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

Form 6-K

Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16
under the Securities Exchange Act of 1934

For the month of: May 2025

Commission file number: 001-36578

ENLIVEX THERAPEUTICS LTD.
(Translation of registrant's name into English)

14 Einstein Street, Nes Ziona, Israel 7403618
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F ☒ Form 40-F ☐

The unaudited condensed consolidated financial statements for Enlivex Therapeutics Ltd., a company organized under the laws of the State of Israel ("Enlivex"), as of and for the three month periods ended March 31, 2025 and 2024, and the Operating and Financial Review and Prospects of Enlivex for the corresponding periods are furnished as Exhibits 99.1 and 99.2, respectively, to this Report on Form 6-K and incorporated by reference into Enlivex's registration statements on Forms S-8, F-3 and F-3MEF (File No. 333-256799, File No. 333-232413, File No. 333-232009, File No. 333-252926 and File No. 333-286956), filed with the Securities and Exchange Commission.

Exhibit No.

99.1	Unaudited condensed consolidated financial statements for Enlivex as of March 31, 2025 and December 31, 2024 and for the three month periods ended March 31, 2025 and 2024.
99.2	Operating and Financial Review and Prospects as of and for the three month periods ended March 31, 2025 and 2024.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Enlivex Therapeutics Ltd.
(Registrant)

By: /s/ Oren Hershkovitz
Name: Oren Hershkovitz
Title: Chief Executive Officer

Date: May 30, 2025

ENLIVEX THERAPEUTICS LTD.

CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

AS OF MARCH 31, 2025 AND DECEMBER 31, 2024
AND FOR THE THREE-MONTH PERIODS ENDED MARCH 31, 2025 AND 2024

ENLIVEX THERAPEUTICS LTD.

CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

AS OF MARCH 31, 2025 AND DECEMBER 31, 2024
AND FOR THE THREE-MONTH PERIODS ENDED MARCH 31, 2025 AND 2024

INDEX TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)

U.S. dollars in thousands (except share data)

	March 31, 2025	December 31, 2024
ASSETS		
Current Assets		
Cash and cash equivalents	$ 2,053	$ 3,301
Short-term interest-bearing deposits	18,498	20,195
Prepaid expenses and other receivables	2,090	2,299
Assets classified as held for sale	6	198
Total Current Assets	22,647	25,993
Non-Current Assets		
Property and equipment, net	568	625
Other assets	820	1,069
Total Non-Current Assets	1,388	1,694
TOTAL ASSETS	$ 24,035	$ 27,687
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities		
Accounts payable trade	$ 533	$ 811
Accrued expenses and other liabilities	2,611	2,846
Liability classified as held for sale	-	142
Total Current Liabilities	3,144	3,799
Non-Current Liabilities		
Other long-term liabilities	264	299
Total Non-Current Liabilities	264	299
Commitments and Contingent Liabilities		
TOTAL LIABILITIES	3,408	4,098
SHAREHOLDERS' EQUITY		
Ordinary shares of NIS 0.40 par value:		
Authorized: 45,000,000 shares as of March 31, 2025 and December 31, 2024; Issued and outstanding: 23,849,935 and 23,650,989 as of March 31, 2025 and December 31, 2024, respectively;	2,707	2,685
Additional paid in capital	147,378	146,910
Foreign currency translation adjustments	1,101	1,101
Accumulated deficit	(130,559)	(127,107)
TOTAL SHAREHOLDERS' EQUITY	20,627	23,589
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$ 24,035	$ 27,687

The accompanying notes are an integral part of the condensed consolidated financial statements.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS (UNAUDITED)

U.S. dollars in thousands (except share and per share data)

	For the three months ended March 31,	
	2025	**2024**
Revenues	**$ -**	**$ -**
Operating expenses:		
Research and development expenses	2,550	2,857
General and administrative expenses	954	1,093
Loss on disposal group of assets held for sale	29	201
	3,533	4,151
Operating loss	(3,533)	(4,151)
Finance income, net	81	11
Net loss	(3,452)	(4,140)
Total comprehensive loss	$ (3,452)	$ (4,140)
Basic & diluted loss per share	$ (0.15)	$ (0.22)
Weighted average number of shares outstanding	23,758,755	18,727,037

The accompanying notes are an integral part of the condensed consolidated financial statements.

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (UNAUDITED)

U.S. dollars in thousands (except share data)

	Ordinary Shares		Additional paid in capital	Accumulated other comprehensive income	Accumulated deficit	Total
	Shares	Amount				
Balance as of December 31, 2024	23,650,989	$ 2,685	$ 146,910	$ 1,101	$ (127,107)	$ 23,589
Changes during the three months period ended March 31, 2025:						
Restricted stock units vested	34,290	4	(4)	-	-	-
Issuance of shares for cash consideration of $203 net of $6 issuance costs	164,656	18	179	-	-	197
Share based compensation	-	-	293	-	-	293
Net loss	-	-	-	-	(3,452)	(3,452)
Balance as of March 31, 2025	23,849,935	$ 2,707	$ 147,378	$ 1,101	$ (130,559)	$ 20,627
Balance as of December 31, 2023	18,598,555	$ 2,137	$ 138,939	$ 1,101	$ (112,093)	$ 30,084
Changes during the three months period ended March 31, 2024:						
Restricted stock units vested	34,295	3	(3)	-	-	-
Issuance of shares for cash consideration of $540 net of $16 issuance costs	178,931	20	504	-	-	524
Share based compensation	-	-	383	-	-	383
Net loss	-	-	-	-	(4,140)	(4,140)
Balance as of March 31, 2024	18,811,781	$ 2,160	$ 139,823	$ 1,101	$ (116,233)	$ 26,851

The accompanying notes are an integral part of the condensed consolidated financial statements.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

