

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

Amendment No. 3 to  
FORM F-1

**XTL Biopharmaceuticals Ltd.**  
*(Exact name of registrant as specified in its charter)*

**Israel**  
*(State or other jurisdiction of  
incorporation or organization)*

**2834**  
*(Primary Standard Industrial  
Classification Code Number)*

**Not Applicable**  
*(I.R.S. Employer Identification No.)*

**5 Badner St.  
Ramat Gan, Israel, 5218102  
Tel: (972) 3-6116600**  
*(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)*

**c/o Corporation Trust Company  
Corporation Trust Center  
1209 N. Orange Street  
Wilmington, DE 19801  
(800) 677-3394**

*(Name, Address, including zip code, and telephone number, including area code, of agent for service)*

Copies of all correspondence to:

**Gregory Sichenzia, Esq.  
Avital Perlman, Esq.  
Sichenzia Ross Ference Kesner LLP  
1185 Avenue of the Americas  
New York, NY 10036  
Tel: (212) 930-9700  
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**Ronen Kantor, Adv.  
Ron Soulema, Adv.  
Doron Tikotzky Kantor Gutman & Amit Gross.  
7 Metsada St.  
Bnei Brak, Israel 5126112  
Tel: (972) 3-6133371  
Fax: (972) 3-6133372**

**Approximate date of commencement of proposed sale to the public:** From time to time after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. ☐

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933.

Emerging growth company ☐

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards<sup>†</sup> provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

<sup>†</sup> The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

#### **EXPLANATORY NOTE**

XTL Biopharmaceuticals Ltd. (the “Registrant”) is filing this Amendment No. 3 (the “Amendment”) to its Registration Statement on Form F-1 (Registration Statement No. 333-208817) (the “Registration Statement”) to file Exhibit 5.1. Accordingly, this Amendment consists only of the facing page, this explanatory note, Item 8 of Part II of the Registration Statement, the signature page, the Exhibit Index and Exhibit 5.1. The remainder of the Registration Statement is unchanged and therefore has not been included in this Amendment.

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**PART II**  
**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 8. Exhibits and Financial Statement Schedules**

(a) ***Exhibits***

See Exhibit Index.

The agreements included as exhibits to this registration statement contain representations and warranties by each of the parties to the applicable agreement. These representations and warranties were made solely for the benefit of the other parties to the applicable agreement and (i) were not intended to be treated as categorical statements of fact, but rather as a way of allocating the risk to one of the parties if those statements prove to be inaccurate; (ii) may have been qualified in such agreement by disclosures that were made to the other party in connection with the negotiation of the applicable agreement; (iii) may apply contract standards of “materiality” that are different from “materiality” under the applicable securities laws; and (iv) were made only as of the date of the applicable agreement or such other date or dates as may be specified in the agreement.

The Registrant acknowledges that, notwithstanding the inclusion of the foregoing cautionary statements, the registrant is responsible for considering whether additional specific disclosures of material information regarding material contractual provisions are required to make the statements in this registration statement not misleading.

(b) ***Financial Statement Schedules***

All schedules have been omitted because either they are not required, are not applicable or the information is otherwise set forth in the consolidated financial statements and related notes thereto.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Ramat Gan, State of Israel on this 28th day of February 2018.

### XTL Biopharmaceuticals Ltd.

By: /s/ Joshua Levine  
Joshua Levine  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated:

Name	Title	Date
<u>/s/ Joshua Levine</u> Joshua Levine	Chief Executive Officer (principal executive officer)	February 28, 2018
<u>/s/ Itay Weinstein</u> Itay Weinstein	Chief Financial Officer (principal financial officer and principal accounting officer)	February 28, 2018
<u>/s/ *</u> Shlomo Shalev	Chairman of the Board	February 28, 2018
<u>Alexander Rabinovich</u>	Director	February 28, 2018
<u>/s/ *</u> Osnat Hillel Fain	Director	February 28, 2018
<u>/s/ *</u> Oded Nagar	Director	February 28, 2018
<u>/s/ *</u> Jonathan Schapiro	Director	February 28, 2018
<u>/s/ *</u> Dobroslav Melamed	Director	February 28, 2018
<u>/s/ *</u> Doron Turgeman	Director	February 28, 2018

\* By executing his name hereto, Joshua Levine is signing this document on behalf of the persons indicated above pursuant to the powers of attorney duly executed by such persons and filed with the Securities and Exchange Commission.

By: /s/ Joshua Levine  
Joshua Levine  
February 28, 2018

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**SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES**

Pursuant to the Securities Act of 1933, the undersigned, as the duly authorized representative of XTL Biopharmaceuticals Ltd. in the United States, signed this registration statement on February 28, 2018.

XTL Biopharmaceuticals Ltd.

