

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM D

OMB APPROVAL

OMB Number: 3235-0076
Estimated average
burden hours per
response 4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)

0001498403

Previous Names ☒ None

Entity Type

☒ Corporation☐ Limited Partnership☐ Limited Liability Company☐ General Partnership☐ Business Trust☐ Other (Specify)

Name of Issuer

BioLineRx Ltd.

Jurisdiction of Incorporation/Organization

ISRAEL

Year of Incorporation/Organization

☒ Over Five Years Ago☐ Within Last Five Years (Specify Year)☐ Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer

BioLineRx Ltd.

Street Address 1

2 HAMA'AYAN STREET

Street Address 2

City

MODI'IN

State/Province/Country

ISRAEL

ZIP/PostalCode

7177871

Phone Number of Issuer

972-8-642-9100

3. Related Persons

Last Name

Schwartz

First Name

Aharon

Middle Name

Street Address 1

c/o BioLineRx Ltd.

Street Address 2

2 HaMa'ayan Street

City

Modi'in

State/Province/Country

ISRAEL

ZIP/PostalCode

7177871

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name

Anghel

First Name

Michael

Middle Name

J.

Street Address 1

c/o BioLineRx Ltd.

Street Address 2

2 HaMa'ayan Street

City

Modi'in

State/Province/Country

ISRAEL

ZIP/PostalCode

7177871

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name

Benjamini

First Name

Nurit

Middle Name

Street Address 1

c/o BioLineRx Ltd.

Street Address 2

2 HaMa'ayan Street

City

Modi'in

State/Province/Country

ISRAEL

ZIP/PostalCode

7177871

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name

Bormann

First Name

Barbara

Middle Name

Jean

Street Address 1

c/o BioLineRx Ltd.

Street Address 2

2 HaMa'ayan Street

City

Modi'in

State/Province/Country

ISRAEL

ZIP/PostalCode

7177871

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Hofstein	Raphael	
Street Address 1	Street Address 2	
c/o BioLineRx Ltd.	2 HaMa'ayan Street	
City	State/Province/Country	ZIP/PostalCode
Modi'in	ISRAEL	7177871
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Molcho	Avraham	
Street Address 1	Street Address 2	
c/o BioLineRx Ltd.	2 HaMa'ayan Street	
City	State/Province/Country	ZIP/PostalCode
Modi'in	ISRAEL	7177871
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Panem	Sandra	
Street Address 1	Street Address 2	
c/o BioLineRx Ltd.	2 HaMa'ayan Street	
City	State/Province/Country	ZIP/PostalCode
Modi'in	ISRAEL	7177871
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Serlin	Philip	A.
Street Address 1	Street Address 2	
c/o BioLineRx Ltd.	2 HaMa'ayan Street	
City	State/Province/Country	ZIP/PostalCode
Modi'in	ISRAEL	7177871
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director <input type="checkbox"/> Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Zeevi	Mali	
Street Address 1	Street Address 2	
c/o BioLineRx Ltd.	2 HaMa'ayan Street	
City	State/Province/Country	ZIP/PostalCode
Modi'in	ISRAEL	7177871
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director <input type="checkbox"/> Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Sorani	Ella	
Street Address 1	Street Address 2	
c/o BioLineRx Ltd.	2 HaMa'ayan Street	
City	State/Province/Country	ZIP/PostalCode
Modi'in	ISRAEL	7177871
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director <input type="checkbox"/> Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Vainstein-Haras	Abi	
Street Address 1	Street Address 2	
c/o BioLineRx Ltd.	2 HaMa'ayan Street	
City	State/Province/Country	ZIP/PostalCode
Modi'in	ISRAEL	7177871
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director <input type="checkbox"/> Promoter

Clarification of Response (if Necessary):

4. Industry Group

<input type="checkbox"/> Agriculture	Health Care	<input type="checkbox"/> Retailing
<input type="checkbox"/> Banking & Financial Services	<input type="checkbox"/> Biotechnology	<input type="checkbox"/> Restaurants
<input type="checkbox"/> Commercial Banking	<input type="checkbox"/> Health Insurance	<input type="checkbox"/> Technology
<input type="checkbox"/> Insurance	<input type="checkbox"/> Hospitals & Physicians	<input type="checkbox"/> Computers
<input type="checkbox"/> Investing	<input checked="" type="checkbox"/> Pharmaceuticals	<input type="checkbox"/> Telecommunications
<input type="checkbox"/> Investment Banking	<input type="checkbox"/> Other Health Care	<input type="checkbox"/> Other Technology
<input type="checkbox"/> Pooled Investment Fund	<input type="checkbox"/> Manufacturing	<input type="checkbox"/> Travel
Is the issuer registered as an investment company under the Investment Company Act of 1940?	Real Estate	<input type="checkbox"/> Airlines & Airports
<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Commercial	<input type="checkbox"/> Lodging & Conventions
<input type="checkbox"/> Other Banking & Financial Services	<input type="checkbox"/> Construction	<input type="checkbox"/> Tourism & Travel Services
<input type="checkbox"/> Business Services	<input type="checkbox"/> REITS & Finance	<input type="checkbox"/> Other Travel
Energy	<input type="checkbox"/> Residential	<input type="checkbox"/> Other
<input type="checkbox"/> Coal Mining	<input type="checkbox"/> Other Real Estate	
<input type="checkbox"/> Electric Utilities		
<input type="checkbox"/> Energy Conservation		
<input type="checkbox"/> Environmental Services		
<input type="checkbox"/> Oil & Gas		
<input type="checkbox"/> Other Energy		

