

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

2. Principal Place of Business and Contact Information

Name of Issuer
Can-Fite BioPharma Ltd.

Street Address 1 10 BAREKET STREET, KIRYAT MATALON	Street Address 2
City PETACH TIKVA	State/Province/Country ISRAEL
ZIP/PostalCode 4951778	Phone Number of Issuer 972 39241114

3. Related Persons

Last Name Cohn	First Name Ilan	Middle Name
Street Address 1 10 Bareket Street, Kiryat Matalon	Street Address 2 PO Box 7537	
City Petach Tikva	State/Province/Country ISRAEL	ZIP/PostalCode 4951778
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter

Clarification of Response (if Necessary):

Last Name Fishman	First Name Pnina	Middle Name
Street Address 1 10 Bareket Street, Kiryat Matalon	Street Address 2 PO Box 7537	
City Petach Tikva	State/Province/Country ISRAEL	ZIP/PostalCode 4951778
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter

Clarification of Response (if Necessary):

Last Name Farbstein	First Name Motti	Middle Name
Street Address 1 10 Bareket Street, Kiryat Matalon	Street Address 2 PO Box 7537	
City Petach Tikva	State/Province/Country ISRAEL	ZIP/PostalCode 4951778
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter

Clarification of Response (if Necessary):

Last Name Regev	First Name Guy	Middle Name
Street Address 1	Street Address 2	

10 Bareket Street, Kiryat Matalon
City
Petach Tikva

PO Box 7537
State/Province/Country
ISRAEL

ZIP/PostalCode
4951778

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Sartini	Abraham	
Street Address 1	Street Address 2	
10 Bareket Street, Kiryat Matalon	PO Box 7537	
City	State/Province/Country	ZIP/PostalCode
Petach Tikva	ISRAEL	4951778
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
Shamay	Israel	
Street Address 1	Street Address 2	
10 Bareket Street, Kiryat Matalon	PO Box 7537	
City	State/Province/Country	ZIP/PostalCode
Petach Tikva	ISRAEL	4951778
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
Oren	Gil	
Street Address 1	Street Address 2	
10 Bareket Street, Kiryat Matalon	PO Box 7537	
City	State/Province/Country	ZIP/PostalCode
Petach Tikva	ISRAEL	4951778
Relationship:	<input type="checkbox"/> Executive Officer <input checked="" 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 | 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 | 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 | | |

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 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"/> Investment Company Act Section 3(c)
	<input type="checkbox"/> Section 3(c)(1)
	<input type="checkbox"/> Section 3(c)(2)
	<input type="checkbox"/> Section 3(c)(3)
	<input type="checkbox"/> Section 3(c)(4)
	<input type="checkbox"/> Section 3(c)(5)
	<input type="checkbox"/> Section 3(c)(6)
	<input type="checkbox"/> Section 3(c)(7)
	<input type="checkbox"/> Section 3(c)(9)
	<input type="checkbox"/> Section 3(c)(10)
	<input type="checkbox"/> Section 3(c)(11)
	<input type="checkbox"/> Section 3(c)(12)
	<input type="checkbox"/> Section 3(c)(13)
	<input type="checkbox"/> Section 3(c)(14)

7. Type of Filing

New Notice Date of First Sale [2015-09-21](#) 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)

<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

H.C. Wainwright & Co., LLC

(Associated) Broker or Dealer None

Recipient CRD Number None

375

(Associated) Broker or Dealer CRD Number None

Street Address 1

430 PARK AVENUE

City

NEW YORK

State/Province/Country

NEW YORK

Street Address 2

4TH FLOOR

ZIP/Postal Code

10022

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

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

13. Offering and Sales Amounts

Total Offering Amount \$ 9,000,002 USD or Indefinite

Total Amount Sold \$ 9,000,002 USD

Total Remaining to be Sold \$ 0 USD or 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) 2,068,966 ADSs issued in a registered direct offering, and (ii) unregistered warrants to purchase 1,034,483 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:

3

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 \$ 540,000 USD Estimate

Finders' Fees \$ 0 USD Estimate

Clarification of Response (if Necessary):

HC Wainwright is also entitled to non-accountable expense reimbursement of \$50,000 and H.C. Wainwright is entitled to warrants to purchase an aggregate of 103,448 ADSs exercisable at \$5.25 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.

\$ 0 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

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 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	2015-10-02

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 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.
