

**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)

0001614744

Previous Names  None

Kitov
Pharmaceuticals
Holdings Ltd.

  

Mainrom Line
Logistics Ltd.

Entity Type

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

Name of Issuer

Kitov Pharma 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

Kitov Pharma Ltd.

Street Address 1

ONE AZRIELI CENTER

Street Address 2

ROUND BUILDING

City

TEL AVIV

State/Province/Country

ISRAEL

ZIP/PostalCode

6701101

Phone Number of Issuer

97239333121

**3. Related Persons**

Last Name

Israel

First Name

Isaac

Middle Name

Street Address 1

One Azrieli Center

Street Address 2

Round Building

City

Tel Aviv

State/Province/Country

ISRAEL

ZIP/PostalCode

6701101

Relationship:

 Executive Officer Director Promoter

Clarification of Response (if Necessary):

Chief Executive Officer and Director of the Issuer

Last Name

Waymack

First Name

John Paul

Middle Name

Street Address 1

One Azrieli Center

Street Address 2

Round Building

City

Tel Aviv

State/Province/Country

ISRAEL

ZIP/PostalCode

6701101

Relationship:

 Executive Officer Director Promoter

Clarification of Response (if Necessary):

Chief Medical Officer and Chairman of the Board of Directors

Last Name

Rock

First Name

Simcha

Middle Name

Street Address 1

One Azrieli Center

Street Address 2

Round Building

City

Tel Aviv

State/Province/Country

ISRAEL

ZIP/PostalCode

6701101

Relationship:

 Executive Officer Director Promoter

Clarification of Response (if Necessary):

Chief Financial Officer and Director

Last Name <b>Steinberg</b>	First Name <b>Steven</b>	Middle Name
Street Address 1 <b>One Azrieli Center</b>	Street Address 2 <b>Round Building</b>	
City <b>Tel Aviv</b>	State/Province/Country <b>ISRAEL</b>	ZIP/PostalCode <b>6701101</b>
Relationship:	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	

Clarification of Response (if Necessary):

Director

Last Name <b>Agmon</b>	First Name <b>Ido</b>	Middle Name
Street Address 1 <b>One Azrieli Center</b>	Street Address 2 <b>Round Building</b>	
City <b>Tel Aviv</b>	State/Province/Country <b>ISRAEL</b>	ZIP/PostalCode <b>6701101</b>
Relationship:	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	

Clarification of Response (if Necessary):

Director

Last Name <b>Weber</b>	First Name <b>Arye</b>	Middle Name
Street Address 1 <b>One Azrieli Center</b>	Street Address 2 <b>Round Building</b>	
City <b>Tel Aviv</b>	State/Province/Country <b>ISRAEL</b>	ZIP/PostalCode <b>6701101</b>
Relationship:	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	

Clarification of Response (if Necessary):

Director

Last Name <b>Tzror</b>	First Name <b>Ran</b>	Middle Name
Street Address 1 <b>One Azrieli Center</b>	Street Address 2 <b>Round Building</b>	
City <b>Tel Aviv</b>	State/Province/Country <b>ISRAEL</b>	ZIP/PostalCode <b>6701101</b>
Relationship:	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	

Clarification of Response (if Necessary):

Director

Last Name <b>Stern-Raff</b>	First Name <b>Revital</b>	Middle Name
Street Address 1 <b>One Azrieli Center</b>	Street Address 2 <b>Round Building</b>	
City <b>Tel Aviv</b>	State/Province/Country <b>ISRAEL</b>	ZIP/PostalCode <b>6701101</b>
Relationship:	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	

Clarification of Response (if Necessary):

Director

Last Name <b>Ben-Menachem</b>	First Name <b>Gil</b>	Middle Name
Street Address 1 <b>One Azrieli Center</b>	Street Address 2 <b>Round Building</b>	
City <b>Tel Aviv</b>	State/Province/Country <b>ISRAEL</b>	ZIP/PostalCode <b>6701101</b>
Relationship:	<input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	

Clarification of Response (if Necessary):

Vice President of Business Development and Director

Last Name <b>Reuveni</b>	First Name <b>Hadas</b>	Middle Name
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Street Address 1  
One Azrieli Center  
City  
Tel Aviv

Street Address 2  
Round Building  
State/Province/Country  
ISRAEL

ZIP/PostalCode  
6701101

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Founder and Chief Technology Officer of TyrNovo

#### 4. Industry Group

<input type="checkbox"/> Agriculture	<input type="checkbox"/> 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?	<input type="checkbox"/> 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
<input type="checkbox"/> Business Services	<input type="checkbox"/> REITS & Finance	<input type="checkbox"/> Services
Energy	<input type="checkbox"/> Residential	<input type="checkbox"/> Other Travel
<input type="checkbox"/> Coal Mining	<input type="checkbox"/> Other Real Estate	<input type="checkbox"/> Other
<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 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)(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

New Notice  
 Amendment

Date of First Sale 2018-06-05

First Sale Yet to Occur

## 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)

Equity  
 Debt  
 Option, Warrant or Other Right to Acquire Another Security  
 Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security

Pooled Investment Fund Interests  
 Tenant-in-Common Securities  
 Mineral Property Securities  
 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  None

H.C. Wainwright & Co., LLC 375

(Associated) Broker or Dealer  None (Associated) Broker or Dealer CRD Number  None

Street Address 1 Street Address 2

430 PARK AVENUE 3RD FLOOR

City State/Province/Country ZIP/Postal Code  
 NEW YORK NEW YORK 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 \$ 8,150,000 USD or  Indefinite

Total Amount Sold \$ 8,150,000 USD

Total Remaining to be Sold \$ 0 USD or  Indefinite

Clarification of Response (if Necessary):

Represents the aggregate amount received from investors in connection with Issuer's registered offering of ADSs and concurrent private placement of warrants, respectively, which were issued jointly to investors for a single purchase price.

#### 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: 4

#### 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 \$ 655,500 USD  Estimate

Finders' Fees \$ 0 USD  Estimate

Clarification of Response (if Necessary):

Represents 6% commission and 1% management fee of gross proceeds from investors for sale of ADSs in the registered offering and concurrent private placement of warrants. We also paid or reimbursed expenses of \$85,000 and issued an unregistered warrant.

#### 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):

#### 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
Kitov Pharma Ltd.	/s/ Simcha Rock	Simcha Rock	Chief Financial Officer and Director	2018-06-07

*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.

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