U.S. dollars in thousands

	For the three months ended March 31,	
	2025	**2024**
Cash flows from operating activities		
Net loss	$ (3,452)	$ (4,140)
Adjustments required to reflect net cash used in operating activities:		
Income and expenses not involving cash flows:		
Depreciation	90	188
Capital loss (gain) on sale of property and equipment	1	(76)
(Income) loss on short-term bank deposits	(1,174)	65
Loss (gain) on assets and liabilities classified as held for sale	22	(66)
Non-cash operating lease expenses	66	98
Share-based compensation	293	383
Changes in operating assets and liability items:		
Decrease in prepaid expenses and other receivables	117	355
Decrease in accounts payable trade	(278)	(183)
Decrease in accrued expenses and other liabilities	(239)	(1,030)
Operating lease liabilities	(70)	(104)
Net cash used in operating activities	(4,624)	(4,510)
Cash flows from investing activities		
Purchase of property and equipment	(32)	(43)
Proceeds from sale of property and equipment	1	171
Proceeds from sale of assets as held for sale	335	53
Investment in short-term interest-bearing bank deposits	(9,544)	(8,483)
Release of short-term interest-bearing bank deposits	12,413	13,400
Net cash provided by investing activities	3,173	5,098
Cash flows from financing activities		
Proceeds from issuance of shares net	197	524
Net cash provided by financing activities	197	524
(Decrease) increase in cash and cash equivalents	(1,254)	1,112
Cash and cash equivalents - beginning of period	3,731	1,226
Cash and cash equivalents - end of period	$ 2,477	$ 2,338
Supplemental disclosures of cash flow information:		
Cash paid for taxes	$ -	$ -
Cash received for interest	$ 366	$ 514

The accompanying notes are an integral part of the condensed consolidated financial statements.

NOTE 1 – GENERAL INFORMATION

a. General

Enlivex Therapeutics Ltd. (including its consolidated subsidiaries, "we", "us", "our" or the "Company") was originally incorporated on January 22, 2012 under the laws of the State of Israel.

The Company is a clinical stage macrophage reprogramming immunotherapy company, developing Allocetra™, a universal, off-the-shelf cell therapy designed to reprogram macrophages into their homeostatic state. Resetting non-homeostatic macrophages into their homeostatic state is critical for immune system rebalancing and resolution of debilitating and life-threatening conditions. Non-homeostatic macrophages contribute significantly to the severity of certain diseases, which include osteoarthritis, sepsis and others.

Allocetra™ is based on the discoveries of Professor Dror Mevorach, an expert on immune activity, macrophage activation and clearance of dying (apoptotic) cells, in his laboratory in the Hadassah University Hospital located in the State of Israel.

The Company's ordinary shares, par value of NIS 0.40 per share ("Ordinary Shares"), are traded under the symbol "ENLV" on both the Nasdaq Capital Market and the Tel Aviv Stock Exchange.

b. Financial Resources

The Company devotes substantially all of its efforts toward research and development activities and raising capital to support such activities. The Company's activities are subject to significant risks and uncertainties, including failing to secure additional funding before the Company achieves sustainable revenues and profit from operations.

Research and development activities have required significant capital investment since the Company's inception. The Company expects that its operations will require additional cash investment to pursue the Company's research and development activities, including preclinical studies, formulation development, clinical trials and related drug manufacturing. Since its inception, the Company has not generated any revenues or product sales and has not achieved profitable operations or positive cash flow from operations. The Company has incurred net losses since its inception and, as of March 31, 2025, had an accumulated deficit of $130,559 thousand.

The Company expects to continue to incur losses for at least the next several years, and the Company will need to raise additional debt or equity financing or enter into partnerships to fund its development. If the Company is not able to achieve its funding requirements, it may be required to reduce discretionary spending, may not be able to continue the development of its product candidates and may be required to delay its development programs, which could have a material adverse effect on the Company's ability to achieve its intended business objectives. There can be no assurances that additional financing will be secured or, if secured, will be on favorable terms. The ability of the Company to transition to profitability in the longer term is dependent on developing products and product revenues to support its expenses.

The Company's management and board of directors (the "Board") are of the opinion that the Company's current financial resources will be sufficient to continue the development of the Company's product candidates for at least twelve months from the filing of these financial statements on Form 6-K. The Company may determine, however, to raise additional capital during such period as the Board deems prudent. The Company's management plans to finance its operations with issuances of the Company's equity securities and, in the longer term, revenues. There are no assurances, however, that the Company will be successful in obtaining the financing necessary for its long-term development. The Company's ability to continue to operate in the long term is dependent upon additional financial support.

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

These unaudited condensed consolidated financial statements include the accounts of the Company and have been prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP") for interim financial information. Accordingly, certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. GAAP have been condensed or omitted. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been made.

These unaudited condensed consolidated financial statements should be read in conjunction with the Company's audited annual financial statements and notes thereto included in the Company's 2024 Annual Report on Form 20-F, as filed with the U.S. Securities and Exchange Commission on April 30, 2025. The results of operations for the interim periods presented herein are not necessarily indicative of the operating results for any future period. The December 31, 2024 financial information has been derived from the Company's audited financial statements.

Use of Estimates

The preparation of interim financial statements in conformity with U.S. GAAP requires management to make certain estimates, judgments and assumptions that affect the reported amounts in the consolidated balance sheets and statements of operations, it also requires that management exercise its judgment in applying the Company's accounting policies. On an ongoing basis, management evaluates its estimates, including estimates related to its stock-based compensation expense and implicit interest rates on new lease liabilities. Significant estimates in these interim financial statements include estimates made for accrued research and development expenses and stock-based compensation expenses.

Functional Currency and Translation to The Reporting Currency

The functional currency of the Company is the U.S. dollar because the U.S. dollar is the currency of the primary economic environment in which the Company operates and expects to continue to operate for the foreseeable future.

Balances related to non-monetary assets and liabilities are based on translated amounts as of the date of the change, and non-monetary assets acquired and liabilities assumed were translated at the approximate exchange rate prevailing at the date of the transaction. Transactions included in the statement of income were translated at the approximate exchange rate in effect at the time of the applicable transaction.

1 U.S. dollar = 3.718 NIS and 3.647 NIS as of March 31, 2025 and December 31, 2024, respectively. The U.S. dollar increased against the NIS 1.95% and 1.49% in the three months ended March 31, 2025 and 2024, respectively.

