

UNITED STATES SECURITIES AND EXCHANGE **COMMISSION**

Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0104 Expires: February 28, 2011 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * GOOD JENNIFER L	Statement (MM/DD/Y	Event Requiring (YYY) 10/2008		3. Issuer Name and Ticker or Trading Symbol XTL BIOPHARMACEUTICALS LTD [XTLB]					
(Last) (First) (Middle)	4. Relations	ship of Reporting	ng Person(s)	to Issuer (Ch	eck all applic	eable)			
C/O XTL	X Direct	or	1	0% Owner					
BIOPHARMACEUTICALS		give title below)	Oth	er (specify below	·)				
LTD, 711 EXECUTIVE BLVD. SUITE Q	••								
(Street)	Original Fi		6. Individu	al or Joint/G	roup Filing (0	Check Applicabl	e Line)		
VALLEY COTTAGE, NY 10989	(MM/DD/YYY	YY)		_ X _ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City) (State) (Zip)									
	Table I - No	on-Derivative S	Securities Be	neficially O	wned				
1.Title of Security (Instr. 4)		2. Amount of Beneficially (Instr. 4)	of Securities ly Owned 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) 4. Nature of Indirect Beneficial Ownership (Instr. 5)				t Beneficial		
Table II - Derivative Secu	rities Benefic	ially Owned (e.g. , puts, ca	ılls, warrant	s, options, co	onvertible s	ecurities)		
(Instr. 4)	2. Date Exerci Expiration Date (MM/DD/YYYY)		Securities U	Citle and Amount of urities Underlying ivative Security 4. Conversion Ownership or Exercise Form of Ownership			Ownership		
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)			
Options to Purchase Ordinary Shares	11/10/2008 (1)	10/10/2018	Ordinary Shares	300000	\$0.198	D			

Explanation of Responses:

(1) The options vest montly over three years in a linear manner so that 8,334 options vest upon the 10th day of every month so long as the reporting person is serving as a director of XTL Biopharmaceuticals LTD, for a total of 36 months from the date of issuance (on the 10th day of the 36th month, 8,310 options vest).

Leporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner		Other			

GOOD JENNIFER L C/O XTL BIOPHARMACEUTICALS LTD			
	X		
711 EXECUTIVE BLVD., SUITE Q			
VALLEY COTTAGE, NY 10989			

Signatures

/s/ Jennifer L. Good 10/24/2008 Date

** Signature of Reporting Person

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).

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0104 Expires: January 31, 2008 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * KENNEDY WILLIAM JAME	Statemen (MM/DD	t	xTL BIO				D [XTLB]			
(Last) (First) (Middle)	4. Relatio	onship of Repo	orting Person(s) to	ng Person(s) to Issuer (Check all applicable)						
C/O XTL BIOPHARMACEUTICALS LTD, 711 EXECUTIVE BLVD SUITE Q		ector er (give title below		% Owner (specify below	v)					
(Street) VALLEY COTTAGE, NY 10989 (City) (State) (Zip)	5. If Ame Original I (MM/DD/Y		_ X _ Form file	d by One Repo	Group Filing (orting Person One Reporting Pe		le Line)			
	Table I - 1	Non-Derivati	ve Securities Ben	eficially O	wned					
1.Title of Security (Instr. 4)			int of Securities ally Owned	3. Ownersh Form: D (D) or Indirect (Instr. 5)	orip Owner (Instr. :	ship	ct Beneficial			
1. Title of Derivate Security (Instr. 4)	2. Date Exer Expiration I	rcisable and Date	Securities Underlying Derivative Security (Instr. 4) Conversion Ownership or Exercise Form of Price of Derivative (1)			6. Nature of Indirect				
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	cable) (Check Applicable son are of Indirection in the convertible son son son are of Indirection in the convertible son son son are of Indirection in the convertible son son son are of Indirection in the convertible son are of Indirection in the Indirectio				
OPTIONS TO PURCHASE ORDINARY SHARES	(1)	8/1/2015	ORDINARY SHARES	60000	\$0.853	D				
OPTIONS TO PURCHASE ORDINARY SHARES	(2)	8/1/2016	ORDINARY SHARES	20000	\$0.325	D				
OPTIONS TO PURCHASE ORDINARY SHARES	(3)	8/1/2017	ORDINARY SHARES	20000	\$0.204	D				
OPTIONS TO PURCHASE ORDINARY SHARES	(4)	7/20/2018	ORDINARY SHARES	300000	\$0.350	D				
OPTIONS TO PURCHASE	Expiration Date (MM/DD/YYYY) Date Date Exercisable Date Expiration Date Date Exercisable Date Date									

