
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 April 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): ____

Further to our 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 Kitov Pharma Ltd. (hereinafter, the “Registrant” or the “Company”) at One Azrieli Center, Round Tower, 19th Floor, 132 Menachem Begin Road, Tel Aviv, Israel, and the Proxy Statement for the Meeting, which we previously published on our corporate website at <http://kitovpharma.investorroom.com/Shareholder-Meetings>, and which we also furnished to the SEC on Form 6-K, as well as submitted to the Israeli Securities Authority and Tel Aviv Stock Exchange, and made available on their respective websites for listed company reports: www.magna.isa.gov.il and www.maya.tase.co.il, we are also publishing a form of the Voting Instruction Form for holders of our American Depositary Shares (“ADSs”) which will be distributed to holders of our ADSs by BNY Mellon, the Depositary of our ADS program. A copy of the Voting Instruction Form will also be submitted to the Israeli Securities Authority and Tel Aviv Stock Exchange, and available on their respective websites for listed company reports: www.magna.isa.gov.il and www.maya.tase.co.il, and will also be made available on our corporate website at <http://kitovpharma.investorroom.com/Shareholder-Meetings>.

ADS holders should return their BNY Mellon Voting Instruction Form for holders of our ADSs by no later than the date and time set forth on such Voting Instruction Form, namely by no later than 12:00 P.M.EST on April 23, 2019. Under the terms of the Depositary Agreement among the Company, BNY Mellon (which acts as the Depositary) and the holders of our ADSs, upon the written request of an owner of ADSs, as of the date of the request or, if a record date was specified by the Depositary, as of that record date, received by the Depositary on or before any instruction cutoff date established by the Depositary in its notices to ADS holders, the Depositary shall, endeavor, in so far as practicable, to vote or cause to be voted the number of deposited ordinary shares represented by those ADSs in accordance with the instructions set forth in that request. We have instructed the Depositary to disseminate a notice of the Meeting, and have given the Depositary notice of the Meeting, details concerning the matters to be voted upon and copies of materials to be made available to holders of ordinary shares in connection with the Meeting not less than 30 days prior to the Meeting date. The Depositary shall not vote or attempt to exercise the right to vote that attaches to the deposited ordinary shares other than (a) in accordance with instructions given by owners and received by the Depositary; or, (b) as provided in the following sentences. If no instructions are received by the Depositary from an owner of ADSs with respect to a matter and a number of ADSs of that owner on or before the instruction cutoff date set forth on the BNY Mellon Voting Instruction Form, the Depositary shall deem that owner to have instructed the Depositary to give a discretionary proxy to a person designated by us with respect to that matter and the number of ordinary shares of the Company represented by that number of ADSs, and the Depositary shall give a discretionary proxy to a person designated by us to vote that number of ordinary shares of the Company as to that matter, except that no instruction of that kind shall be deemed given and no discretionary proxy shall be given with respect to any matter as to which we inform the Depositary (and we agree to provide such information as promptly as practicable in writing, if applicable) that (x) we do not wish a proxy given, (y) substantial shareholder opposition exists, or (z) the matter materially and adversely affects the rights of holders of shares.

Information contained on, or that can be accessed through, our website does not constitute a part of this Form 6-K, nor does it form part of the proxy solicitation materials in connection with the Meeting. We have included our website address in this Form 6-K solely as an inactive textual reference. We will post on our website any materials in connection with the Meeting required to be posted on such website under applicable corporate or securities laws and regulations.

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 [Voting Instruction Form for holders of American Depositary Shares for April 29, 2019 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), 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), and the Registrant's Registration Statement on Form S-8 filed with the Securities and Exchange Commission on March 28, 2019 (Registration file number 333-230584).

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.

April 1, 2019

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

**Special General Meeting of
Shareholders of Kitov Pharma Ltd.**

Date: April 29, 2019

See Voting Instruction On Reverse Side.

Please make your marks like this: ☒ Use pen only

Proposal 1: To approve the transactions for the acquisition of FameWave and the ADS, warrant and option issuances by the Company to be made in connection with the Company's transactions for the acquisition of FameWave and the concurrent investment in the Company by certain investors and shareholders of FameWave in a private placement, as set forth under Proposal 1 in the Proxy Statement.

For ☐ Against ☐ Abstain ☐

Proposal 2: To approve an increase in the number of ordinary shares reserved under Kitov Ltd. 2016 Equity-Based Incentive Plan to 7,500,000 ordinary shares to qualify for incentive stock options for US Tax purposes, as set forth under Proposal 2 in the Proxy Statement.

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Proposal 3: To approve the grant of equity-based incentive compensation to each director so named, as set forth under Proposal 3 in the Proxy Statement:

3A: John Paul Waymack, M.D., Sc.D. Chairman of the Board of Directors and Chief Medical Officer

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3B: Isaac Israel Chief Executive Officer and Director

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3C: Gil Ben-Menachem, Ph.D., MBA Vice President of Business Development and Director

☐ ☐ ☐

3D: Simcha Rock, CPA, MBA Director

☐ ☐ ☐

3E: Steven Steinberg Independent Director

☐ ☐ ☐

3F: Ido Agmon, MBA Independent Director

☐ ☐ ☐

3G: Arye Weber Independent Director

☐ ☐ ☐

3H: Ran Tzor, CPA, MBA Independent Director

☐ ☐ ☐

3I: Revital Stern-Raff, CPA, MBA

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Authorized Signatures - This section must be completed for your instructions to be executed.

Please Sign Here

Please Date Above

Please Sign Here

Please Date Above

**Special General Meeting of Shareholders of
Kitov Pharma Ltd.
to be Held on April 29, 2019
for Holders as of March 20, 2019**



- Mark, sign and date your Voting Instruction Form.
- Detach your Voting Instruction Form.
- Return your Voting Instruction Form in the postage-paid envelope provided.

All votes must be received by 12:00 p.m. E.T. April 23, 2019.

To review SGM related materials, including the full Proxy Statement, please visit:
<http://kitovpharma.investorroom.com/Shareholder-Meetings>

**PROXY TABULATOR FOR
KITOV PHARMA LTD.
P.O. BOX 8016
CARY, NC 27512-9903**



EVENT #

CLIENT #

Kitov Pharma Ltd.
Instructions to The Bank of New York Mellon, as Depositary
(Must be received prior to 12:00 p.m. E.T. on April 23, 2019)

The undersigned registered owner of American Depositary Shares hereby requests and instructs The Bank of New York Mellon, as Depositary, to endeavor, in so far as practicable, to vote or cause to be voted the amount of Shares or other Deposited Securities represented by such Shares of **Kitov Pharma Ltd.** registered in the name of the undersigned on the books of the Depositary as of the close of business on **March 20, 2019** at the **Special General Meeting of Shareholders** of **Kitov Pharma Ltd.** to be held on **April 29, 2019**, or any postponement or adjournment thereof in respect of the resolutions specified on the reverse.

NOTES:

1. Please direct the Depositary how it is to vote by placing an "X" in the appropriate box opposite each agenda item. It is understood that, if this form is signed and returned but no instructions are indicated in the boxes, then a discretionary proxy will be given to a person designated by the Company.
2. It is understood that, if this form is not signed and returned, the Depositary will deem such holder to have instructed the Depositary to give a discretionary proxy to a person designated by the Company.

(Continued and to be marked, dated and signed, on the other side)

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