

10 Bareket Street, Kiryat Matalon

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

OMB APPROVAL	I
OMB Number: 3235-0076	j
Expires: August 31, 2015	
Estimated Average burden hours per response: 4.0	

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4 1 1 1 1 1 1 1 1			
1. Issuer's Identity	B 1 N ()	N	th. Th
CIK (Filer ID Number)	Previous Name(s)	-	tity Type
0001536196			Corporation
Name of Issuer	╗	C	Limited Partnership
Can-Fite BioPharma Ltd.		C	Limited Liability Company
Jurisdiction of Incorporation/Organization		C	General Partnership
ISRAEL	1	C	Business Trust
Year of Incorporation/Organization	⊒ on	C	Other
• Over Five Years Ago			One
Within Last Five Years			
(Specify Year) C Yet to Be Formed			
2. Principal Place of B	usiness and Cor	ntact Inform	ation
Name of Issuer			
Can-Fite BioPharma Ltd.			
Street Address 1	Stree	t Address 2	
10 BAREKET STREET, KIRYAT	MATALON		
City	tate/Province/Country	ZIP/Postal Code	Phone No. of Issuer
PETACH TIKVA	ISRAEL	4951778	972 39241114
3. Related Persons			
Last Name	First Name	Mid	Idle Name
Cohn	Ilan		
Street Address 1	Stree	t Address 2	
10 Bareket Street, Kiryat Matalo	on PO	Box 7537	
City	State/Province/Country	ZIP	P/Postal Code
Petach Tikva	ISRAEL	49	951778
Relationship: Execu	tive Officer D	irector	Promoter
Clarification of Response (if Necessar	v)		
Ciarrication of Response (if recessar	3)		
Last Name	First Name	Mil	Idle Name
Last Name Fishman	First Name Pnina	Mid	ldle Name

PO Box 7537

City	State/Province/	Country	ZIP/Postal Code	
Petach Tikva	ISRAEL		4951778	
Relationship:	Executive Officer	Director	Promoter	
Clarification of Response	e (if Necessary)			
Last Name	Tream A N. I		MC 1.11 - N	
	First Name		Middle Name	
Farbstein	Motti			
Street Address 1		Street Address 2		_
10 Bareket Street, Ki	ryat Matalon	PO Box 7537		
City	State/Province/	Country	ZIP/Postal Code	
Petach Tikva	ISRAEL		4951778	
Relationship:	Executive Officer	☑ Director	Promoter	
Clarification of D	GF Noorge		IL	
Clarification of Response	(II Necessary)			
Last Name	First Name		Middle Name	
Regev	Guy			
Street Address 1		Street Address 2		
10 Bareket Street, Ki	ryat Matalon	PO Box 7537		
City	State/Province/	Country	ZIP/Postal Code	
Petach Tikva	ISRAEL		4951778	
Petach Tikva	ISRAEL		4951778	
'		▽ Director		
'	ISRAEL Executive Officer	☑ Director	4951778 Promoter	
Relationship:	Executive Officer	☑ Director		
Relationship:	Executive Officer	☑ Director		
Relationship:	Executive Officer	☑ Director		
Relationship:	Executive Officer	☑ Director		
Relationship: Clarification of Response	Executive Officer	☑ Director		
Relationship: Clarification of Response Last Name	Executive Officer e (if Necessary)	☑ Director	Promoter	
Relationship: Clarification of Response Last Name Sartini	Executive Officer e (if Necessary) First Name	Director Street Address 2	Promoter Middle Name	_
Relationship: Clarification of Response Last Name Sartini Street Address 1	Executive Officer e (if Necessary) First Name Abraham		Promoter Middle Name	
Relationship: Clarification of Response Last Name Sartini Street Address 1 10 Bareket Street, Ki	Executive Officer e (if Necessary) First Name Abraham ryat Matalon	Street Address 2 PO Box 7537	Promoter Middle Name	
Relationship: Clarification of Response Last Name Sartini Street Address 1 10 Bareket Street, Ki	Executive Officer (if Necessary) First Name Abraham ryat Matalon State/Province/	Street Address 2 PO Box 7537	Middle Name ZIP/Postal Code	
Relationship: Clarification of Response Last Name Sartini Street Address 1 10 Bareket Street, Ki	Executive Officer e (if Necessary) First Name Abraham ryat Matalon	Street Address 2 PO Box 7537	Promoter Middle Name	
Relationship: Clarification of Response Last Name Sartini Street Address 1 10 Bareket Street, Ki City Petach Tikva	Executive Officer e (if Necessary) First Name Abraham ryat Matalon State/Province/	Street Address 2 PO Box 7537 Country	Middle Name ZIP/Postal Code 4951778	
Relationship: Clarification of Response Last Name Sartini Street Address 1 10 Bareket Street, Kii City Petach Tikva	Executive Officer (if Necessary) First Name Abraham ryat Matalon State/Province/	Street Address 2 PO Box 7537	Middle Name ZIP/Postal Code	
Relationship: Clarification of Response Last Name Sartini Street Address 1 10 Bareket Street, Ki City Petach Tikva Relationship:	Executive Officer (if Necessary) First Name Abraham ryat Matalon State/Province/ ISRAEL Executive Officer	Street Address 2 PO Box 7537 Country	Middle Name ZIP/Postal Code 4951778	
Relationship: Clarification of Response Last Name Sartini Street Address 1 10 Bareket Street, Ki	Executive Officer (if Necessary) First Name Abraham ryat Matalon State/Province/ ISRAEL Executive Officer	Street Address 2 PO Box 7537 Country	Middle Name ZIP/Postal Code 4951778	
Relationship: Clarification of Response Last Name Sartini Street Address 1 10 Bareket Street, Ki City Petach Tikva Relationship:	Executive Officer (if Necessary) First Name Abraham ryat Matalon State/Province/ ISRAEL Executive Officer	Street Address 2 PO Box 7537 Country	Middle Name ZIP/Postal Code 4951778	_
Relationship: Clarification of Response Last Name Sartini Street Address 1 10 Bareket Street, Ki City Petach Tikva Relationship:	Executive Officer (if Necessary) First Name Abraham ryat Matalon State/Province/ ISRAEL Executive Officer	Street Address 2 PO Box 7537 Country	Middle Name ZIP/Postal Code 4951778	
Relationship: Clarification of Response Last Name Sartini Street Address 1 10 Bareket Street, Ki City Petach Tikva Relationship: Clarification of Response	Executive Officer e (if Necessary) First Name Abraham ryat Matalon State/Province/ ISRAEL Executive Officer e (if Necessary)	Street Address 2 PO Box 7537 Country	Middle Name ZIP/Postal Code 4951778 Promoter	
Relationship: Clarification of Response Last Name Sartini Street Address 1 10 Bareket Street, Ki City Petach Tikva Relationship:	Executive Officer (if Necessary) First Name Abraham ryat Matalon State/Province/ ISRAEL Executive Officer	Street Address 2 PO Box 7537 Country	Middle Name ZIP/Postal Code 4951778	