Table II - Derivative Sec	Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
1. Title of Derivate Security (Instr. 4)	2. Date Exer Expiration I (MM/DD/YYYY	Date	3. Title and Amo Securities Under Derivative Secur (Instr. 4)	lying	or Exercise Price of	Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)				
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Direct (D) or Indirect (I) (Instr. 5)					
ORDINARY SHARES	(5)		SHARES								

Explanation of Responses:

- (1) Granted on 8/1/2005. The options are fully vested.
- (2) Granted on 8/1/2006. 13,333 of these options are fully vested. The remainder vests as follows: 1,667 options on 11/1/2008, 1,667 options on 2/1/2009, 1,667 options on 5/1/2009 and 1,666 options on 8/1/2009.
- (3) Granted on 08/01/2007. 6,667 of these options are fully vested. The remainder vest as follows: 1,667 options on 11/1/2008, 1,667 options on 2/1/2009, 1,666 options on 5/1/2009, 1,666 options on 8/1/2009, 1,667 options on 11/1/2009, 1,667 options on 2/1/2010, 1,667 options on 5/1/2010 and 1,666 options on 8/1/2010.
- (4) The options vest monthly over three years in a linear manner so that 8,334 options vest upon the 10th day of every month so long as the reporting person is serving as a director of XTL Biopharmaceuticals LTD, for a total of 36 months from the date of issuance (on the 10th day of the 36th month, 8,310 options vest).
- (5) Granted on 8/1/2008. 1,667 options vest quarterly on the first of each November, February, May and August beginning November 1, 2008.

Reporting Owners

Paparting Owner Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
KENNEDY WILLIAM JAMES								
C/O XTL BIOPHARMACEUTICALS LTD								
	X							
711 EXECUTIVE BLVD., SUITE Q								
VALLEY COTTAGE, NY 10989								

Signatures

/s/ William J. Kennedy	10/27/2008
** Signature of Reporting Person	Date

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).

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UNITED STATES SECURITIES AND EXCHANGE **COMMISSION**

Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0104 Expires: February 28, 2011 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Rudman Samuel	Statement (MM/DD/Y	Event Requirin (YYY) 10/2008		3. Issuer Name and Ticker or Trading Symbol XTL BIOPHARMACEUTICALS LTD [XTLB]				
(Last) (First) (Middle)	4. Relation	ship of Reporti	ng Person(s) to Is	ssuer (Chec	k all applica	ble)		
C/O XTL BIOPHARMACEUTICALS LTD, 711 EXECUTIVE BLVD., SUITE Q	Officer	X Director 10% Owner Officer (give title below) Other (specify below)						
VALLEY COTTAGE, NY 10989	5. If Amend Original Fi (MM/DD/YYY		_ X _ Form filed by	6. Individual or Joint/Group Filing (Check Applicable Line) _X_Form filed by One Reporting PersonForm filed by More than One Reporting Person				
(City) (State) (Zip)								
	Table I - No	on-Derivative	Securities Benef		- 1			
1.Title of Security (Instr. 4)		2. Amount Beneficially (Instr. 4)	y Owned					
Table II - Derivative Secu	rities Benefic	ially Owned (e.g., puts, calls,	warrants,	options, cor	vertible sec	curities)	
(Instr. 4)	Date Exercise Date Date Market Date Date Date Date Date Date Date Da		3. Title and Amo Securities Under Derivative Secur (Instr. 4)	lying	or Exercise Price of	Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
		Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)		
OPTIONS TO PURCHASE ORDINARY SHARES	1/10/2008	10/10/2018	ORDINARY SHARES	300000	\$0.198	D		

Explanation of Responses:

(1) The options vest monthly over three years in a linear manner so that 8,334 options vest upon the 10th day of every month so long as the reporting person is serving as a director of XTL Biopharmaceuticals LTD, for a total of 36 months from the date of issuance (on the 10th day of the 36 months, 8,310 options vest).

Danastina Oveman Nama / Address		Relationsh	ips	
Reporting Owner Name / Address	Director	10% Owner	Officer	Other

Rudman Samuel C/O XTL BIOPHARMACEUTICALS LTD			
	\mathbf{X}		
711 EXECUTIVE BLVD., SUITE Q			
VALLEY COTTAGE, NY 10989			

Signatures

/s/ Samuel Rudman 10/28/2008 Date

** Signature of Reporting Person

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).

