

<b>FORM D</b>
<b>Notice of Exempt Offering of Securities</b>

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

<b>OMB APPROVAL</b>
OMB Number: 3235-0076
Expires: August 31, 2015
Estimated Average burden hours per response: 4.0

### 1. Issuer's Identity

CIK (Filer ID Number)	Previous Name(s) <input checked="" type="checkbox"/> None	Entity Type
<input type="text" value="0001536196"/>		<input checked="" type="radio"/> Corporation
Name of Issuer		<input type="radio"/> Limited Partnership
<input type="text" value="Can-Fite BioPharma Ltd."/>		<input type="radio"/> Limited Liability Company
Jurisdiction of Incorporation/Organization		<input type="radio"/> General Partnership
<input type="text" value="ISRAEL"/>		<input type="radio"/> Business Trust
Year of Incorporation/Organization		<input type="radio"/> Other
<input checked="" type="radio"/> Over Five Years Ago		
<input type="radio"/> Within Last Five Years (Specify Year)	<input type="text"/>	
<input type="radio"/> Yet to Be Formed		

### 2. Principal Place of Business and Contact Information

Name of Issuer			
<input type="text" value="Can-Fite BioPharma Ltd."/>			
Street Address 1		Street Address 2	
<input type="text" value="10 BAREKET STREET, KIRYAT MATALON"/>		<input type="text"/>	
City	State/Province/Country	ZIP/Postal Code	Phone No. of Issuer
<input type="text" value="PETACH TIKVA"/>	<input type="text" value="ISRAEL"/>	<input type="text" value="4951778"/>	<input type="text" value="972 39241114"/>

### 3. Related Persons

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

Last Name	First Name	Middle Name
<input type="text" value="Fishman"/>	<input type="text" value="Pnina"/>	
Street Address 1		Street Address 2
<input type="text" value="10 Bareket Street, Kiryat Matalon"/>		<input type="text" value="PO Box 7537"/>

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City	State/Province/Country	ZIP/Postal Code
<input type="text" value="Petach Tikva"/>	<input type="text" value="ISRAEL"/>	<input type="text" value="4951778"/>

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

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Last Name	First Name	Middle Name
<input type="text" value="Farbstein"/>	<input type="text" value="Motti"/>	

Street Address 1	Street Address 2
<input type="text" value="10 Bareket Street, Kiryat Matalon"/>	<input type="text" value="PO Box 7537"/>

City	State/Province/Country	ZIP/Postal Code
<input type="text" value="Petach Tikva"/>	<input type="text" value="ISRAEL"/>	<input type="text" value="4951778"/>

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

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Last Name	First Name	Middle Name
<input type="text" value="Regev"/>	<input type="text" value="Guy"/>	

Street Address 1	Street Address 2
<input type="text" value="10 Bareket Street, Kiryat Matalon"/>	<input type="text" value="PO Box 7537"/>

City	State/Province/Country	ZIP/Postal Code
<input type="text" value="Petach Tikva"/>	<input type="text" value="ISRAEL"/>	<input type="text" value="4951778"/>

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

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Last Name	First Name	Middle Name
<input type="text" value="Sartini"/>	<input type="text" value="Abraham"/>	

Street Address 1	Street Address 2
<input type="text" value="10 Bareket Street, Kiryat Matalon"/>	<input type="text" value="PO Box 7537"/>

City	State/Province/Country	ZIP/Postal Code
<input type="text" value="Petach Tikva"/>	<input type="text" value="ISRAEL"/>	<input type="text" value="4951778"/>

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

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Last Name	First Name	Middle Name
<input type="text" value="Barenholz"/>	<input type="text" value="Yechezkel"/>	

Street Address 1	Street Address 2
<input type="text"/>	<input type="text"/>

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  
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:  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                                      | Aggregate Net Asset Value Range                    |
|--|--|
| <input checked="" type="radio"/> No Revenues       | <input type="radio"/> No Aggregate Net Asset Value |
| <input type="radio"/> \$1 - \$1,000,000            | <input type="radio"/> \$1 - \$5,000,000            |
| <input type="radio"/> \$1,000,001 - \$5,000,000    | <input type="radio"/> \$5,000,001 - \$25,000,000   |
| <input type="radio"/> \$5,000,001 - \$25,000,000   | <input type="radio"/> \$25,000,001 - \$50,000,000  |
| <input type="radio"/> \$25,000,001 - \$100,000,000 | <input type="radio"/> \$50,000,001 - \$100,000,000 |

- Over \$100,000,000
- Decline to Disclose
- Not Applicable

- Over \$100,000,000
- Decline to Disclose
- Not Applicable

### 6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

<input type="checkbox"/>	Rule 504(b)(1) (not (i), (ii) or (iii))	<input type="checkbox"/>	Rule 505
<input type="checkbox"/>	Rule 504 (b)(1)(i)	<input checked="" type="checkbox"/>	Rule 506(b)
<input type="checkbox"/>	Rule 504 (b)(1)(ii)	<input type="checkbox"/>	Rule 506(c)
<input type="checkbox"/>	Rule 504 (b)(1)(iii)	<input type="checkbox"/>	Securities Act Section 4(a)(5)
<input type="checkbox"/>		<input type="checkbox"/>	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       None

(Associated) Broker or Dealer  None

Number  None

Street Address 1

Street Address 2

City

State/Province/Country

ZIP/Postal Code

State(s) of Solicitation

All States

Foreign/Non-US

Recipient

Recipient CRD Number

None

(Associated) Broker or Dealer

None

(Associated) Broker or Dealer CRD Number

None

Street Address 1

Street Address 2

City

State/Province/Country

ZIP/Postal Code

State(s) of Solicitation

All States

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)

**The warrants and shares underlying the warrants, the subject matter of this Form D were issued in connection with an offering of (i) 1,797,753 ADSs issued in a registered direct offering, and (ii) unregistered warrants to purchase 898,877 ADSs.**

### 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)

**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