Recently Adopted Accounting Standards

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which is intended to provide enhancements to annual income tax disclosures. The standard will require more detailed information in the rate reconciliation table and for income taxes paid, among other enhancements. The standard is effective for years beginning after December 15, 2024, early adoption is permitted. The Company is currently evaluating the effect of adopting this guidance on its annual consolidated financial statements.

In March 2024, the FASB issued ASU 2024-01, Compensation – Stock Compensation (Topic 718) – Scope application of profit interest and similar awards, which clarifies how an entity determines whether a profits interest or similar award is within the scope of Topic 718 or if it is not a share-based payment arrangement and therefore within the scope of other guidance. ASU 2024-01 is effective for annual periods beginning after December 15, 2024, and interim periods within those annual periods. The adoption of this guidance did not have a significant impact on our financial statements, and the Company does not expect this guidance to have a material impact prospectively.

Recently Issued Accounting Pronouncements Not Yet Adopted

In November 2024, the FASB issued ASU No. 2024-03, Income Statement-Reporting Comprehensive Income-Expense Disaggregation Disclosures (Subtopic 220-40) ("ASU No. 2024-03"), which requires disaggregated disclosure of income statement expenses for public business entities. The ASU does not change the expense captions an entity presents on the face of the income statement; rather, it requires disaggregation of certain expense captions into specified categories in disclosures within the footnotes to the financial statements. For public business entities, it is effective for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027, with early adoption permitted.

The amendments in this ASU should be applied prospectively, however, public business entities are permitted to apply the amendments in the ASU retrospectively, The Company is currently evaluating the impact of the adoption of this standard on its consolidated financial statements.

Significant Accounting Policies

There have been no material changes to the significant accounting policies previously disclosed in the Company's Annual Report on Form 20-F for the year ended December 31, 2024.

NOTE 3 – CASH, CASH EQUIVALENTS AND RESTRICTED CASH

(in thousands)	March 31, 2025	December 31, 2024
Cash held in banks	$ 1,294	$ 2,257
Bank deposits in EUR with original maturities of three months or less (average annual interest rates 3.16% and 3.16%)	759	1,044
Total cash and cash equivalents	2,053	3,301
Restricted cash – current – Prepaid expenses and other receivables	113	113
Restricted cash – noncurrent – Other assets	311	317
Total cash, cash equivalents and restricted cash shown in the statement of cash flows	$ 2,477	$ 3,731

NOTE 4 – SHORT TERM DEPOSITS

(in thousands)	March 31, 2025	December 31, 2024
Bank deposits in U.S.$ (average annual interest rates 5.534% and 5.863%)	$ 9,262	$ 9,259
Bank deposits in NIS (average annual interest ratess 4.462% and 4.410%)	9,236	10,936
Total short-term deposits	$ 18,498	$ 20,195

NOTE 5 – PREPAID EXPENSES AND OTHER RECEIVABLES

(in thousands)	March 31, 2025	December 31, 2024
Prepaid expenses	$ 746	$ 884
Tax authorities	98	68
Receivables on account of assets sold	1,133	1,234
Others	113	113
	$ 2,090	$ 2,299

NOTE 6 – PROPERTY AND EQUIPMENT

Property and equipment, net consists of the following:

(in thousands)	March 31, 2025	December 31, 2024
Cost:		
Laboratory equipment	$ 2,077	$ 2,094
Computers	494	462
Office furniture & equipment	124	124
Leasehold improvements	947	947
Total cost	3,642	3,627
Accumulated depreciation:		
Laboratory equipment	1,985	1,969
Computers	348	328
Office furniture & equipment	42	40
Leasehold improvements	699	665
Total accumulated depreciation	3,074	3,002
Depreciated cost	$ 568	$ 625

Depreciation expenses for the three months ended March 31, 2025 and 2024 were $90 and $188 thousand, respectively.

NOTE 7 – OTHER ASSETS

(in thousands)	March 31, 2025	December 31, 2024
Restricted cash	$ 311	$ 317
Receivables on account of assets sold	-	206
Long Term Deposit	8	8
Long-term prepaid expenses	-	10
Right-of-Use assets, net	501	528
	$ 820	$ 1,069

NOTE 8 – ACCRUED EXPENSES AND OTHER LIABILITIES

(in thousands)	March 31, 2025	December 31, 2024
Vacation, convalescence and bonus accruals	$ 1,410	$ 1,407
Employees and payroll related	282	279
Short term operating lease liabilities	239	235
Accrued expenses and other	680	925
	$ 2,611	$ 2,846

NOTE 9 – LEASES

The Company is a party to operating leases for its corporate offices, laboratory space, plant space and vehicles.

(in thousands)	Three months ended March 31, 2025	2024
The components of lease expense were as follows:		
Operating leases expenses	$ 77	$ 112
Supplemental consolidated cash flow information related to operating leases follows:		
Cash used in operating activities	$ 81	$ 108
Non-cash activity:		
Right of use assets obtained in exchange for new operating lease liabilities	$ 43	$ -

(in thousands)	March 31, 2025	December 31, 2024
Supplemental information related to operating leases, including location of amounts reported in the accompanying consolidated balance sheets, follows:		
Other assets - Right-of-Use assets	$ 1,216	$ 1,176
Accumulated amortization	715	648
Operating lease Right-of-Use assets, net	$ 501	$ 528
Lease liabilities – current - Accounts payable and accrued liabilities	$ 239	$ 235
Lease liabilities – noncurrent	264	299
Total operating lease liabilities	$ 503	$ 534
Weighted average remaining lease term in years	2.6	2.85
Weighted average annual discount rate	8.5%	8.5%

Maturities of operating lease liabilities as of March 31, 2025, were as follows:

2025 (after March 31)	208
2026	139
2027	133
2028	90
Total undiscounted lease liability	570
Less: Imputed interest	(67)
Present value of lease liabilities	$ 503

NOTE 10 – COMMITMENTS AND CONTINGENT LIABILITIES

The Company is required to pay royalties to the State of Israel (represented by the Israeli Innovation Authority (the "IIA")), computed on the basis of proceeds from the sale or license of products for which development was supported by IIA grants. These royalties are generally 3% - 5% of sales until repayment of 100% of the grants (linked to the dollar) received by the Company plus annual interest at a SOFR-based rate.