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[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE **COMMISSION**

Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0287 Expires: February 28, 2011 Estimated average burden hours per response... 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP **OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

1. Name and Add	ress of Re	porting P	erson *	2. I	2. Issuer Name and Ticker or Trading Symbol							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
WEINER BEI	N-ZION	1				BIOP		ARMAC	EUTIC	CALS	X Direc	ctor		10%	Owner
(Last)	(First)	(Midd	lle)	3. I	Dat	te of Earl	liest	t Transact	ion (MM/D	D/YYYY)	Office below)	r (give title	below) _	Other	(specify
C/O XTL BIOPHARMA LTD, 711 EXI							1	10/10/20	08						
SUITE Q															
	(Street)					Amendme D/YYYY)	ent,	Date Orig	ginal Filed	1	6. Individi Applicable Li		nt/Group l	Filing (Che	eck
VALLEY CO (City)	TTAGI (State)	E, NY 10 (Zip)	0989										Reporting Pe		n
		Table I	- Non-D	eriva	tiv	e Securi	ties	Acquire	d, Dispos	ed of, or	Beneficially	y Owned	[
1.Title of Security (Instr. 3)				2. Trans Date	S.	2A. Deemed Execution Date, if any	Co (In	ode Ao astr. 8) Di (In	Securities equired (A) of (E) (A) or (D) I	Follow (Instr.	nount of Securitie wing Reported T . 3 and 4)			6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership
Tab	le II - De	rivative S	Securitie	s Ben	efi	cially O	wne	ed (e.g. ,	puts, call	s, warra	nts, options	, convert	ible secur	rities)	•
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise 3. Trans. Date Dee Exercise		3A. Deemed Execution Date, if	4. Trans	S.	5. Number Derivative Securities Acquired (or Dispose (D) (Instr. 3, 4	(A) ed of	6. Date Exe Expiration 1	rcisable and	7. Title an	d Amount of Underlying Security	1	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction (s) (Instr. 4)	4)	
Options to Purchase Ordinary Shares	\$0.198	10/10/2008	10/10/200	8 A	v	300000		11/10/2008	10/10/2018	Ordinary Shares	300000	\$0.198	2300000	D	

Explanation of Responses:

(1) The options vest monthly over three years in a linear manner so that 8,334 options vest upon the 10th day of every month so long as the reporting person is serving as a director of XTL Biopharmaceuticals Ltd., for a total of 36 months from the date of issuance (on the 10th day of the 36th month, 8,310 options vest).

Reporting Owners					
Demonting Oxymen Nema / Address		Rel	ationsh	ips	
Reporting Owner Name / Address		10%	Owner	Officer	Other
WEINER BEN-ZION					
C/O XTL BIOPHARMACEUTICALS LTD	v				
	A				
711 EXECUTIVE BLVD., SUITE Q					

VALLEY COTTAGE, NY 1098	9		
Signatures			
/s/ Ben-Zion Weiner	10/29/2008		
** G' (D () D	Date		

** Signature of Reporting Person

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 4(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).

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP **OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

1. Name and Add	me and Address of Reporting Person *				Iss	uer Nar	ne and	Ticke	er or	Trading S	Symbol	Relationship of Reporting Person(s) to Issuer (Check all applicable)					
WEISS MICI	HAEL S	8			XTL BIOPHARMACEUTICALS LTD [XTLB]				X Dire	ctor	r 10% Owner						
(Last)	(First)	(Mid	dle)	3.	Da	te of Ea	rliest 7	Γransa	action	n (MM/DD/		Office below)	er (give title	below) _	Other (specify		
C/O XTL							12	2/30/2	2007	7							
BIOPHARM.																	
LTD, 711 EX SUITE Q			VD.,														
	(Street)					Amendr DD/YYYY		Oate O	rigin	nal Filed		6. Individ Applicable L		nt/Group I	Filing (Che	eck	
VALLEY CO (City)	(State)	•												Reporting Per than One Rep		n	
		Table I	- Non-D	eriva	ıtiv	e Secu	rities A	Acqui	red,	Disposed	of, or B	eneficiall	y Owned	[
1.Title of Security (Instr. 3)				2. Trar Date	15.	2A. Deemed Execution Date, if		,	Acqu Dispo	curities cired (A) or cosed of (D) c. 3, 4 and 5) (A) or		nt of Securiti g Reported T and 4)			6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership	
Tab	ole II - De	erivative S	 Securities	s Ber	ıef	icially (Co. Owned					s, options	, convert	ible secur	<u> </u>		
1. Title of Derivate Security Conversion One Exercise Price of Security 3. Trans. Date Deemed Execution One Date, if		4. Trans Code (Instr. 8)		5. Number Derivativ Securities Acquired Disposed (Instr. 3,	e (A) or of (D)	6. Dat Expira		rcisable and Date		Underlying Security (Instr. 5) Derivative Securities Beneficially Owned Ownership of derivative Securities Beneficially Owned Ownership of derivative Security: Owned Ownership of derivative Security: Owned Ownership of derivative Security: Ownership of derivative Securities Security: Ownership of derivative Security: Ownership of derivative Securities Securities Securities Security: Ownership of derivative Securities Securities Securities Securities Securities Securities Securities Security: Ownership of Derivative Ownership of Securities Securit			ownership form of Derivative ecurity: Direct (D) of Indirect Beneficial Ownership (Instr. 4)				
				Code	V	(A)	(D)	Date Exerc	isable	Expiration Date	Title	Amount or Number of Shares		Following Reported Transaction (s) (Instr. 4)	or Indirect (I) (Instr. 4)		
OPTIONS TO PURCHASE ORDINARY SHARES	\$0.198	10/10/2008	10/10/2008	A	v	3500000		10/10	/2008	10/10/2018	ORDINA SHARES		\$0.198	3500000	D		
OPTIONS TO PURCHASE ORDINARY SHARES	\$0.36	12/30/2007	12/30/2007	G (2)	v		3083333	((3)	8/1/2010	ORDINA SHARES	RY 3083333	\$0.36	9666667	D		

