
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
of the Securities Exchange Act of 1934

For the month of March 2019

Commission File Number: 001-37643

KITOV PHARMA LTD.
(Translation of registrant's name into English)

One Azrieli Center, Round Tower,
Tel Aviv 6701101, Israel
(Address of principal executive offices)

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

Form 20-F ☒ Form 40-F ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ____

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ____

Kitov Pharma Ltd. (the “Company” or the “Registrant”) is announcing that it has published a Notice of Special General Meeting of the Shareholders of the Company to be held on Monday April 29, 2019, at 4:30 p.m. local Israeli time, at the offices of the Company, One Azrieli Center, Round Tower, 19th Floor, 132 Menachem Begin Road, Tel Aviv, Israel. The Notice of Special General Meeting of Shareholders is attached to this Form 6-K.

We will also publish the Notice of Special General Meeting of Shareholders on our corporate website at <http://kitovpharma.investorroom.com/Shareholder-Meetings>.

The full set of Proxy Materials is expected to be furnished to the SEC on Form 6-K on or before March 22, 2019, and will be available to the public on the SEC’s website at <http://www.sec.gov>. The Proxy Materials will also be submitted to the Israeli Securities Authority and TASE, and available on the websites: www.magna.isa.gov.il or www.maya.tase.co.il. The Proxy Materials will also be made available on our website.

Following publication by the Company of the Proxy Materials, BNY Mellon, the Depositary of the Company’s American Depositary Shares (“ADSs”) program will distribute a form of the Voting Instruction Form for holders of the Company’s ADSs, which will be distributed to holders of the Company’s ADSs by BNY Mellon, and a copy of which will be furnished to the SEC on Form 6-K, and will also be submitted by the Company to the Israeli Securities Authority and TASE, and available on the websites: www.magna.isa.gov.il or www.maya.tase.co.il.

This report on Form 6-K of the Registrant consists of the following documents, which are attached hereto and incorporated by reference herein:

Exhibit 99.1 [Notice of Special General Meeting of the Shareholders of Kitov Pharma Ltd.](#)

Forward-Looking Statements and Registrant's Safe Harbor Statement

Certain statements in this Report on Form 6-K are forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and other applicable securities laws. Forward-looking statements can be identified by the use of forward-looking words such as "believe", "expect", "intend", "plan", "may", "should", "could", "might", "seek", "target", "will", "project", "forecast", "continue" or "anticipate" or their negatives or variations of these words or other comparable words or by the fact that these statements do not relate strictly to historical matters. You should not place undue reliance on these forward-looking statements, which are not guarantees of future performance. Forward-looking statements reflect our current views, expectations, beliefs or intentions with respect to future events, and are subject to a number of assumptions, involve known and unknown risks, many of which are beyond our control, as well as uncertainties and other factors that may cause our actual results, performance or achievements to be significantly different from any future results, performance or achievements expressed or implied by the forward-looking statements. Any forward-looking statement in this Report of Form 6-K speaks only as of the date which it is made. We disclaim any intention or obligation to publicly update or revise any forward-looking statement, or other information contained herein, whether as a result of new information, future events or otherwise, except as required by applicable law. You are advised, however, to consult any additional disclosures we make in our reports to the SEC, which are available on the SEC's website, <http://www.sec.gov>

This Form 6-K, including Exhibit 99.1, is hereby incorporated by reference into each of the Registrant’s Registration Statements on Form F-3 filed with the Securities and Exchange Commission on December 12, 2016 (Registration file numbers 333-207117, 333-211477 and 333-215037), the Registrant’s Registration Statement on Form S-8 filed with the Securities and Exchange Commission on May 20, 2016 (Registration file number 333-211478), the Registrant’s Registration Statement on Form S-8 filed with the Securities and Exchange Commission on June 6, 2017 (Registration file number 333-218538), and the Registrant’s Registration Statement on Form F-3, as amended, originally filed with the Securities and Exchange Commission on July 16, 2018 (Registration file number 333-226195).

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.

KITOV PHARMA LTD.

March 14, 2019

By: /s/ Isaac Israel
Isaac Israel
CEO and Director



KITOV PHARMA LTD.

Notice of Special General Meeting of Shareholders

Notice is hereby given that a Special General Meeting of Shareholders (the “**Meeting**” or the “**Special Meeting**”) of Kitov Pharma Ltd. (“**Kitov**” or the “**Company**”) will be held at Kitov’s executive offices at One Azrieli Center, Round Tower, 19th Floor, Tel Aviv, Israel on **Monday April 29, 2019, at 4:30 p.m. local Israeli time**, for the following purposes:

1. To approve the transactions and share issuances by the Company which are to be made by the Company in connection with the Company’s transactions for the acquisition of FameWave Ltd. and the simultaneous investment in the Company by certain shareholders of FameWave Ltd.
2. To approve the transactions and share issuances by the Company which would be made by the Company in connection with the Company’s possible transactions for investment in the Company by additional institutional investors.
3. To approve certain amendments to the terms of office and compensation of members of the Company’s Board of Directors, including the grant of equity-based incentive compensation.
4. To transact such other business as may properly come before the Meeting.

