

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or
Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Can-Fite BioPharma Ltd.		2. Date of Event Requiring Statement (Month/Day/Year) 11/21/2011	3. Issuer Name and Ticker or Trading Symbol OphthaliX, Inc. [OPLI]	
(Last) (First) (Middle) 10 BAREKET STREET, KIRYAT MATALON, P.O. BOX 7537	(Street) PETACH TIVA, L3 49170		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director <input checked="" type="checkbox"/> 10% Owner ____ Officer (give title below) ____ Other (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year) 12/01/2011
(City) (State) (Zip)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	38,534,631	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrants	11/21/2011	(1)	Common Stock	2,160,102	\$ 1.144	D	
Warrants	04/02/2012(2)	(3)	Common Stock	1,267,315	\$ 1.72	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Can-Fite BioPharma Ltd. 10 BAREKET STREET, KIRYAT MATALON P.O. BOX 7537 PETACH TIVA, L3 49170		X		

Signatures

/s/ Pnina Fishman		05/14/2013
<small>**Signature of Reporting Person</small>		<small>Date</small>

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Pursuant to a warrant agreement issued by OphthliX Inc. (the "Company") to Can-Fite BioPharma, Ltd. ("Can-Fite") on November 21,

2011, Can-Fite shall have the right at any time to convert its warrants until the earlier of (a) the 5th-year anniversary thereof and (b) the

(1) closing of the acquisition of the Company by another entity, resulting in the exchange of the outstanding shares of the Company's capital stock such that the stockholders of the Company prior to such transaction own, directly, or indirectly, less than 50% of the voting power of the surviving entity.

(2) Warrants exercisable upon increase of authorized, which was effective on April 2, 2012.

This warrant shall expire and become void on the earlier of: (i) the date that is sixty (60) months from the Warrant Issue Date, or (ii) the

(3) closing of the acquisition of the Company by another entity by means of merger, consolidation or other transaction or series of related transactions, resulting in the exchange of the outstanding shares of the Company's capital stock such that the stockholders of the Company prior to such transactions own, directly or indirectly, less than 50% of the voting power of the surviving entity ("Expiration Date").

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.