

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
WASHINGTON, D.C. 20549

FORM 20-F/A

Amendment No. 1

(Mark One)

☐ REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended **December 31, 2018**

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

☐ SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of event requiring this shell company report

For the transition period from _____ to _____

Commission file number: 001-35223

BioLineRx Ltd.

(Exact name of Registrant as specified in its charter)

(Translation of Registrant's name into English)

Israel

(Jurisdiction of incorporation or organization)

**2 HaMa'ayan Street
Modi'in 7177871, Israel**

(Address of principal executive offices)

**Philip A. Serlin
+972 (8) 642-9100
+972 (8) 642-9101 (facsimile)
phils@biolinerx.com
2 HaMa'ayan Street
Modi'in 7177871, Israel**

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

| Title of each class | Name of each exchange on which registered |
|--|---|
| American Depositary Shares, each representing 1 ordinary share, par value NIS 0.10 per share | Nasdaq Capital Market |
| Ordinary shares, par value NIS 0.10 per share | Nasdaq Capital Market* |

*Not for trading; only in connection with the registration of American Depositary Shares.

Securities registered or to be registered pursuant to Section 12(g) of the Act.

None

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

None

(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report. 114,933,144

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes ☐ No ☒

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes ☐ No ☒

Note — Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See definition of “large accelerated filer,” “accelerated filer,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐

Accelerated filer ☒

Non-accelerated filer ☐

Emerging growth company ☐

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards[†] provided pursuant to Section 13(a) of the Exchange Act. ☐

[†] The term “new or revised financial accounting standard” refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP ☐

International Financial Reporting Standards as issued by the International Accounting Standards Board ☒

Other ☐

If “Other” has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

N/A ☐ Item 17 ☐ Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

N/A Yes ☐ No ☐

Explanatory Note

This Amendment No. 1 to Form 20-F (this “Amendment”) amends the Annual Report on Form 20-F for the annual period ended December 31, 2018 we originally filed with the Securities and Exchange Commission on March 28, 2019 (the “Original Filing”).

On December 3, 2018, we received a letter from The Nasdaq Stock Market (“Nasdaq”) stating that the bid price of our American Depositary Shares (“ADSs”) for the last 30 consecutive trading days had closed below the minimum \$1.00 per share required for continued listing under Listing Rule 5550(a)(2) (the “Bid Price Rule”). The letter stated that we had 180 days, or until June 3, 2019, to demonstrate compliance by maintaining a minimum closing bid price of at least \$1.00 for a minimum of 10 consecutive trading days. On June 4, 2019, Nasdaq notified us that while we had not regained compliance with the Bid Price Rule, we were eligible for an additional 180-day grace period, or until December 2, 2019, to regain compliance with the Bid Price Rule. Nasdaq’s determination was based on our having met the continued listing requirement for market value of publicly held shares and all other applicable requirements for initial listing on The Nasdaq Capital Market, with the exception of the Bid Price Rule, and on our written notice to Nasdaq of our intention to cure the deficiency during the second compliance period by effecting a reverse stock split, if necessary. If we do not regain compliance with the Bid Price Rule by December 2, 2019, Nasdaq will provide written notification to us that our ADSs will be delisted. At that time, we may appeal the delisting determination to a Nasdaq Hearings Panel (the “Panel”). Our ADSs would remain listed pending the Panel’s decision. There can be no assurance that, if we do appeal the delisting determination to the Panel, that such appeal would be successful.

Other than as expressly set forth above, this Amendment does not, and does not purport to, amend, update or restate the information set forth in the Original Filing, or reflect any events that have occurred after the Original Filing was made on March 28, 2019.

Additionally, in connection with the filing of this Amendment, we are including certifications of our Chief Executive Officer and Chief Financial Officer pursuant to Rule 13a-14(a) of the Exchange Act. We are not including certifications pursuant to Section 1350 as no financial statements are being filed with this Amendment.