The gross amount of grants received by the Company from the IIA, including accrued interest, as of March 31, 2025 was approximately $9.86 million. As of March 31, 2025, the Company had not paid any royalties to the IIA.

NOTE 11 – EQUITY

a) All Company warrants are classified as a component of shareholders' equity because such warrants are free standing financial instruments that are legally detachable, separately exercisable, do not embody an obligation for the Company to repurchase its own shares, permit the holders to receive a fixed number of Ordinary Shares upon exercise, require physical settlement and do not provide any guarantee of value or return.

	Number of Warrants	Weighted average exercise price
Outstanding January 1, 2025	7,645,109	$ 2.01
Forfeited and expired	(22,750)	$ 10.00
Outstanding and exercisable March 31, 2025	7,622,359	$ 1.98

Set forth below is data regarding the range of exercise prices and remaining contractual life (in years) for warrants outstanding at March 31, 2025:

Number of Warrants	Exercise Price Per Share	Issuance date	Expiration date
160,727	$ 25.00	February 12, 2021	February 9, 2026
18,774	$ 25.00	February 17, 2021	February 9, 2026
3,571,429	$ 1.40	May 29, 2024	December 1, 2025(i)
3,571,429	$ 1.40	May 29, 2024	November 29, 2029 (ii)
125,000	$ 1.75	May 29, 2024	December 1, 2025(i)
125,000	$ 1.75	May 29, 2024	May 27, 2029 (iii)
25,000	$ 3.25	November 26, 2024	February 2, 2027
25,000	$ 4.25	November 26, 2024	February 2, 2027
7,622,359			

(i) The earlier of (a) December 1, 2025 and (b) the 60th day following the Company's public announcement of positive topline trial results of Allocetra™ for the treatment of moderate-to-severe knee osteoarthritis.

(ii) The earlier of (a) November 29, 2029 and (b) the 60th day following the Company's public announcement of its filing with the U.S. Food and Drug Administration for approval for Allocetra™'s osteoarthritis related indication (the "Series B Milestone Event").

(iii) The earlier of (a) May 27, 2029 and (b) 60 days following the Series B Milestone Event.

b) During the three months ended March 31, 2025 and 2024 the Company issued 164,656 and 178,931 Ordinary Shares under its ATM agreement, dated December 30, 2022, with Cantor Fitzgerald & Co. and JMP Securities LLC (the "ATM Agreement"), for gross consideration of $203 and $540, net of $6 and $16 of issuance expenses, respectively.

NOTE 12 – SHARE-BASED COMPENSATION

a) As of March 31, 2025, 6,900,704 Ordinary Shares were authorized for issuance to employees, directors and consultants under the 2019 Equity Incentive Plan, of which 2,164,206 shares were available for future grant.

b) The following tables contains information concerning options granted under the existing equity incentive plans:

	Three months ended March 31,			
	2025		2024	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Outstanding at beginning of period	2,898,015	$ 5.37	2,842,496	$ 5.63
Granted	-	$ -	250,000	$ 3.21
Forfeited and expired	(21,709)	$ 4.22	(84,872)	$ 5.76
Exercised	-	$ -	-	$ -
Outstanding at end of period	2,876,306	$ 5.38	3,007,624	$ 5.41
Exercisable at end of period	2,396,155	$ 5.56	2,235,323	$ 5.54

	Three months ended March 31,			
	2025		2024	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Non-vested at beginning of period	582,967	$ 4.38	596,503	$ 5.53
Granted	-	$ -	250,000	$ 3.21
Vested	(89,625)	$ 4.07	(63,639)	$ 6.75
Forfeited	(13,191)	$ 3.73	(10,563)	$ 6.69
Non-vested at the end of period	480,151	$ 4.45	772,301	$ 4.67

During the three months ended March 31, 2025 and 2024, the Company recognized $111 thousand and $223 thousand, respectively, of share-based compensation expenses related to stock options.

As of March 31, 2025, the total unrecognized estimated compensation cost related to outstanding non-vested stock options was $491 thousand, which is expected to be recognized over a weighted average period of 1.33 years.

c) Set forth below is data regarding the range of exercise prices and remaining contractual life for all options outstanding at March 31, 2025:

Exercise price	Number of options outstanding	Remaining contractual Life (in years)	Intrinsic Value of Options Outstanding	No. of options exercisable
			(in thousands)	
$ 1.42	15,000	9.25	$ -	-
$ 2.69	90,304	1.93	-	90,304
$ 2.69	557,737	8.76	-	557,737
$ 3.21	214,000	8.88	-	53,500
$ 3.53	53,192	8.59	-	13,298
$ 3.66	250,000	5.09	-	250,000
$ 4.68	29,000	5.00	-	29,000
$ 5.34	147,250	7.00	-	111,125
$ 5.34	440,719	7.63	-	287,087
$ 5.97	150,000	7.63	-	75,000
$ 6.22	147,536	1.22	-	147,536
$ 6.22	331,627	8.76	-	331,627
$ 8.19	150,000	8.76	-	150,000
$ 9.02	40,500	5.62	-	40,500
$ 10.12	2,421	3.62	-	2,421
$ 10.12	6,050	8.76	-	6,050
$ 12.23	250,000	6.16	-	250,000
$ 21.40	970	8.76	-	970
	2,876,306		$ -	2,396,155

d) The following table contains information concerning restricted stock units granted under the 2019 Equity Incentive Plan:

	Three months ended March 31,			
	2025		2024	
	Number of shares	Weighted average grant date fair value	Number of shares	Weighted average grant date fair value
Nonvested at beginning of period	1,234,572	$ 1.77	621,135	$ 3.14
Forfeited	(20,991)	$ 1.98	(9,069)	$ 3.48
Granted	-	$ -	-	$ -
Vested	(39,231)	$ 9.70	(40,606)	$ 9.86
Nonvested at end of period	1,174,350	$ 1.50	571,460	$ 2.65