	State/Province/0	Country	ZIP/Postal Code
Petach Tikva	ISRAEL		4951778
Relationship:	xecutive Officer	☑ Director	Promoter
Clarification of Response (if Nec		(Marie)	Firms
The state of the s			
Last Name	First Name		Middle Name
Oren	Gil		
Street Address 1	1	Street Address 2	;
10 Bareket Street, Kiryat M		PO Box 7537	ZIDD 11 C 1
City	State/Province/0	Country	ZIP/Postal Code
Petach Tikva	ISRAEL		49517778
Relationship:	xecutive Officer	✓ Director	Promoter
•			
Clarification of Response (if Nec	essary)		
1. Industry Group	Harlish C		
C Agriculture	Health Ca		C Retailing
Banking & Financial Service	C Bioto	are echnology th Insurance	C Restaurants
	C Bioto	echnology	Retaining
Banking & Financial Service C Commercial Banking C Insurance	es C Bioto C Heal C Hosp Phan	echnology th Insurance pitals & Physicians maceuticals	© Restaurants
Banking & Financial Service C Commercial Banking C Insurance C Investing	es C Bioto C Heal C Hosp Phan	echnology th Insurance pitals & Physicians	© Restaurants Technology
C Commercial Banking C Insurance C Investing C Investment Banking	es C Bioto C Heal C Hosp C Phan C Other	echnology th Insurance pitals & Physicians maceuticals	© Restaurants Technology © Computers
Banking & Financial Service C Commercial Banking C Insurance C Investing C Investment Banking C Pooled Investment Fund	es C Bioto C Heal C Hosp C Phan C Other	echnology th Insurance pitals & Physicians maceuticals	C Restaurants Technology Computers Telecommunications
Banking & Financial Service C Commercial Banking C Insurance C Investing C Investment Banking	es C Bioto C Heal C Hosp C Phan C Other	echnology th Insurance pitals & Physicians rmaceuticals er Health Care	C Restaurants Technology Computers Telecommunications C Other Technology
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Banking & Financial Service Commercial Banking Insurance Investing Investment Banking Pooled Investment Fund Other Banking & Finan Services Business Services Energy Coal Mining Electric Utilities Energy Conservation Environmental Services Oil & Gas Other Energy Sevenue Range No Revenues	cial C Manufact Real Esta C Com C Cons C REI' C Resident	echnology th Insurance pitals & Physicians rmaceuticals er Health Care uring te mercial struction IS & Finance dential er Real Estate Aggregate Net As	C Restaurants Technology C Computers Telecommunications Other Technology Travel C Airlines & Airports C Lodging & Conventions C Tourism & Travel Services Other Travel Other Other
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Banking & Financial Service C Commercial Banking C Insurance C Investing C Investment Banking C Pooled Investment Fund Other Banking & Finan C Services C Business Services Energy C Coal Mining C Electric Utilities C Energy Conservation C Environmental Services C Oil & Gas C Other Energy 5. ISSUET SIZE Revenue Range C No Revenues C \$1 - \$1,000,000	cial C Heal C Hosp Phan C Other C Real Esta C Com C Cons C REI' C Resic C Other	echnology th Insurance pitals & Physicians maceuticals er Health Care uring te mercial struction TS & Finance dential er Real Estate Aggregate Net As No Aggre \$\frac{1}{2} \tag{5},000,00	C Restaurants Technology Computers Telecommunications Other Technology Travel Airlines & Airports Lodging & Conventions Tourism & Travel Services Other Travel Other Set Value Range egate Net Asset Value