PART III

ITEM 19. EXHIBITS

| Exhibit Number | Exhibit Description |
|---|--|
| <u>2.1⁽¹⁾</u> | <u>Articles of Association, as amended July 5, 2017</u> |
| <u>2.2⁽²⁾</u> | <u>Deposit Agreement dated as of July 21, 2011 among the Registrant, The Bank of New York Mellon, as Depositary, and all Owners and Holders from time to time of American Depositary Shares issued thereunder</u> |
| <u>2.3⁽²⁾</u> | <u>Form of American Depositary Receipt; the Form is Exhibit A of the deposit agreement which is Exhibit 2.2 above.</u> |
| <u>4.5⁽¹⁰⁾</u> | <u>Employment Agreement with Philip Serlin, dated May 24, 2009, as amended</u> |
| <u>4.16⁽¹¹⁾</u> | <u>License Agreement entered into as of November 25, 2007 between BioLine Innovations Jerusalem L.P. and Innovative Pharmaceutical Concepts, Inc.</u> |
| <u>4.18⁽⁹⁾</u> | <u>BioLineRx Ltd. Amended and Restated 2003 Share Incentive Plan</u> |
| <u>4.33⁽¹⁾</u> | <u>License Agreement entered into as of September 2, 2012 by and between the Registrant and Biokine Therapeutics Ltd.</u> |
| <u>4.34⁽⁵⁾⁽¹⁾</u> | <u>Amendment Agreement entered into as of October 2, 2018 by and between the Registrant and Biokine Therapeutics Ltd.</u> |
| <u>4.35⁽⁵⁾</u> | <u>Loan Agreement entered into as of October 2, 2018, by and between the Registrant and Kreos Capital V (Expert Fund) L.P.</u> |
| <u>4.36⁽⁶⁾</u> | <u>Compensation Policy for Executives and Directors</u> |
| <u>4.37⁽¹⁾</u> | <u>Lease Agreement entered into as of August 7, 2014 between S.M.L. Solomon Industrial Buildings Ltd. and Infrastructure Management and Development Established by C.P.M. Ltd. as Lessor and the Registrant as Lessee, as amended (English summary of the Hebrew original)</u> |
| <u>4.38⁽¹²⁾⁽¹⁾</u> | <u>Investment and Collaboration Agreement entered into as of December 16, 2014 between the Registrant and Novartis Pharma AG</u> |
| <u>4.39⁽⁸⁾⁽¹⁾</u> | <u>License Agreement entered into as of December 22, 2014 between the Registrant and Wartner Europe BV</u> |
| <u>4.40⁽⁴⁾⁽¹⁾</u> | <u>Clinical Trial Collaboration and Supply Agreement entered into as of January 11, 2016 between the Registrant and Merck Sharp & Dohme B.V.</u> |
| <u>4.41⁽¹⁾*</u> | <u>Amendment No. 2 to Clinical Trial Collaboration and Supply Agreement entered into as of July 24, 2018 between the Registrant and Merck Sharp & Dohme B.V.</u> |
| <u>4.42⁽¹⁰⁾⁽¹⁾</u> | <u>Combination Study Agreement entered into as of September 6, 2016 between the Registrant and Genentech, Inc.</u> |
| <u>4.43⁽¹⁰⁾</u> | <u>Employment Agreement with Mali Zeevi, dated September 16, 2009, as amended</u> |
| <u>4.44⁽¹⁰⁾</u> | <u>Employment Agreement with Abi Vainstein-Haras, dated April 2, 2014, as amended</u> |