The Company estimates the fair value of restricted stock units based on the closing sales price of the Ordinary Shares on the date of grant (or the closing bid price, if no sales were reported). For the three months ended March 31, 2025 and 2024, the Company recognized $182 thousand and $160 thousand, respectively, of share-based compensation expense related to restricted stock units. Total share-based compensation expense related to restricted stock units not yet recognized as of March 31, 2025 was $1,075 thousand, which is expected to be recognized over a weighted average period of 1.78 years.

e) The following table summarizes share-based compensation expenses included in the statements of operations related to grants under the 2019 Equity Incentive Plan:

	Three months ended March 31,	
(in thousands)	2025	2024
Research & development	$ 135	$ 124
General & administrative	158	259
Total	$ 293	$ 383

NOTE 13 – FAIR VALUE MEASUREMENT

The Company's financial assets and liabilities measured at fair value on a recurring basis consisted of the following types of instruments as of March 31, 2024 and December 31, 2023:

	March 31, 2025			
(in thousands)	Total	Level 1	Level 2	Level 3
Cash and cash equivalents	$ 2,053	$ 2,053	$ -	$ -
Short term deposits	18,498	18,498	-	-
Restricted cash	424	424	-	-
Total financial assets	$ 20,975	$ 20,975	$ -	$ -

	December 31, 2024			
(in thousands)	Total	Level 1	Level 2	Level 3
Cash and cash equivalents	$ 3,301	$ 3,301	$ -	$ -
Short term deposits	20,195	20,195	-	-
Restricted cash	430	430	-	-
Total financial assets	$ 23,926	$ 23,926	$ -	$ -

NOTE 14 – EVENTS SUBSEQUENT TO THE BALANCE SHEET DATE

The Company evaluated all events and transactions that occurred subsequent to the balance sheet date and prior to the date on which these unaudited condensed consolidated financial statements were issued and determined that the following subsequent event necessitated disclosure:

On May 2, 2025, the Company filed a registration statement on Form F-3 (File No. 333-286956) in accordance with Rule 415(a)(6) under the U.S. Securities Act of 1933, as amended (the "Act"), to replace the Company's previously effective Registration Statement on Form F-3 (File No. 333-264561), which expired on May 5, 2025 pursuant to Rule 415(a)(5) promulgated under such Act.

OPERATING AND FINANCIAL REVIEW AND PROSPECTS

This Operating and Financial Review and Prospects contains forward-looking statements, which may be identified by words such as "expects," "plans," "projects," "will," "may," "anticipates," "believes," "should," "would", "could", "intends," "estimates," "suggests," "has the potential to" and other words and phrases of similar meaning, including, without limitation, statements regarding expected cash balances, market opportunities for the results of current clinical studies and preclinical experiments, and the effectiveness of, and market opportunities for, ALLOCETRA™ programs, all of which statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Investors are cautioned that forward-looking statements involve risks and uncertainties that may affect Enlivex's business and prospects, including the risks that Enlivex may not succeed in generating any revenues or developing any commercial products; that the products in development may fail, may not achieve the expected results or effectiveness and/or may not generate data that would support the approval or marketing of these products for the indications being studied or for other indications; that ongoing studies may not continue to show substantial or any activity; and other risks and uncertainties that may cause results to differ materially from those set forth in the forward-looking statements. The results of clinical trials in humans may produce results that differ significantly from the results of clinical and other trials in animals. The results of early-stage trials may differ significantly from the results of more developed, later-stage trials. The development of any products using the ALLOCETRA™ product line could also be affected by a number of other factors, including unexpected safety, efficacy or manufacturing issues, additional time requirements for data analyses and decision making, the impact of pharmaceutical industry regulation, the impact of competitive products and pricing and the impact of patents and other proprietary rights held by competitors and other third parties. In addition to the risk factors described above, investors should consider the economic, competitive, governmental, technological and other factors discussed in Enlivex's filings with the Securities and Exchange Commission, including in its Annual Report on Form 20-F for the year ended December 31, 2024. The forward-looking statements contained in this Operating and Financial Review and Prospects speak only as of the date the statements were made, and we do not undertake any obligation to update forward-looking statements, except as required under applicable law.

Overview

Enlivex Therapeutics, Ltd., a company organized under the laws of the State of Israel (including its consolidated subsidiaries, "we", "us", "our" or the "Company"), is a clinical-stage macrophage reprogramming immunotherapy company, developing Allocetra™, a universal, off-the-shelf cell therapy designed to reprogram macrophages into their homeostatic state. Resetting non-homeostatic macrophages into their homeostatic state is critical for immune system rebalancing and resolution of debilitating and life-threatening conditions. Non-homeostatic macrophages contribute significantly to the severity of the respective disease. By restoring macrophage homeostasis, Allocetra™ has the potential to provide a novel immunotherapeutic mechanism of action for debilitating and life-threatening clinical indications that are defined as "unmet medical needs," as a stand-alone therapy or in combination with leading therapeutic agents.

We believe the Company's primary innovative immunotherapy, Allocetra™, represents a paradigm shift in macrophage reprogramming, moving from targeting a specific subset of macrophages or a specific pathway affecting macrophage activity, to a fundamental view of macrophage homeostasis. Restoring macrophage homeostasis may induce the immune system to rebalance itself to normal levels of operation, thereby promoting disease resolution.

The Company is focused on osteoarthritis as its main inflammatory indication. Osteoarthritis is a degenerative joint disease, characterized by low-grade inflammation, that affects more than 32.5 million adults in the United States. Treatment of osteoarthritis represents a substantial unmet medical need, particularly non-invasive treatments, as current therapeutic options are largely limited to pain management, lifestyle modifications, and, ultimately, joint replacement surgery. The Company believes that negatively reprogrammed macrophages may be key contributors to disease severity in osteoarthritis and that the effective reprogramming of these negatively reprogrammed macrophages into their respective homeostatic states may facilitate disease resolution.