By: /s/ Joshua Levine  
Name: Joshua Levine

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## EXHIBIT INDEX

<a href="#"><u>3.1</u></a>	<a href="#"><u>Articles of Association (9)</u></a>
<a href="#"><u>4.1</u></a>	<a href="#"><u>Form of Share Certificate (including both Hebrew and English translations) (2)</u></a>
<a href="#"><u>4.2</u></a>	<a href="#"><u>Form of American Depositary Receipt (included in Exhibit 10.1)</u></a>
<a href="#"><u>5.1</u></a>	<a href="#"><u>Opinion of Doron Tikotzky Kantor Gutman &amp; Amit Gross., Israeli counsel to the Registrant*</u></a>
<a href="#"><u>10.1</u></a>	<a href="#"><u>Deposit Agreement, dated as of August 31, 2005, by and between XTL Biopharmaceuticals Ltd., The Bank of New York, as Depositary, and each holder and beneficial owner of American Depositary Shares issued thereunder (1)</u></a>
<a href="#"><u>10.2</u></a>	<a href="#"><u>2001 Share Option Plan dated February 28, 2001 (1)</u></a>
<a href="#"><u>10.3</u></a>	<a href="#"><u>2011 Share Option Plan dated August 29, 2011 (6)</u></a>
<a href="#"><u>10.4</u></a>	<a href="#"><u>Research and License Agreement Between Yeda Research and Development Company Ltd., Mor Research Applications Ltd., Biogal Ltd. (under its previous name Haverfield Ltd.) and Biogal Advanced Biotechnology Ltd. dated January 7, 2002 (3) †</u></a>
<a href="#"><u>10.5</u></a>	<a href="#"><u>Amendment to Research and License Agreement Between Yeda Research and Development Company Ltd., Mor Research Applications Ltd., Haverfield Ltd. and Biogal Advanced Biotechnology Ltd. effective as of April 1, 2008 (3) †</u></a>
<a href="#"><u>10.6</u></a>	<a href="#"><u>Option to License Agreement, dated as of September 1, 2010, between XTL Biopharmaceuticals Ltd. and Yeda Research and Development Company Limited (4)</u></a>
<a href="#"><u>10.7</u></a>	<a href="#"><u>License Agreement dated January 7, 2014, by and between Yeda Research and Development Company Limited and XTL Biopharmaceuticals Ltd (5)</u></a>
<a href="#"><u>10.8</u></a>	<a href="#"><u>Form of First Amendment to License Agreement by and by and between Yeda Research and Development Company Limited and XTL Biopharmaceuticals Ltd. (6)</u></a>
<a href="#"><u>10.9</u></a>	<a href="#"><u>Form of Employment Agreement dated September 11, 2013 between XTL Biopharmaceuticals Ltd. and Joshua Levine (6)</u></a>
<a href="#"><u>10.10</u></a>	<a href="#"><u>Form of Employment Agreement dated January 9, 2014 between XTL Biopharmaceuticals Ltd. and David Kestenbaum (6)</u></a>
<a href="#"><u>10.11</u></a>	<a href="#"><u>Form of Consulting Agreement dated January 1, 2015 between XTL Biopharmaceuticals Ltd. and Schapiro Education Ltd. (6)</u></a>
<a href="#"><u>10.12</u></a>	<a href="#"><u>Form of Employment Agreement dated June 11, 2017 between XTL Biopharmaceuticals Ltd. and Joshua Levine (10)</u></a>
<a href="#"><u>10.13</u></a>	<a href="#"><u>Letter Agreement between Rodman &amp; Renshaw, a unit of H.C. Wainwright &amp; Co., LLC, and XTL Biopharmaceuticals Ltd. dated November 7, 2016 (7)</u></a>
<a href="#"><u>10.14</u></a>	<a href="#"><u>Amendment to Letter Agreement between Rodman &amp; Renshaw, a unit of H.C. Wainwright &amp; Co., LLC, and XTL Biopharmaceuticals Ltd. dated February 16, 2017 (7)</u></a>

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<a href="#"><u>10.15</u></a>	<a href="#"><u>Form of Securities Purchase Agreement dated February 17, 2017 (7)</u></a>
<a href="#"><u>10.16</u></a>	<a href="#"><u>Form of Warrant issued February 21, 2017(7)</u></a>
<a href="#"><u>10.17</u></a>	<a href="#"><u>Form of Securities Purchase Agreement dated March 7, 2017 (8)</u></a>
<a href="#"><u>10.18</u></a>	<a href="#"><u>Form of Warrant issued March 10, 2017(8)</u></a>
<a href="#"><u>21.1</u></a>	<a href="#"><u>List of Subsidiaries (6)</u></a>
<a href="#"><u>23.1</u></a>	<a href="#"><u>Consent of Kesselman &amp; Kesselman, a member firm of PricewaterhouseCoopers International Ltd (10)</u></a>
<a href="#"><u>23.2</u></a>	<a href="#"><u>Consent of Doron Tikotzky Kantor Gutman &amp; Amit Gross (included in Exhibit 5.1)*</u></a>
<a href="#"><u>24.1</u></a>	<a href="#"><u>Power of Attorney (6)</u></a>

\* Filed herewith.

