

1. Name and Address of Reporting Person [*] WEINER BEN-ZION		2. Date of Event Requiring Statement (Month/Day/Year)		3. Issuer Name and Ticker or Trading Symbol XTL BIOPHARMACEUTICALS LTD [XTLB]	
(Last) (First) (Middle) C/O XTL BIOPHARMACEUTICALS LTD, 711 EXECUTIVE BLVD., SUITE Q		08/27/2008		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
(Street) VALLEY COTTAGE NY 10989				<input checked="" type="checkbox"/> _X_ Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(City) (State) (Zip)		5. If Amendment, Date Original Filed (Month/Day/Year)			
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> _X_ Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person			
Table I - Non-Derivative Securities Beneficially Owned					
1. Title of Security (Instr. 4)		2. Amount of Securities Beneficially Owned (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	
4. Nature of Indirect Beneficial Ownership (Instr. 5)					
OPTIONS TO PURCHASE ORDINARY SHARES		2,000,000 ⁽¹⁾		D	
ORDINARY SHARES		50,000 ⁽²⁾		D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEINER BEN-ZION C/O XTL BIOPHARMACEUTICALS LTD, 711 EXECUTIVE BLVD., SUITE Q VALLEY COTTAGE NY 10989	X			

Signatures

/s/ Ben-Zion Weiner

Signature of Reporting Person

08/29/2008

Date

Explanation of Responses:

- (1)

Options to purchase ordinary shares which vest upon achievement of certain market capitalization based milestones (1/3 upon the achievement of \$150 million market capitalization, 1/3 upon the achievement of \$250 million market capitalization, and 1/3 upon the achievement of \$350 million market capitalization, in each case as set out in the option agreement under which Dr. Weiner was granted the options). As of the filing date, 666,667 options have vested.
- (2)

On August 27, 2008, Mr. Weiner purchased 50,000 ordinary shares at an average price of NIS 1.546 (equivalent to \$0.433USD) per share on the Tel Aviv Stock Exchange.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.