During 2024, the Company also continued the development of its sepsis clinical program and announced the 28-day topline data from the Phase II trial evaluating Allocetra™ in patients with sepsis. In light of market conditions, the Company's limited cash availability and the substantial budget required for advancing to a follow-up clinical trial in patients with sepsis, the Company plans to seek potential external collaboration or out-licensing opportunities for the continued clinical development of Allocetra™ for use in patients with sepsis, instead of pursuing internal development.

Financial Overview

Since inception, we have incurred significant losses in connection with our research and development and have not generated any revenue. We have funded our operations primarily through grants from the Israeli Innovation Authority (the "IIA") and the sale of equity and equity linked securities in public and private offerings. As of March 31, 2025, we had approximately $20.6 million in cash and cash equivalents and short-term bank deposits and had an accumulated deficit of approximately $130.6 million, see "—Liquidity and Capital Resources" below.

As a result of the Company's reprioritization of its clinical indications and focus on the inflammatory and auto-immune verticals, the Company reduced its workforce by approximately 50% over the course of the third quarter of 2023 and the first half of 2024. Additionally, the Company reclassified the oncology indications as candidates for external collaborations or out-licensing opportunities in lieu of internal development. Given the foregoing, based on our current operating plan, we anticipate that our existing resources will be sufficient to maintain our currently planned operations through the end of 2026, including the timeline for the topline data readouts and the 12-month follow-up of the moderate to severe knee osteoarthritis Phase I/II trial, as well as the randomized, controlled Phase I/II clinical trial in basal thumb osteoarthritis.

We expect that we will continue to incur operating losses, which may be substantial over the next several years, and we may need to obtain additional funds to further develop our research and development programs.

Recent Developments In Israel

On October 7, 2023, the State of Israel was attacked and is currently in a state of war. As of the date of this filing, we believe that there is no immediate risk to our business facilities, employees or operations. However, we cannot currently predict the intensity or duration of the war, nor can we predict how it will ultimately affect our business and operations or Israel's economy in general.

Costs and Operating Expenses

Our current costs and operating expenses consist of two components: (i) research and development expenses; and (ii) general and administrative expenses.

Research and Development Expenses

Our research and development expenses consist primarily of research and development activities at our laboratory in Israel, including drug and laboratory supplies and costs for facilities and equipment, outsourced development expenses, including the costs of regulatory consultants and certain other service providers, salaries and related personnel expenses (including share-based compensation) and fees paid to external service providers and the costs of preclinical studies and clinical trials. We charge all research and development expenses to operations as they are incurred. We expect our research and development expenses to remain our primary expenses for the foreseeable future as we continue to develop Allocetra™. Increases or decreases in research and development expenditures are attributable to the number and duration of our preclinical and clinical studies.

Grants received from the IIA are recognized when the grant becomes receivable, provided there is reasonable assurance that (i) we will comply with the conditions attached to the grant and (ii) the grant will be received. Research and development expenses, net, is reduced to the extent we receive IIA grants.

We expect that a large percentage of our research and development expenses in the future will be incurred in support of our current and future preclinical and clinical development projects. Due to the inherently unpredictable nature of preclinical and clinical development processes, we are unable to estimate with any certainty the costs we will incur for the continued development of our product candidates in our pipeline for potential commercialization. Furthermore, although we expect to apply for additional IIA grants, we cannot be certain that we will obtain such grants. Clinical development timelines, the probability of success and development costs can differ materially from expectations. We expect to continue to test our product candidates in preclinical studies for toxicology, safety and efficacy and to conduct additional clinical trials for our product candidates.

While we are currently focused on advancing our product development, our future research and development expenses will depend on the clinical success of our product candidates, as well as ongoing assessments of each candidate's commercial potential. As we obtain results from clinical trials, we may elect to discontinue or delay clinical trials for our product candidates in certain indications in order to focus our resources on more promising indications for any such product candidate, which is illustrated by some of the steps we have taken in respect of our reprioritization plan described in Item 4 of our Annual Report on Form 20-F for the year ended December 31, 2024 as filed with the U.S. Securities and Exchange Commission ("SEC") on April 30, 2025 (the "2024 Annual Report on Form 20-F"). Completion of clinical trials may take several years or more, but the length of time generally varies according to the type, complexity, novelty and intended use of a product candidate.

We expect our research and development expenses to increase in the future as we continue the advancement of our clinical product development for our current indication and as we potentially pursue additional indications. The lengthy process of completing clinical trials and seeking regulatory approval for our product candidates requires the expenditure of substantial resources. Any failure or delay in completing clinical trials, or in obtaining regulatory approvals, could cause a delay in generating product revenue and cause our research and development expenses to increase and, in turn, have a material adverse effect on our financial condition and results of operation.

General and Administrative Expenses

General and administrative expenses consist primarily of compensation and related benefits (including share-based compensation) for employees in executive and operational roles, including accounting, finance, investor relations, information technology and human resources. Our other significant general and administrative expenses include facilities costs, professional fees for outside accounting and legal services, including legal work in connection with patent applications, travel costs and insurance premiums. We expect that our general and administrative expenses will decrease in 2025 relative to 2024.

Finance Income (Expenses), Net

Finance income (expenses), net consists of interest earned on our cash and cash equivalents and bank deposits, exchange rate differences, gains and losses resulting from our investments in marketable securities, and bank fees and other expenses.

Critical Accounting Policies and Estimates

The preparation of financial statements in accordance with U.S. generally accepted accounting principles ("GAAP") requires management to make estimates and assumptions that affect the amounts reported in our financial statements and accompanying notes. Management bases its estimates on historical experience, market and other conditions, and various other assumptions it believes to be reasonable. Although these estimates are based on management's best knowledge of current events and actions that may impact us in the future, the estimation process is, by its nature, uncertain given that estimates depend on events over which we may not have control. If market and other conditions change from those that we anticipate, our financial statements may be materially affected. In addition, if our assumptions change, we may need to revise our estimates, or take other corrective actions, any of which may also have a material effect on our financial statements. We review our estimates, judgments, and assumptions used in our accounting practices periodically and reflect the effects of revisions in the period for which they are deemed to be necessary. We believe that these estimates are reasonable; however, our actual results may differ from these estimates.

