phone No. of Issuer

PETACH TIKVA

ISRAEL

4951778

972 39241114

## 3. Related Persons

Last Name

First Name

Middle Name

Cohn

Ilan

Street Address 1

Street Address 2

10 Bareket Street, Kiryat 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

Fishman

Pnina

Street Address 1

Street Address 2

10 Bareket Street, Kiryat Matalon

PO Box 7537

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City	State/Province/Country	ZIP/Postal Code
<b>Petach Tikva</b>	<b>ISRAEL</b>	<b>4951778</b>

Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> <b>Director</b>	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

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Last Name	First Name	Middle Name
<b>Farbstein</b>	<b>Motti</b>	

Street Address 1	Street Address 2
<b>10 Bareket Street, Kiryat Matalon</b>	<b>PO Box 7537</b>

City	State/Province/Country	ZIP/Postal Code
<b>Petach Tikva</b>	<b>ISRAEL</b>	<b>4951778</b>

Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> <b>Director</b>	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

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Last Name	First Name	Middle Name
<b>Singer</b>	<b>Barak</b>	

Street Address 1	Street Address 2
<b>10 Bareket Street, Kiryat Matalon</b>	<b>PO Box 7537</b>

City	State/Province/Country	ZIP/Postal Code
<b>Petach Tikva</b>	<b>ISRAEL</b>	<b>4951778</b>

Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> <b>Director</b>	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

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Last Name	First Name	Middle Name
<b>Regev</b>	<b>Guy</b>	

Street Address 1	Street Address 2
<b>10 Bareket Street, Kiryat Matalon</b>	<b>PO Box 7537</b>

City	State/Province/Country	ZIP/Postal Code
<b>Petach Tikva</b>	<b>ISRAEL</b>	<b>4951778</b>

Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> <b>Director</b>	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

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Last Name	First Name	Middle Name
<b>Sartini</b>	<b>Abraham</b>	

Street Address 1	Street Address 2

10 Bareket Street, Kiryat Matalon		PO Box 7537	
City	State/Province/Country	ZIP/Postal Code	
Petach Tikva	ISRAEL	4951778	
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
Clarification of Response (if Necessary)			

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Last Name	First Name	Middle Name	
Barenholz	Yechezkel		
Street Address 1	Street Address 2		
10 Bareket Street, Kiryat Matalon	PO Box 7537		
City	State/Province/Country	ZIP/Postal Code	
Petach Tikva	ISRAEL	4951778	
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
Clarification of Response (if Necessary)			

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Last Name	First Name	Middle Name	
Oren	Gil		
Street Address 1	Street Address 2		
10 Bareket Street, Kiryat Matalon	PO Box 7537		
City	State/Province/Country	ZIP/Postal Code	
Petach Tikva	ISRAEL	4951778	
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
Clarification of Response (if Necessary)			

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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

☐ Health Care

☐ Biotechnology

☐ Health Insurance

☐ Hospitals & Physicians

☒ Pharmaceuticals

☐ Other Health Care

☐ Manufacturing

☐ Real Estate

☐ Commercial

☐ Construction

☐ REITS & Finance

☐ Retailing

☐ Restaurants

☐ Technology

☐ Computers

☐ Telecommunications

☐ Other Technology

☐ Travel

☐ Airlines & Airports

☐ Lodging & Conventions

☐ Tourism & Travel Services

☐ Other Travel

- ☐ Energy Conservation
 ☐ Residential
 ☐ Other
- ☐ Environmental Services
 ☐ Other Real Estate
- ☐ Oil & Gas
- ☐ Other Energy

## 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 505
- ☐ Rule 504 (b)(1)(i)
 ☐ Rule 506
- ☐ Rule 504 (b)(1)(ii)
 ☐ Securities Act Section 4(6)
- ☐ Rule 504 (b)(1)(iii)
 ☐ Investment Company Act Section 3(c)

## 7. Type of Filing

- ☒ New Notice
 Date of First Sale 
☐ 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	<input type="checkbox"/> None
<input type="text" value="ROTH Capital Partners, LLC"/>	<input type="text" value="15407"/>	
(Associated) Broker or Dealer	(Associated) Broker or Dealer CRD Number	<input checked="" type="checkbox"/> None
<input type="text"/>	<input type="text"/>	
Street Address 1	Street Address 2	
<input type="text" value="888 San Clemente Drive"/>	<input type="text" value="Suite 400"/>	
City	State/Province/Country	ZIP/Postal Code
<input type="text" value="Newport Beach"/>	<input type="text" value="CALIFORNIA"/>	<input type="text" value="92660"/>
State(s) of Solicitation	<input type="checkbox"/> All States <input type="checkbox"/> 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)

## 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)

**Placement agent is also entitled to warrants to purchase 49,117 ADSs exercisable at \$6.43 per ADS for four 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 the Issuer is not disqualified from relying on any Regulation D exemption it has identified in Item 6 above for one of the reasons stated in Rule 505(b)(2)(iii).

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.	/Motti Farbstein/	Motti Farbstein	Chief Operating and Financial Officer	2014-03-24