

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 BUILDING

City

TEL AVIV

State/Province/Country

ISRAEL

ZIP/Postal Code

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/Postal Code

6701101

Relationship: ☒ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Chief Executive Officer and Director of the Issuer

Last Name

Rowinsky

First Name

Eric

Middle Name

Street Address 1

One Azrieli Center

Street Address 2

Round Building

City

Tel Aviv

State/Province/Country

ISRAEL

ZIP/Postal Code

6701101

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Independent Director 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/Postal Code

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
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 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):

VP R&D of the Issuer

Last Name
Efron
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):

Deputy CEO and Chief Financial Officer of the Issuer

Last Name	First Name	Middle Name
Liang	Bertrand	
Street Address 1	Street Address 2	
One Azrieli Center	Round Building	
City	State/Province/Country	ZIP/PostalCode
Tel Aviv	ISRAEL	6701101
Relationship:	☒ Executive Officer	☐ Director ☐ Promoter

Clarification of Response (if Necessary):

Chief Medical Officer of the Issuer

Last Name	First Name	Middle Name
Schickler	Michael	
Street Address 1	Street Address 2	
One Azrieli Center	Round Building	
City	State/Province/Country	ZIP/PostalCode
Tel Aviv	ISRAEL	6701101
Relationship:	☒ Executive Officer	☐ Director ☐ Promoter

Clarification of Response (if Necessary):

Head of Clinical Operations of the Issuer

4. Industry Group

- | | | |
|---|---|--|
| ☐ Agriculture | Health Care | ☐ Retailing |
| Banking & Financial Services | ☐ Biotechnology | ☐ Restaurants |
| ☐ Commercial Banking | ☐ Health Insurance | Technology |
| ☐ Insurance | ☐ Hospitals & Physicians | ☐ Computers |
| ☐ Investing | ☒ Pharmaceuticals | ☐ Telecommunications |
| ☐ Investment Banking | ☐ Other Health Care | ☐ Other Technology |
| ☐ Pooled Investment Fund | ☐ Manufacturing | Travel |
| Is the issuer registered as an investment company under the Investment Company Act of 1940? | Real Estate | ☐ Airlines & Airports |
| ☐ Yes ☐ No | ☐ Commercial | ☐ Lodging & Conventions |
| ☐ Other Banking & Financial Services | ☐ Construction | ☐ Tourism & Travel Services |
| ☐ Business Services | ☐ REITS & Finance | ☐ Other Travel |
| Energy | ☐ Residential | ☐ Other |
| ☐ Coal Mining | ☐ Other Real Estate | |
| ☐ Electric Utilities | | |
| ☐ Energy Conservation | | |
| ☐ Environmental Services | | |
| ☐ Oil & Gas | | |
| ☐ Other Energy | | |

5. Issuer Size

- | Revenue Range | OR | Aggregate Net Asset Value Range |
|---|----|---|
| ☐ No Revenues | | ☐ No Aggregate Net Asset Value |
| ☐ \$1 - \$1,000,000 | | ☐ \$1 - \$5,000,000 |
| ☐ \$1,000,001 - \$5,000,000 | | ☐ \$5,000,001 - \$25,000,000 |
| ☐ \$5,000,001 - \$25,000,000 | | ☐ \$25,000,001 - \$50,000,000 |
| ☐ \$25,000,001 - \$100,000,000 | | ☐ \$50,000,001 - \$100,000,000 |
| ☐ Over \$100,000,000 | | ☐ Over \$100,000,000 |
| ☒ Decline to Disclose | | ☐ Decline to Disclose |

☐ Not Applicable

☐ Not Applicable

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

- | | |
|--|--|
| ☐ Rule 504(b)(1) (not (i), (ii) or (iii)) | ☒ Rule 506(b) |
| ☐ Rule 504 (b)(1)(i) | ☐ Rule 506(c) |
| ☐ Rule 504 (b)(1)(ii) | ☐ Securities Act Section 4(a)(5) |
| ☐ Rule 504 (b)(1)(iii) | ☐ Investment Company Act Section 3(c) |
| | ☐ Section 3(c)(1) ☐ Section 3(c)(9) |
| | ☐ Section 3(c)(2) ☐ Section 3(c)(10) |
| | ☐ Section 3(c)(3) ☐ Section 3(c)(11) |
| | ☐ Section 3(c)(4) ☐ Section 3(c)(12) |
| | ☐ Section 3(c)(5) ☐ Section 3(c)(13) |
| | ☐ Section 3(c)(6) ☐ Section 3(c)(14) |
| | ☐ Section 3(c)(7) |

7. Type of Filing

- ☒ New Notice Date of First Sale [2020-04-19](#) ☐ 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)

- | | |
|---|---|
| ☐ Equity | ☐ Pooled Investment Fund Interests |
| ☐ Debt | ☐ Tenant-in-Common Securities |
| ☒ Option, Warrant or Other Right to Acquire Another Security | ☐ Mineral Property Securities |
| ☒ Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | ☐ 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	ZIP/Postal Code
NEW YORK	10022
State/Province/Country	
NEW YORK	

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 \$ 6,500,000 USD or ☐ Indefinite
Total Amount Sold \$ 6,500,000 USD
Total Remaining to be Sold \$ 0 USD or ☐ Indefinite

Clarification of Response (if Necessary):

Represents the aggregate amount received in connection with Issuer's private placement of warrants issued to investors as an inducement to exercise registered warrants.

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:

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 \$ 455,000 USD ☒ Estimate

Finders' Fees \$ 0 USD ☐ Estimate

Clarification of Response (if Necessary):

Represents 7% commission of gross proceeds from investors for exercise of registered warrants. We also paid or reimbursed expenses of \$62,900 and issued unregistered warrants to purchase up to 1,400,000 of ordinary shares.

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.
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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	Name of Signer	Title	Date
Kitov Pharma Ltd.	/s/ Gil Efron	Gil Efron	Deputy CEO and Chief Financial Officer	2020-05-04

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.
