

XTL BIOPHARMACEUTICALS LTD
Form 6-K
January 30, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 6-K

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16

of the Securities Exchange Act of 1934

For the month of January, 2013

Commission File Number: **000-51310**

XTL Biopharmaceuticals Ltd.

(Translation of registrant's name into English)

**85 Medinat Hayehudim St., Herzliya
Pituach, PO Box 4033,**

Herzliya 46140, Israel

(Address of principal executive offices)

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Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- N/A

Incorporation by Reference: This Form 6-K of XTL Biopharmaceuticals Ltd. dated January 30, 2013 is hereby incorporated by reference into the registration statements on Form F-3 (File No. 333-141529, File No. 333-147024 and File No. 333-153055) filed by XTL Biopharmaceuticals Ltd. with the Securities and Exchange Commission on March 23, 2007, October 30, 2007 and August 15, 2008, respectively, and the registration statements on Form S-8 (File No. 333-148085, File No. 333-148754 and File No. 333-154795) filed by XTL Biopharmaceuticals Ltd. with the Securities and Exchange Commission on December 14, 2007, January 18, 2008, and October 28, 2008, respectively.

XTL Biopharmaceuticals – Immediate Report

Below is a summary English translation (from Hebrew) of an immediate report by XTL Biopharmaceuticals Ltd. as published on the Tel-Aviv Stock Exchange Ltd.

Herzliya, Israel – January 30, 2013 – XTL Biopharmaceuticals Ltd. (the “**Company**”) announces that on January 29, 2013, the Company filed, with the District Court of Tel Aviv-Jaffa (the “**Court**”), an urgent request for settlement between the Company and its shareholders and between the Company and its Series 2 warrant holders (the “**Warrantholders**”) pursuant to Section 350 of the Israeli Companies Law-1999 (the “**Settlement**”). The Court was asked to permit the Company to convene an Extraordinary General Meeting of Shareholders of the Company and Warrantholders in order to extend the exercise period of the warrants (Series 2) (the “**Warrants**”) to December 31, 2013 (the “**Extended Exercise Period**”). The Extended Exercise Period would enable each Warrantholder a better opportunity to exercise the Warrants. Any resulting proceeds will be deposited into the Company's bank account. However, there is no certainty that the Extended Exercise Period will ensure that the Warrants or any part of them will be exercised.

The Warrants will expire on February 27, 2013. According to the instructions and guidelines of the Tel Aviv Stock Exchange (“**TASE**”), the Company is required to provide to TASE, until February 20, 2013, a judicial order directing the extension of the Warrants. Because it is not viable to complete the necessary procedures by that date, the Company filed with the Court, in addition to the above Settlement request, a request for a temporary order whereby the expiration of the Warrants would be extended until April 30, 2013 in order to provide sufficient time to complete the necessary procedures.

On January 30, 2013, the Court accepted the Company's request to convene the meetings mentioned above.

The Company has issued, among others, shares and 18,457,500 Warrants pursuant to its public prospectus dated March 7, 2011. The exercise price for each Warrant is 1 NIS, linked to the US dollar. The exercise period runs until February 27, 2013.

Prior to the submission of the aforesaid requests, of the 18,457,500 Warrants outstanding, 6,154,095 Warrants were exercised.

Respectfully,

XTL Biopharmaceuticals Ltd.

About XTL Biopharmaceuticals Ltd. (“XTL”)

XTL Biopharmaceuticals Ltd., a biopharmaceutical company, focuses on the acquisition, development, and commercialization of pharmaceutical products for the treatment of clinical unmet needs. XTL is focused on late stage clinical development of drugs for the treatment of multiple myeloma, schizophrenia, and hepatitis C.

XTL’s lead drug candidate, rHuEPO, for the treatment of multiple myeloma blood cancer, was granted an orphan drug designation from the FDA. rHuEPO has been approved for marketing by the FDA and has for many years been sold for billions of dollars across the world for the treatment of severe anemia.

XTL holds the controlling stake in Proteologics Ltd. (TASE: PRTL), a drug discovery company, and InterCure Ltd. (TASE: INCR), a company which has disrupted the \$42 billion hypertension industry with the world's first FDA-cleared, OTC blood pressure treatment device, RESPeRATE® (www.resperate.com).

XTL is a public company traded on the Tel Aviv Stock Exchange (TASE: XTL) and its ADRs are quoted in the US on the Pink Sheets (OTC: XTLBY). XTL shares are included in the following indices: Tel-Aviv MidCap-50, Tel-Aviv Biomed, Tel-Aviv MidCap, and Tel-Aviv Bluetech-50.

Contact:

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Cautionary Statement

Some of the statements included in this Form 6-K may be forward-looking statements that involve a number of risks and uncertainties. For those statements, we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

XTL
BIOPHARMACEUTICALS
LTD.

Date: January 30, 2013 By: /s/ David
Grossman
Name: David Grossman
Title: Chief Executive
Officer