Explanation of Responses:

- (1) 2,916,668 options vested on 10/10/2008. An additional 97,222 options vest monthly for a total of 583,332 additional vested options.
- (2) On December 30, 2007, Mr. Weiss transfered 3,083,333 options previously reported on a Form 3 on August 26, 2008, to Three Jems I, LLC, a limited liability company over which Mr. Weiss exercises neither voting nor investment control. Mr. Weiss hereby disclaims beneficial ownership of the 3,083,333 options transfered to Three Jems I, LLC.
- (3) All of the options have vested and are exercisable.

Reporting Owners

Reporting Owner Name / Address		Relationships					
Reporting Owner Name / Address		10% Owner	Officer	Other			
WEISS MICHAEL S							
C/O XTL BIOPHARMACEUTICALS LTD							
	X						
711 EXECUTIVE BLVD., SUITE Q							
VALLEY COTTAGE, NY 10989							

Signatures

/s/ Michael S. Weiss	11/3/2008				
** Signature of Reporting Person	Date				

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1. Name and Address of Reporting Person * ZUERBLIS KENNETH J	Statement (MM/DD/Y		3. Issuer Name and Ticker or Trading Symbol XTL BIOPHARMACEUTICALS LTD [XTLB]							
(Last) (First) (Middle)	4. Relations	ship of Reporting	ng Person(s) t	to Issuer (Ch	eck all applicable)					
C/O XTL BIOPHARMACEUTICALS LTD, 711 EXECUTIVE BLVD., SUITE Q		or (give title below)	1 Oth							
(Street) VALLEY COTTAGE, NY 10989	5. If Amend Original Fil (MM/DD/YYY		6. Individual or Joint/Group Filing (Check Applicable Line) _X_Form filed by One Reporting PersonForm filed by More than One Reporting Person							
(City) (State) (Zip)										
	Table I - No	on-Derivative S	Securities Be	neficially O	wned					
1.Title of Security (Instr. 4)		2. Amount of Beneficially (Instr. 4)	of Securities Owned							
Table II - Derivative Secur	rities Benefic	ially Owned (e.g. , puts, ca	lls, warrant	s, options, co	onvertible s	ecurities)			
1. Title of Derivate Security (Instr. 4)	<u> </u>		3. Title and A Securities Un Derivative S (Instr. 4)	Amount of nderlying	4. Conversion	5. Ownership	6. Nature of Indirect			
			Title	Amount or Number of Shares	Security					
Options to Purchase Ordinary Shares	1/10/2008	10/10/2018	Ordinary Shares	300000	\$0.198	D				

Explanation of Responses:

(1) The options vest montly over three years in a linear manner so that 8,334 options vest upon the 10th day of every month so long as the reporting person is serving as a director of XTL Biopharmaceuticals LTD, for a total of 36 months from the date of issuance (on the 10th day of the 36th month, 8,310 options vest).

Demonting Owner Name / Address		Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			

ZUERBLIS KENNETH J C/O XTL BIOPHARMACEUTICALS LTD			
	X		
711 EXECUTIVE BLVD., SUITE Q			
VALLEY COTTAGE, NY 10989			

Signatures

/s/ Kenneth J. Zuerblis 10/30/2008 Date

** Signature of Reporting Person

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