We believe the following accounting policies to be the most critical to the judgments and estimates used in the preparation of our financial statements. For additional detail regarding our significant accounting policies, please see the notes to our audited consolidated financial statements contained in our 2024 Annual Report on Form 20-F.

Share-Based Compensation

We have issued restricted stock units and options to purchase our ordinary shares. Share-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as an expense over the requisite service/vesting period. Determining the appropriate fair value model and calculating the fair value of share-based payment awards require the use of highly subjective assumptions, including the expected life of the share-based payment awards and share price volatility.

We estimate the grant date fair value of share options and the related compensation expense, using the Black-Scholes option valuation model. This option valuation model requires the input of subjective assumptions including: (1) expected life (estimated period of time outstanding) of the options granted, (2) volatility, (3) risk-free rate and (4) dividends. In general, the assumptions used in calculating the fair value of share-based payment awards represent management's best estimates, but the estimates involve inherent uncertainties and the application of management judgment.

Accrued clinical trial expenses

We record costs for clinical trial activities based upon estimates of costs incurred through the balance sheet date that have yet to be invoiced by our contract research organizations and other vendors.

Information necessary to estimate the accruals for the services that have been received during the reporting period is accumulated from multiple sources, including our personnel who oversee the clinical trial activities, information from service providers and terms and conditions included in the contracts with the service providers. In addition, in certain circumstances, the determination of the nature and level of services that have been received during the reporting period requires judgment because the historical timing and pattern of vendor invoicing does not correspond to the level of services provided, and there may be delays in invoicing from clinical study sites and other vendors.

Results of Operations

Three-Months Ended March 31, 2025 Compared to Three-Months Ended March 31, 2024

The table below provides our results of operations for the three months ended March 31, 2025 and March 31, 2024:

	Three Months Ended March 31	
	2025	**2024**
	(In thousands, except per share data) (unaudited)	
Research and development expenses	$ 2,550	$ 2,857
General and administrative expenses	954	1,093
Loss on disposal group of assets held for sale	29	201
Operating loss	(3,533)	(4,151)
Finance income, net	81	11
Operating loss post other expenses, net	(3,452)	(4,140)
Taxes on income	-	-
Net loss	(3,452)	(4,140)
Basic loss per share	$ (0.15)	$ (0.22)
Diluted loss per share	$ (0.15)	$ (0.22)

Research and Development Expenses

For the three months ended March 31, 2025 and 2024, we incurred research and development expenses in the aggregate of $2,550,000 and $2,857,000, respectively. The decrease of $307,000, or 11%, in research and development expenses for the three months ended March 31, 2025 as compared to the first quarter of 2024 was primarily due to a $201,000 decrease in expenses for clinical studies, due to changes in our development programs, and purchase of materials, due to a decrease in the number of Allocetra™ doses that were manufactured, and a $98,000 decrease in depreciation expense.

General and Administrative Expenses

For the three months ended March 31, 2025 and 2024, we incurred general and administrative expenses in the aggregate of $954,000 and $1,093,000 respectively. The decrease of $139,000, or 13%, in general and administrative expenses for the first quarter of 2025 as compared to the comparable 2024 period was primarily due to a $101,000 decrease in expense with respect to equity awards granted to directors, officers and employees and a $83,000 decrease in lease and overhead expenses, which was partially offset by a $48,000 increase in professional services expenses.

Loss on disposal group of assets held for sale

In 2024, the Company decided to sell the lease rights under the lease agreement for certain of its leased office property in Ness Ziona, Israel, which was entered into in July 2021, along with the leasehold improvements installed in the property and certain laboratory equipment. As of December 31, 2024, the Company had identified a potential purchaser and negotiated a potential transaction for the sale of these assets, which transaction was completed on January 29, 2025. Therefore, the right of use of such leased space, the lease liability relating to the leased space and the leasehold improvements installed in the leased space were classified as assets held for sale and liability held for sale (as applicable) as of December 31, 2024. For the first quarter of 2025, we recorded a loss of $29,000 on the group of assets held for sale related to the Ness Ziona facility, as compared to a loss of $201,000 recorded in the first quarter of 2024 related to the disposition of our plant facility in Yavne.

Operating Loss

Our operating loss was $3,533,000 for the three months ended March 31, 2025, as compared to our operating loss of $4,151,000 for the three months ended March 31, 2024, representing a decrease of $618,000, or 15%. The decrease was primarily due a reduction in research and development expenses, including a decrease in clinical trial expenses due to changes in our clinical programs and a decrease in lease and overhead expenses.

Finance Income, net

Finance income, net consists of the following:

- Interest earned on our cash and cash equivalents and bank deposits; and
- Expenses or income resulting from fluctuations of the NIS and Euro, in which a portion of our assets and liabilities are denominated, against the U.S. dollar.

For the three months ended March 31, 2025 and 2024, we recorded finance income, net of $81,000 and $11,000, respectively. The increase of $70,000, or 636%, in finance income, net for the three months ended March 31, 2025, as compared to the three months ended March 31, 2024 was primarily due to $234,000 of interest income on cash equivalents and bank deposits in the first quarter of 2025, offset by a loss of $153,000 resulting from foreign exchange currency fluctuations, as compared to $274,000 of interest income on cash equivalents and bank deposits in the first quarter of 2024, offset by a loss of $260,000 in the first quarter of 2024 resulting from foreign exchange currency fluctuations.

Net Loss

For the three months ended March 31, 2025, our net loss was $3,452,000, as compared to our net loss of $4,140,000 for the comparable prior year period, representing a decrease of $688,000, or 17%. This decrease in net loss was primarily due to a decrease in operating loss and an increase in finance income, net.