| Exhibit Number | Exhibit Description |
|---|---|
| <u>4.45⁽¹⁰⁾</u> | <u>Employment Agreement with Ella Sorani, dated January 11, 2017</u> |
| <u>4.46^{(10)†}</u> | <u>Amended and Restated Exclusive License Agreement entered into as of April 30, 2013 between the University of Massachusetts and Agalimmune Ltd.</u> |
| <u>4.47†*</u> | <u>Patent and Know-how License Agreement entered into as of September 19, 2017 between Kode Biotech Limited and Agalimmune Ltd.</u> |
| <u>4.49†*</u> | <u>Second Amendment Agreement entered into as of October 16, 2018 between the University of Massachusetts and Agalimmune Ltd.</u> |
| <u>4.50†*</u> | <u>Amendment No. 1 to License Agreement entered into as of June 18, 2018 between the Registrant and Wartner Europe BV</u> |
| <u>12.1**</u> | <u>Certification by Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u> |
| <u>12.2**</u> | <u>Certification by Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u> |
| <u>13.1*</u> | <u>Certification by Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u> |
| <u>13.2*</u> | <u>Certification by Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u> |
| <u>15.5*</u> | <u>Consent of Kesselman & Kesselman, Certified Public Accountant (Isr.), a member of PricewaterhouseCoopers International Limited, independent registered public accounting firm for the Registrant</u> |
| <u>15.8⁽¹¹⁾</u> | <u>Subscription Agreement entered into as of July 26, 2017 among the Registrant and Biotechnology Value Fund, L.P., Biotechnology Value Fund II, L.P., Biotechnology Value Trading Fund OS, L.P., Investment 10, LLC and MSI BVF SPV, L.L.C. (the “BVF Investors”)</u> |
| <u>15.9⁽¹¹⁾</u> | <u>Form of Series A Warrant issued to the BVF Investors</u> |
| <u>15.10⁽¹¹⁾</u> | <u>Form of Series B Warrant issued to the BVF Investors</u> |
| <u>15.11⁽¹¹⁾</u> | <u>Voting and Standstill Agreement entered into as of July 26, 2017 among the Registrant and the BVF Investors</u> |
| <u>15.12⁽¹²⁾</u> | <u>At-the-market Sales Agreement entered into October 30, 2017, between the Registrant and BTIG, LLC</u> |
| 101* | The following financial information from BioLineRx Ltd.'s Annual Report on Form 20-F for the fiscal year ended December 31, 2017 formatted in XBRL (Extensible Business Reporting Language): (i) Consolidated Statements of Financial Position at December 31, 2017 and 2016; (ii) Consolidated Statements of Comprehensive Loss for the years ended December 31, 2017, 2016 and 2015; (iii) Statements of Changes in Equity for the years ended December 31, 2017, 2016 and 2015; (iv) Consolidated Cash Flow Statements for the years ended December 31, 2017, 2016 and 2015; and (v) Notes to the Consolidated Financial Statements. Users of this data are advised, in accordance with Rule 406T of Regulation S-T promulgated by the SEC, that this Interactive Data File is deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of Section 18 of the Exchange Act, and otherwise is not subject to liability under these sections. |

* Filed with the Original Filing.

** Filed herewith.

† Portions of this exhibit have been omitted and filed separately with the Securities and Exchange Commission pursuant to a confidential treatment request.

- (1) Incorporated by reference to the Registrant's Registration Statement on Form 20-F (No. 001-35223) filed on July 1, 2011.
 - (2) Incorporated by reference to Exhibit 1 of the Registration Statement on Form F-6EF (No. 333-218969) filed by the Bank of New York Mellon on June 26, 2017 with respect to the Registrant's American Depositary Shares.
 - (3) Incorporated by reference to the Registrant's Registration Statement on Form F-3 (No. 333-222332) filed on December 28, 2017.
 - (4) Incorporated by reference to the Registrant's Annual Report on Form 20-F/A filed on May 31, 2016.
 - (5) Incorporated by reference to the Registrant's Form 6-K filed on October 3, 2018.
 - (6) Incorporated by reference to the Registrant's Form 6-K filed on May 31, 2016.
 - (7) Incorporated by reference to the Registrant's Annual Report on Form 20-F filed on March 23, 2015.
 - (8) Incorporated by reference to the Registrant's Annual Report on Form 20-F/A filed on September 22, 2015.
 - (9) Incorporated by reference to the Registrant's Annual Report on Form 20-F filed on March 10, 2016.
 - (10) Incorporated by reference to the Registrant's Annual Report on Form 20-F filed on March 23, 2017.
 - (11) Incorporated by reference to the Registrant's Form 6-K filed on July 31, 2017.
 - (12) Incorporated by reference to the Registrant's Form 6-K filed on October 31, 2017.
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SIGNATURES

The registrant hereby certifies that it meets all the requirements for filing on Form 20-F/A and that it has duly caused and authorized the undersigned to sign this Amendment No. 1 to the annual report on its behalf.

BIOLINERX LTD.

By: /s/ Philip A. Serlin
Philip A. Serlin
Chief Executive Officer

Date: June 5, 2019

CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER UNDER SECTION 302 OF THE
SARBANES-OXLEY ACT

I, Philip A. Serlin, certify that:

1. I have reviewed this Amendment No. 1 to the Annual Report (the "Report") on Form 20-F of BioLineRx Ltd. and
2. Based on my knowledge, this Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Report.

Date: June 5, 2019

/s/ Philip A. Serlin

Philip A. Serlin

Chief Executive Officer

CERTIFICATION OF THE CHIEF FINANCIAL OFFICER UNDER SECTION 302 OF THE
SARBANES-OXLEY ACT

I, Mali Zeevi, certify that:

1. I have reviewed this Amendment No. 1 to the Annual Report (the "Report") on Form 20-F of BioLineRx Ltd. and
2. Based on my knowledge, this Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Report.

Date: June 5, 2019

/s/ Mali Zeevi

Mali Zeevi

Chief Financial Officer
