

XTL BIOPHARMACEUTICALS LTD  
Form 20-F/A  
June 11, 2012

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 20-F/A**

**(Amendment No. 2)**

(Mark One)

**REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2011

OR

**TRANSITIONAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

**“ SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_.**

Commission file number: **000-51310**

**XTL BIOPHARMACEUTICALS LTD.**

(Exact name of registrant as specified in its charter)

**Israel**

(Jurisdiction of incorporation or organization)

Herzliya Business Park

85 Medinat Hayehudim, Building G, PO Box 4033

Herzliya Pituach 46140, Israel

(Address of principal executive offices)

David Grossman

Chief Executive Officer

85 Medinat Hayehudim, Building G, PO Box 4033

Herzliya Pituach 46140, Israel

Tel: +972-9-955-7080

Fax: +972-9-951-9727

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

**Securities registered or to be registered pursuant to Section 12(b) of the Act:**

American Depositary Shares, each representing two Ordinary Shares, par value NIS 0.1 (Title of Class)	None (Name of each exchange on which registered)
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**Securities registered or to be registered pursuant to Section 12(g) of the Act:** None.

**Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:** None.

**Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.**

10,158,081 American Depositary Shares 204,031,550 Ordinary Shares

**Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.**

Yes  No

**If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.**

Yes  No

**Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.**

Yes  No

**Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and**

post such files.)

Yes  No

**Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of “accelerated filer and large accelerated filer” in Rule 12b-2 of the Exchange Act). (Check one):**

Large accelerated filer  Accelerated filer  Non-accelerated  
filer

**Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:**

U.S. GAAP  International Financial Reporting Standards as issued  Other  
by the International Accounting Standards Board

**If “Other” has been check in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.**

Item 17  Item 18

**Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).**

Yes  No

**EXPLANATORY NOTE**

This Amendment No. 2 (the “Amendment No. 2”) on Form 20-F/A is filed by XTL Biopharmaceuticals, Ltd. to amend its Annual Report on Form 20-F for the fiscal year ended December 31, 2011, originally filed with the Securities and Exchange Commission on March 29, 2012 (“2011 Form 20-F”), and amended on March 30, 2012 to include Exhibit 10.53 (the “Amendment No. 1”). At the request of the Securities and Exchange Commission, this Amendment No. 2 restores certain information redacted from the version of Exhibit 10.53 filed with Amendment No. 1.

This Form 20-F/A consists of a cover page, this explanatory note, the signature page and a revised Exhibit 10.53. Except as provided above, no other changes have been made to the 2011 Form 20-F. Other than as expressly set forth above, this Form 20-F/A does not, and does not purport to, amend, update or restate any information received or reflect any events that have occurred after the 2011 Form 20-F was filed.

**SIGNATURES**

The registrant hereby certifies that it meets all the requirements for filing on Form 20-F/A and that it has duly caused and authorized the undersigned to sign this registration statement on its behalf.

XTL BIOPHARMACEUTICALS  
LTD.  
*(Registrant)*

Signature: /s/ David Grossman  
David Grossman  
Chief Executive Officer

Date: June 11, 2012