

SC 13G/A 1 kitov_13ga1.htm SC 13G/A

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

SCHEDULE 13G/A
(Amendment No. 1)

Under the Securities Exchange Act of 1934

Kitov Pharma Ltd.

(Name of Issuer)

Ordinary Shares

(Title of Class of Securities)

49803V107

(CUSIP Number)

May 14, 2018

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. **49803V107**

13G/A

Page 2 of 8 Pages

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Rosalind Advisors, Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(see instructions)
(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

ONTARIO, CANADA

5. SOLE VOTING POWER

NUMBER OF SHARES

0

6. SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

541,600 American Depository Shares (ADSs)

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

541,600 ADSs

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

541,600 ADSs

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(see instructions)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.7%¹

12. TYPE OF REPORTING PERSON (see instructions)

CO

¹ This percentage is calculated based on 11,614,223 shares held as American Depository Shares (ADS), each representing twenty (20) of the issuer's Ordinary Shares outstanding as of February 28, 2018 as reported in the Issuer's Form 20-F filed with the SEC on March 5, 2018.

CUSIP No. **49803V107**

13G/A

Page 3 of 8 Pages

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Steven Salamon

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(see instructions)
(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

ONTARIO, CANADA

5. SOLE VOTING POWER

NUMBER OF SHARES
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

0
541,600 ADSs
0
541,600 ADSs

6. SHARED VOTING POWER

7. SOLE DISPOSITIVE POWER

8. SHARED DISPOSITIVE POWER

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

541,600 ADSs
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(see instructions)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.7%²

12. TYPE OF REPORTING PERSON (see instructions)

IN

² This percentage is calculated based on 11,614,223 shares held as American Depository Shares (ADS), each representing twenty (20) of the issuer's Ordinary Shares outstanding as of February 28, 2018 as reported in the Issuer's Form 20-F filed with the SEC on March 5, 2018.

CUSIP No. **49803V107**

13G/A

Page 4 of 8 Pages

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Rosalind Master Fund L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(see instructions)
(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

5. SOLE VOTING POWER

NUMBER OF SHARES
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

0
541,600 ADSs
0

6. SHARED VOTING POWER

7. SOLE DISPOSITIVE POWER

8. SHARED DISPOSITIVE POWER

541,600 ADSs

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

541,600 ADSs

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(see instructions)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.7%³

12. TYPE OF REPORTING PERSON (see instructions)

PN

³ This percentage is calculated based on 11,614,223 shares held as American Depository Shares (ADS), each representing twenty (20) of the issuer's Ordinary Shares outstanding as of February 28, 2018 as reported in the Issuer's Form 20-F filed with the SEC on March 5, 2018.

CUSIP No. **49803V107**

13G/A

Page 5 of 8 Pages

Item 1.

- (a) Name of Issuer: KITOV PHARMA LTD.
- (b) Address of Issuer's Principal Executive Offices
One Azrieli Center, Round Tower,
132 Menachem Begin Road,
Tel Aviv 6701101, Israel

Item 2.

- (a) Name of Person Filing

Rosalind Advisors, Inc. ("Advisor" to RMF)
Rosalind Master Fund L.P. ("RMF")
Steven Salamon ("President")
Steven Salamon is the portfolio manager of the Advisor to RMF.

- (b) Address of the Principal Office or, if none, residence

Rosalind Advisors, Inc.
175 Bloor Street East
Suite 1316, North Tower
Toronto, Ontario
M4W 3R8 Canada

Rosalind Master Fund L.P.
P.O. Box 309
Ugland House, Grand Cayman
KY1-1104, Cayman Islands

Steven Salamon
175 Bloor Street East
Suite 1316, North Tower
Toronto, Ontario
M4W 3R8 Canada

- (c) Citizenship

Rosalind Advisors, Inc.: Ontario, Canada
Rosalind Master Fund L.P.: Cayman Islands
Steven Salamon: Ontario, Canada

- (d) Title of Class of Securities

Ordinary Shares

- (e) CUSIP Number

49803V107

CUSIP No. **49803V107**

13G/A

Page 6 of 8 Pages

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Rosalind Master Fund L.P. is the record owner of 385,000 shares of the issuer's American Depository Shares (ADS's) and 156,600 shares of NASDAQ Listed "Series A" Warrants.

Rosalind Advisors, Inc. is the investment advisor to RMF and may be deemed to be the beneficial owner of shares held by RMF. Steven Salamon is the portfolio manager of the Advisor and may be deemed to be the beneficial owner of shares held by RMF. Notwithstanding the foregoing, the Advisor and Mr. Salamon disclaim beneficial ownership of the shares.

(b) Percent of class:

Rosalind Advisors, Inc. – 4.7%

Rosalind Master Fund L.P. – 4.7%

Steven Salamon – 4.7%

CUSIP No. **49803V107**

13G/A

Page 7 of 8 Pages

(c) Number of shares as to which the person has:

(i) Shared power to vote or to direct the vote

Rosalind Advisors, Inc. – 541,600 ADSs
Rosalind Master Fund L.P. – 541,600 ADSs
Steven Salamon – 541,600 ADSs

(ii) Sole power to dispose or to direct the disposition of – 0

(iii) Shared power to dispose or to direct the disposition of

Rosalind Advisors, Inc. – 541,600 ADSs
Rosalind Master Fund L.P. – 541,600 ADSs
Steven Salamon – 541,600 ADSs

Instruction. For computations regarding securities which represent a right to acquire an underlying security *see* §240.13d-3(d)(1).

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Instruction. Dissolution of a group requires a response to this item.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Item 7 – 9. Not Applicable

CUSIP No. **49803V107**

13G/A

Page 8 of 8 Pages

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

5/16/2018

Date

/s/ Steven Salamon

Signature

Steven Salamon/President Rosalind Advisors, Inc.

Name/Title

EX-99.A 2 ex_a.htm EXHIBIT A

Exhibit A

Joint Filing Agreement

The undersigned hereby agree that this Statement on Schedule 13G/A with respect to the beneficial ownership of shares of Common Stock of KITOV PHARMA LTD. is filed jointly, on behalf of each of them.

Rosalind Advisors, Inc.By: /s/ Steven Salamon

Name: Steven Salamon

Title: President

Rosalind Master Fund L.P.By: /s/ Mike McDonald

Name: Mike McDonald

Title: Director, Rosalind (Cayman) Ltd.

(as General Partner to Rosalind Master Fund)