

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 ☐ NoneKitov
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 TOWER

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 of the Issuer

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):

Director of the Issuer

Last Name

Steinberg

First Name

Steven

Middle Name

Street Address 1
One Azrieli Center
City
Tel Aviv
Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Street Address 2
Round Building
State/Province/Country
ISRAEL
ZIP/PostalCode
6701101

Clarification of Response (if Necessary):

Independent Director of the Issuer

Last Name
Agmon
Street Address 1
One Azrieli Center
City
Tel Aviv
Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

First Name
Ido
Street Address 2
Round Building
State/Province/Country
ISRAEL
ZIP/PostalCode
6701101

Middle Name

Clarification of Response (if Necessary):

Independent Director of the Issuer

Last Name
Weber
Street Address 1
One Azrieli Center
City
Tel Aviv
Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

First Name
Arye
Street Address 2
Round Building
State/Province/Country
ISRAEL
ZIP/PostalCode
6701101

Middle Name

Clarification of Response (if Necessary):

Independent Director of the Issuer

Last Name
Tzror
Street Address 1
One Azrieli Center
City
Tel Aviv
Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

First Name
Ran
Street Address 2
Round Building
State/Province/Country
ISRAEL
ZIP/PostalCode
6701101

Middle Name

Clarification of Response (if Necessary):

Independent Director of the Issuer

Last Name
Stern-Raff
Street Address 1
One Azrieli Center
City
Tel Aviv
Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

First Name
Revital
Street Address 2
Round Building
State/Province/Country
ISRAEL
ZIP/PostalCode
6701101

Middle Name

Clarification of Response (if Necessary):

Independent Director of the Issuer

Last Name
Ben-Menachem
Street Address 1
One Azrieli Center
City
Tel Aviv
Relationship: ☒ Executive Officer ☒ Director ☐ Promoter

First Name
Gil
Street Address 2
Round Building
State/Province/Country
ISRAEL
ZIP/PostalCode
6701101

Middle Name

Clarification of Response (if Necessary):

Vice President of Business Development and Director of the Issuer

Last Name
Reuveni
Street Address 1
One Azrieli Center
City
Tel Aviv
Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

First Name
Hadas
Street Address 2
Round Building
State/Province/Country
ISRAEL
ZIP/PostalCode
6701101

Middle Name

Clarification of Response (if Necessary):

Founder and Chief Technology Officer of TyrNovo, a subsidiary of the Issuer

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

Clarification of Response (if Necessary):

Deputy CEO and Chief Financial Officer of the Issuer

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 Services
<input type="checkbox"/> Business Services	<input type="checkbox"/> REITS & Finance	<input type="checkbox"/> Other Travel
<input type="checkbox"/> Energy	<input type="checkbox"/> Residential	<input type="checkbox"/> Other
<input type="checkbox"/> Coal Mining	<input type="checkbox"/> Other Real Estate	
<input type="checkbox"/> Electric Utilities		
<input type="checkbox"/> Energy Conservation		
<input type="checkbox"/> Environmental Services		
<input type="checkbox"/> Oil & Gas		
<input type="checkbox"/> Other Energy		

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
<input type="checkbox"/> No Revenues		<input type="checkbox"/> No Aggregate Net Asset Value
<input type="checkbox"/> \$1 - \$1,000,000		<input type="checkbox"/> \$1 - \$5,000,000
<input type="checkbox"/> \$1,000,001 - \$5,000,000		<input type="checkbox"/> \$5,000,001 - \$25,000,000
<input type="checkbox"/> \$5,000,001 - \$25,000,000		<input type="checkbox"/> \$25,000,001 - \$50,000,000
<input type="checkbox"/> \$25,000,001 - \$100,000,000		<input type="checkbox"/> \$50,000,001 - \$100,000,000
<input type="checkbox"/> Over \$100,000,000		<input type="checkbox"/> Over \$100,000,000
<input checked="" type="checkbox"/> Decline to Disclose		<input type="checkbox"/> Decline to Disclose
<input type="checkbox"/> Not Applicable		<input type="checkbox"/> Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

<input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii))	<input checked="" type="checkbox"/> Rule 506(b)
<input type="checkbox"/> Rule 504 (b)(1)(i)	<input type="checkbox"/> Rule 506(c)
<input type="checkbox"/> Rule 504 (b)(1)(ii)	<input type="checkbox"/> Securities Act Section 4(a)(5)
<input type="checkbox"/> Rule 504 (b)(1)(iii)	<input type="checkbox"/> Investment Company Act Section 3(c)
	<input type="checkbox"/> Section 3(c)(1) <input type="checkbox"/> Section 3(c)(9)

- | | |
|--|---|
| <input type="checkbox"/> Section 3(c)(2) | <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Section 3(c)(3) | <input type="checkbox"/> Section 3(c)(11) |
| <input type="checkbox"/> Section 3(c)(4) | <input type="checkbox"/> Section 3(c)(12) |
| <input type="checkbox"/> Section 3(c)(5) | <input type="checkbox"/> Section 3(c)(13) |
| <input type="checkbox"/> Section 3(c)(6) | <input type="checkbox"/> Section 3(c)(14) |
| <input type="checkbox"/> Section 3(c)(7) | |

7. Type of Filing

☒ New Notice Date of First Sale **2019-01-18** ☐ 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 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 <input checked="" type="checkbox"/> None	Recipient CRD Number <input type="checkbox"/> None 375 (Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None
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Street Address 1 430 PARK AVENUE City NEW YORK	State/Province/Country NEW YORK	Street Address 2 3RD FLOOR ZIP/Postal Code 10022
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State(s) of Solicitation ☐ All States ☐ Non-US/Foreign

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

13. Offering and Sales Amounts

Total Offering Amount	\$ 6,000,001	USD	or	<input type="checkbox"/> Indefinite
Total Amount Sold	\$ 6,000,001	USD		
Total Remaining to be Sold	\$ 0	USD	or	<input type="checkbox"/> 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:

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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 \$ 420,000 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 \$80,000 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 Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506 (d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature		Title	Date
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		Name of Signer		
Kitov Pharma Ltd.	/s/ Gil Efron	Gil Efron	Deputy CEO and Chief Financial Officer	2019-01-24

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.