† Certain confidential information contained in this exhibit was omitted.

- (1) Incorporated by reference from the registration statement on F-6 filed with the Securities and Exchange Commission on November 28, 2007, as it may be amended or restated.
  - (2) Incorporated by reference from the annual report on Form 20-F filed by XTL Biopharmaceuticals Ltd. with the Securities and Exchange Commission on March 23, 2007
  - (3) Incorporated by reference from the annual report on Form 20-F filed by XTL Biopharmaceuticals Ltd. with the Securities and Exchange Commission on April 6, 2009.
  - (4) Incorporated by reference from the annual report on Form 20-F filed by XTL Biopharmaceuticals Ltd. with the Securities and Exchange Commission on May 30, 2011
  - (5) Incorporated by reference from the annual report on Form 20-F filed by XTL Biopharmaceuticals Ltd. with the Securities and Exchange Commission on April 2, 2014
  - (6) Incorporated by reference from the registration statement on F-1 filed with the Securities and Exchange Commission on December 31, 2015
  - (7) Incorporated by reference from the current report on Form 6-K filed by XTL Biopharmaceuticals Ltd. with the Securities and Exchange Commission on February 22, 2017
  - (8) Incorporated by reference from the current report on Form 6-K filed by XTL Biopharmaceuticals Ltd. with the Securities and Exchange Commission on March 9, 2017
  - (9) Incorporated by reference from the registration statement on Form 20-F filed with the Securities and Exchange Commission on August 10, 2005
  - (10) Incorporated by reference from the registration statement on Form F-1 filed with the Securities and Exchange Commission on February 1, 2018
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February 28, 2018

XTL Biopharmaceuticals Ltd.  
5 Badner St.  
Ramat Gan 5218102  
Israel.

Dear Sir and Madam:

We have acted as Israeli counsel to XTL Biopharmaceuticals Ltd. (the “Company”), a company organized under the laws of the State of Israel. As such, we have participated in the preparation of the Company’s registration statement on Form F-1 (the “Registration Statement”) relating to the registration under the United States Securities Act of 1933, as amended (the “Securities Act”), of the offering for resale by the selling shareholders therein of up to an aggregate to 385,000,000 ordinary shares, par value NIS 0.1 per share of the Company (the “Ordinary Shares”) consisting of (i) 140,000,000 Ordinary Shares represented by 1,400,000 unregistered ADSs originally issued to investors in a private placement in March 2017 (the “March 2017 Ordinary Shares”); (ii) 140,000,000 Ordinary Shares (the “March 2017 Warrant Shares”) represented by 1,400,000 ADSs issuable upon exercise of unregistered warrants originally issued to investors in a private placement in March 2017 (the “March 2017 Warrants”); (iii) 100,000,000 Ordinary Shares (the “February 2017 Warrant Shares”) represented by 1,000,000 ADSs issuable upon exercise of unregistered warrants originally issued to investors in a private placement in February 2017 (the “February 2017 Warrants”) and (iv) 5,000,000 Ordinary Shares (the “Placement Agent Warrant Shares”) represented by 50,000 ADSs issuable upon exercise of warrants issued to the placement agent and its affiliates in connection with the February 2017 private placement (the “Placement Agent Warrants”).

As counsel to the Company in Israel, we have examined copies of the Articles of Association, as amended, of the Company and such corporate records, instruments, and other documents relating to the Company and such matters of law as we have considered necessary or appropriate for the purpose of rendering this opinion. In such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the conformity to authentic originals of all documents submitted to us as copies.

Based on the foregoing, and subject to the assumption, limitation and qualifications set forth herein, we are of the opinion that the March 2017 Ordinary Shares are duly authorized, legally issued, fully paid and non-assessable, and that the March 2017 Warrant Shares, the February 2017 Warrant Shares and the Placement Agent Warrant Shares underlying the March 2017 Warrants, the February 2017 Warrants and the Placement Agent Warrants, respectively, when paid up for and issued pursuant to the terms of the applicable warrants, will be duly authorized, legally issued, fully paid and non-assessable.

We are members of the Israeli bar, and the opinions expressed herein are limited to questions arising under the laws of the State of Israel, and we disclaim any opinion whatsoever with respect to matters governed by the laws of any other jurisdiction.

We consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of our name in the Registration Statement under the caption “Legal Matters” in the prospectus included in the Registration Statement. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,  
/s/ Doron, Tikotzky, Kantor, Gutman & Gross  
Doron, Tikotzky, Kantor, Gutman & Gross