Cash Flows

Three Months Ended March 31, 2025 Compared to Three Months Ended March 31, 2024

For the three months ended March 31, 2025 and 2024, net cash used in operations was $4,624,000 and $4,510,000, respectively. Operating cash flows during the three months ended March 31, 2025 reflect our net loss of $3,452,000, adjustments of $702,000 for net income not involving cash flows due to finance income on deposits, depreciation and amortization, and stock-based compensation, and a net cash outflow of $470,000 due to changes in our operating assets and liabilities. Operating cash flows during the three months ended March 31, 2024 reflect our net loss of $4,140,000, adjustments of $592,000 for net expenses not involving cash flows due to depreciation, amortization, capital losses and stock-based compensation, and a net cash outflow of $962,000 due to changes in our operating assets and liabilities.

For the three months ended March 31, 2025 and 2024, net cash provided by investing activities was $3,173,000 and $5,098,000, respectively. The decrease in net cash provided by investing activities for the first quarter of 2025 as compared to the first quarter of 2024 was primarily due to the net release of investment in short-term interest-bearing bank deposits amounting to $2,869,000 in 2025, as compared to $4,917,000 in 2024,

For the three months ended March 31, 2025 and 2024, net cash provided by financing activities was $197,000 and $524,000, respectively. This decrease in cash provided by financing activities for the first quarter of 2025 as compared to first quarter of 2024 resulted primarily from net proceeds of $197,000 from our issuance of ordinary shares under the ATM Agreement (as defined below) as compared to net proceeds of $514,000 from our issuance of ordinary shares under the ATM Agreement in the comparable prior year period.

Liquidity and Capital Resources

We have incurred substantial losses since our inception. As of March 31, 2025, we had an accumulated deficit of approximately $130.6 million and working capital (current assets less current liabilities) of approximately $19.5 million. We expect to incur losses from operations for the foreseeable future.

Developing product candidates, conducting clinical trials and commercializing products are expensive, and we will need to raise substantial additional funds to achieve our strategic objectives. We believe that our existing cash resources will be sufficient to fund our projected cash requirements approximately through the end of 2026. Nevertheless, we will require significant additional financing in the future to fund our operations, including if and when we progress into additional clinical trials, obtain regulatory approval for any of our product candidates and commercialize the same. We believe that we will need to raise significant additional funds before we have any cash flow from operations, if at all. Our future capital requirements will depend on many factors, including:

- the progress and costs of our preclinical studies, clinical trials and other research and development activities;
- the scope, prioritization and number of our clinical trials and other research and development programs;
- the amount of revenues and contributions we receive under future licensing, development and commercialization arrangements with respect to our product candidates;
- the costs of the development and expansion of our operational infrastructure;
- the costs and timing of obtaining regulatory approval for our product candidates;
- the costs of filing, prosecuting, enforcing and defending patent claims and other intellectual property rights;

- the costs and timing of securing manufacturing arrangements for clinical or commercial production;
- the costs of contracting with third parties to provide sales and marketing capabilities for us;
- the costs of acquiring or undertaking development and commercialization efforts for any future products, product candidates or platforms;
- the receipt of additional government grants;
- the magnitude of our general and administrative expenses; and
- any cost that we may incur under future in- and out-licensing arrangements relating to our product candidates.

Other than under our ATM Agreement, we currently do not have any agreements for future external funding. In the future, we will need to raise additional funds, and we may decide to raise additional funds even before we need such funds if the conditions for raising capital are favorable. Until we can generate significant recurring revenues, we expect to satisfy our future cash needs through debt or equity financings, credit facilities or by out-licensing applications of our product candidates. The sale of equity, including under our ATM Agreement, or convertible debt securities may result in dilution to our existing shareholders. The incurrence of indebtedness would result in increased fixed obligations and could also subject us to covenants that restrict our operations. We cannot be certain that additional funding, whether through grants from the IIA, financings, credit facilities or out-licensing arrangements, will be available to us on acceptable terms, if at all. If sufficient funds are not available, we may be required to delay, reduce the scope of or eliminate research or development plans for, or commercialization efforts with respect to, one or more applications of our product candidates, or obtain funds through arrangements with collaborators or others that may require us to relinquish rights to certain potential products that we might otherwise seek to develop or commercialize independently.

ATM Agreement

On December 30, 2022, we entered into an agreement (the "ATM Agreement") with Cantor Fitzgerald & Co. and JMP Securities LLC (each referred to as an "Agent", and together, the "Agents"), as sales agents, pursuant to which we may elect to sell, but are not obligated to sell, ordinary shares having an aggregate offering price of up to $100,000,000 from time to time through the Agents. Our offer and sale of ordinary shares under the ATM Agreement may be made in transactions deemed to be "at-the-market" offerings as defined in Rule 415 under the Securities Act, including sales made directly on or through the Nasdaq Capital Market, or any other existing trading market in the United States for the ordinary shares, sales made to or through a market maker other than on an exchange or otherwise, directly to an Agent as principal, in negotiated transactions, or in any other method permitted by law, which may include block trades. We have agreed to pay the Agents an aggregate commission of 3.0% of the gross sales price from each sale of ordinary shares under the ATM Agreement. Any sale of ordinary shares under the ATM Agreement will be made pursuant to our effective shelf registration statement on Form F-3, including the prospectus contained therein (File No. 333-286956). During the first quarter of 2025, we received aggregate net proceeds of approximately $197,000 from the sale of 164,656 ordinary shares under the ATM Agreement. Currently, sales by us of securities under our Form F-3, including any sales under the ATM Agreement, are limited to a dollar amount that may not exceed one-third of our unaffiliated public float during any twelve-month period.

Foreign Currency Exchange Risk

Our foreign currency exposures give rise to market risk associated with exchange rate movements of the NIS mainly against the U.S. dollar, and vice versa, because a considerable portion of our expenses are denominated in NIS. Our NIS expenses consist principally of payments made to employees, sub-contractors and consultants for preclinical studies, clinical trials and other research and development activities. We anticipate that a sizable portion of our expenses will continue to be denominated in NIS. Our financial position, results of operations and cash flow are subject to fluctuations due to changes in foreign currency exchange rates. Our results of operations and cash flow are, therefore, subject to fluctuations due to changes in foreign currency exchange rates and may be adversely affected in the future due to changes in foreign exchange rates.