Only shareholders of record at the close of business in New York on Wednesday, March 20, 2019 will be entitled to vote at the Special Meeting. Two shareholders who are present at the Meeting, in person or by proxy or represented by their authorized persons, and who hold in the aggregate twenty-five percent or more of the paid-up share capital of the Company, shall constitute a legal quorum. Should no legal quorum be present one half hour after the scheduled time, the Meeting shall be adjourned **to one week from that day, at the same time and place.**

As permitted under the Israeli Companies Law 5759-1999 and Regulations enacted pursuant to such law, and as set forth in our Amended and Restated Articles of Association, we are not required to physically deliver a notice of a shareholders meeting and a proxy statement. We have prepared this Notice of Special General Meeting of Shareholders, and will prepare the Proxy Statement, Voting Slip and Voting Instruction Forms, (collectively, the “**Proxy Materials**”) in accordance with applicable rules, regulations and disclosure requirements in the State of Israel, as such are applicable to a Company whose securities are traded on both the Tel Aviv Stock Exchange and the NASDAQ. Our Proxy Materials may not necessarily be mailed to beneficial shareholders in Israel, nor to beneficial ADS holders in the United States.

The full set of Proxy Materials are expected to be furnished to the Securities and Exchange Commission (“**SEC**”) on Form 6-K on or before **March 22, 2019**, and will be available to the public on the SEC’s website at <https://www.sec.gov>. The Proxy Materials will also be submitted to the Israeli Securities Authority and TASE, and available on the websites: www.magna.isa.gov.il or www.maya.tase.co.il. This Notice of Special General Meeting of Shareholders and the Proxy Materials will also be made available on our corporate website at <http://kitovpharma.investorroom.com/Shareholder-Meetings>, as required under the Companies Law and Regulations governing publication of this Notice of Special General Meeting of Shareholders and distribution of the Proxy Materials.

Under Israeli law, one or more shareholders holding 1% or more of the voting rights of the Company may request to include a proposal on the agenda of a shareholders meeting (including proposing the nomination of a candidate to the Company's Board of Directors (the "**Board of Directors**") for consideration by the Board of Directors) by submitting such proposal within seven days of publication of the Company's notice with respect to its general meeting of shareholders (a "**Meeting Agenda Addition**"). Accordingly, any shareholder, or group of shareholders, holding 1% or more of the voting rights of the Company may request to include a Meeting Agenda Addition proposal on the agenda of this Meeting by submitting such proposal in writing to the Company **no later than Friday, March 22, 13:00 p.m. Israel time**, at the Company Offices, Attn: Avraham Ben-Tzvi, Adv. If a Meeting Agenda Addition is to nominate a candidate for election to the Board of Directors, the proposing shareholder (s) must provide (a) a declaration signed by the nominee and any other information required under the Companies Law, (b) all of the information set forth under Regulation 26(a) of the Securities Regulations (Periodic and Immediate Reports), 5730-1970, (c) additional information in respect of the nominee as would be required in response to the applicable disclosure requirements in Israel or abroad, including those of Item 6A (directors and senior management), Item 6E (share ownership) and Item 7B (related party transactions) of Form 20-F of the SEC, to the extent applicable, (d) a representation made by the nominee of whether the nominee meets the objective criteria for an independent director and/or statutory unaffiliated director of a company such as the Company under the Companies Law and/or under any applicable law, regulation or stock exchange rules, in Israel or abroad, and if not, then an explanation of why not, and (e) details of all relationships and understandings between the proposing shareholder(s) and the nominee.

Under Israeli law, shareholders wishing to express their position on an agenda item for this Meeting may do so by submitting a written Position Statement ("**Position Statement**") to the Company Offices, Attn: Avraham Ben-Tzvi, Adv. Any Position Statement received will be furnished to the SEC on Form 6-K, and will be made available to the public on the SEC's website at <http://www.sec.gov>, and in addition at <http://www.magna.isa.gov.il> or <http://maya.tase.co.il>. Position Statements should be submitted to the Company no later than **Friday April 19, 2019 at 13:00 p.m. Israel time**. Any Position Statements so submitted must comply with the requirements set forth under the Companies Law and any applicable regulations, including the Companies Regulations (Voting in Writing and Position Statements), 5766-2005.

Beneficial ADS holders in the United States should return their form of Voting Instruction Form for holders of the Company's ADSs by no later than the date and time which will be set forth on such Voting Instruction Form. Proxies must be deposited at the Company Offices or the place designated for the Meeting no later than 48 hours prior to the time scheduled for the Meeting. However, the Meeting chairman is entitled to waive this requirement with respect to all participants at the Meeting, and to accept all the proxies at the commencement of the Meeting, subject to the presentation of proof of share ownership.

All Voting Slips (together with proofs of share ownership, and all documents required to be submitted therewith) must be delivered to the Company Offices set forth above, such that the Voting Slip arrives no later 4 hours prior to the designated time of the Meeting, namely by no later than on **Monday April 29, 2019 at 12:30 p.m. Israel Time**. Voting via Electronic Voting Slips, which will be delivered to the Company via the Electronic Voting System being operated pursuant to Section B of Chapter G'2 of the Securities Law, 5728-1968, will be allowed until six (6) hours prior to the Meeting commencement, namely by no later than **Monday April 29, 2019, 10:30 a.m. Israel Time**.

/s/ Gil Efron

Gil Efron, Deputy CEO and CFO

On behalf of

Kitov Pharma Ltd.

March 14, 2019