C	Over \$100,000,000	Over \$100,000,000
C	Decline to Disclose	C Decline to Disclose
C	Not Applicable	C Not Applicable
6	Endoral Examplian(s) and Evaluation(s) Claimed (soloct all that
	ply)) and Exclusion(s) Claimed (select all that
	Rule 504(b)(1) (not (i), (ii) or (iii))	Rule 505
	Rule 504 (b)(1)(i)	Rule 506(b)
	Rule 504 (b)(1)(ii)	Rule 506(c)
	Rule 504 (b)(1)(iii)	Securities Act Section 4(a)(5)
		Investment Company Act Section 3(c)
	i 	
7	Type of Filing	
M	New Notice Date of First Sa	le 2014-12-08 First Sale Yet to Occur
	Amendment	
8	Duration of Offering	
JO. 1	Daration of Oliching	O v O v
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
	Security to be Acquired Upon	Acquire Another Security
	Exercise of Option, Warrant or Other Right to Acquire Security	Other (describe)
	Outer right to require Security	
10	. Business Combina	ion Transaction
	is offering being made in connect saction, such as a merger, acquisi	Yes No
	ification of Response (if Necessary	
4.4	Minimuma lava atau	
	. Minimum Investmen	
Mini inves	mum investment accepted from a stor	y outside \$ 0 USD
12.	. Sales Compensatio	n
	pient	Recipient CRD Number None
H.	C. Wainwright & Co., LLC	375
(Acc	aciatad) Rrakar ar Daalar	(Associated) Broker or Dealer CRD

(ASSOCIATED) DIOKET OF DEATER V	Number	IA MOUG
Street Address 1	Street Address 2	
430 Park Avenue	4th Floor	
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10022
State(s) of Solicitation	Foreign/Non-US	
ILLINOIS		
NEW YORK		
Recipient	Recipient CRD Number	None
ROTH Capital Partners, LLC	15407	
(Associated) Broker or Dealer No	one (Associated) Broker or De	aler CRD None
	Number	W 45.00
Street Address 1	Street Address 2	
888 San Clemente Drive	Suite 400	
City	State/Province/Country	ZIP/Postal Code
Newport Beach	CALIFORNIA	92660
State(s) of Solicitation	Foreign/Non-US	
_		
13. Offering and Sales Amo	ounts	
Total Offering Amount \$ 8000000	USD Indefinite	
Total Amount Sold \$ 8000000	USD	
Fotal Remaining to be \$ 0	USD 🗆 Indefinite	
Clarification of Response (if Necessary)		
The warrants and shares underlying the	warrants, the subject	
matter of this Form D were issued in con	nection with an offering	
of (i) 1,797,753 ADSs issued in a registere unregistered warrants to purchase 898,87		
14. Investors		
	ve been or may be sold to persons who	
do not qualify as accredited investor Number of such non-accredited inve	rs, estors who already have invested in the	
offering	•	
_	he offering have been or may be sold	4
to persons who do not qualify as acc number of investors who already ha		

15. Sales Commissions & Finders' Fees Expenses

Provide separately	the amount	ts of sales	commissions	and	finders'	fees	expenses,	if any.	If the	amount	of an
expenditure is not	known, pro	ovide an e	stimate and o	check	the box	nex	t to the an	nount.			

Sales Commissions	\$ 480000	USD	Estimate
Finders' Fees	\$ 0	USD	☐ Estimate

Clarification of Response (if Necessary)

HC Wainwright is also entitled to non-accountable expense reimbursement of \$37,500 and H.C. Wainwright and Roth Capital are entitled to warrants to purchase an aggregate of 89,888 ADSs exercisable at \$4.45 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.	/Motti Farbstein/	Motti Farbstein	Chief Operating and Financial Officer	2014-12-17	