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
<input type="checkbox"/> No Revenues		<input type="checkbox"/> No Aggregate Net Asset Value
<input type="checkbox"/> \$1 - \$1,000,000		<input type="checkbox"/> \$1 - \$5,000,000
<input type="checkbox"/> \$1,000,001 - \$5,000,000		<input type="checkbox"/> \$5,000,001 - \$25,000,000
<input type="checkbox"/> \$5,000,001 - \$25,000,000		<input type="checkbox"/> \$25,000,001 - \$50,000,000
<input type="checkbox"/> \$25,000,001 - \$100,000,000		<input type="checkbox"/> \$50,000,001 - \$100,000,000
<input type="checkbox"/> Over \$100,000,000		<input type="checkbox"/> Over \$100,000,000
<input checked="" type="checkbox"/> Decline to Disclose		<input type="checkbox"/> Decline to Disclose
<input type="checkbox"/> Not Applicable		<input type="checkbox"/> 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 checked="" type="checkbox"/> Rule 506(b)
<input type="checkbox"/> Rule 504 (b)(1)(i)	<input type="checkbox"/> Rule 506(c)
<input type="checkbox"/> Rule 504 (b)(1)(ii)	<input type="checkbox"/> Securities Act Section 4(a)(5)
<input type="checkbox"/> Rule 504 (b)(1)(iii)	<input type="checkbox"/> Investment Company Act Section 3(c)
	<input type="checkbox"/> Section 3(c)(1) <input type="checkbox"/> Section 3(c)(9)
	<input type="checkbox"/> Section 3(c)(2) <input type="checkbox"/> Section 3(c)(10)
	<input type="checkbox"/> Section 3(c)(3) <input type="checkbox"/> Section 3(c)(11)
	<input type="checkbox"/> Section 3(c)(4) <input type="checkbox"/> Section 3(c)(12)
	<input type="checkbox"/> Section 3(c)(5) <input type="checkbox"/> Section 3(c)(13)
	<input type="checkbox"/> Section 3(c)(6) <input type="checkbox"/> Section 3(c)(14)
	<input type="checkbox"/> Section 3(c)(7)

7. Type of Filing

<input checked="" type="checkbox"/> New Notice	Date of First Sale 2020-05-26	<input type="checkbox"/> First Sale Yet to Occur
<input type="checkbox"/> 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)

- | | |
|---|---|
| <input type="checkbox"/> Equity | <input type="checkbox"/> Pooled Investment Fund Interests |
| <input type="checkbox"/> Debt | <input type="checkbox"/> Tenant-in-Common Securities |
| <input checked="" type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security | <input type="checkbox"/> Mineral Property Securities |
| <input checked="" type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> 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 \$ 0 USD

12. Sales Compensation

Recipient	Recipient CRD Number <input type="checkbox"/> None
H.C. Wainwright & Co., LLC	375
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None

Street Address 1	Street Address 2
430 PARK AVENUE	3RD FLOOR
City	ZIP/Postal Code
NEW YORK	10022
State/Province/Country	
NEW YORK	

State(s) of Solicitation ☐ All States ☐ Non-US/Foreign

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input checked="" type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input checked="" type="checkbox"/> NJ	<input type="checkbox"/> NM	<input checked="" type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> PR

13. Offering and Sales Amounts

Total Offering Amount	\$ 9,000,003	USD	or	<input type="checkbox"/> Indefinite
Total Amount Sold	\$ 9,000,003	USD		
Total Remaining to be Sold	\$ 0	USD	or	<input type="checkbox"/> 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) 5,142,859 ADSs issued in a registered direct offering, and (ii) unregistered warrants to purchase 5,142,859 ADSs.

14. Investors

☐ Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the 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 & Finder's 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 \$ 630,000 USD ☐ Estimate

Finders' Fees \$ 0 USD ☐ Estimate

Clarification of Response (if Necessary):

H.C. Wainwright is also entitled to 1.0% of the gross proceeds as management fee, a \$25,000 non-accountable expense reimbursement, a \$35,000 accountable expense allowance and warrants to purchase 257,143 ADSs exercisable at \$2.1875 per ADS for 2.5 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.

\$ 0 USD ☐ Estimate

Clarification of Response (if Necessary):

Issuer expects to use proceeds from the offering for general corporate purposes, which may include but are not limited to working capital, funding clinical trials and payment of salaries and related expenses 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 submitting this notice.

Terms of Submission

In submitting this notice, each identified issuer 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, in the accordance with applicable law, 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 the issuer 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 Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) 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
BioLineRx Ltd.	/s/ Mali Zeevi	Mali Zeevi	Chief Financial Officer	2020-06-10

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 number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.