

XTL BIOPHARMACEUTICALS LTD
Form 20-F
May 31, 2011

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

FORM 20-F

(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, 2010

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

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(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.

10,887,081 American Depositary Shares	191,711,006 Ordinary Shares
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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 <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>	Non-accelerated filer <input checked="" type="checkbox"/>
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Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

<input type="checkbox"/> U.S. GAAP	<input checked="" type="checkbox"/> International Financial Reporting Standards as issued by the International Accounting Standards Board	<input type="checkbox"/> Other
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If “Other” has been checked 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

XTL BIOPHARMACEUTICALS LTD.
ANNUAL REPORT ON FORM 20-F

TABLE OF CONTENTS

		Page
SPECIAL CAUTIONARY NOTICE REGARDING FORWARD-LOOKING STATEMENTS		1
PART I		
ITEM 1	Identity of Directors, Senior Management and Advisers	2
ITEM 2	Offer Statistics and Expected Timetable	2
ITEM 3	Key Information	2
ITEM 4	Information on the Company	23
ITEM 4A	Unresolved Staff Comments	38
ITEM 5	Operating and Financial Review and Prospects	39
ITEM 6	Directors, Senior Management and Employees	56
ITEM 7	Major Shareholders and Related Party Transactions	66
ITEM 8	Financial Information	67
ITEM 9	The Offer and Listing	68
ITEM 10	Additional Information	70
ITEM 11	Quantitative and Qualitative Disclosures About Market Risk	88
ITEM 12	Description of Securities other than Equity Securities	89
PART II		
ITEM 13	Defaults, Dividend Arrearages and Delinquencies	90
ITEM 14	Material Modifications to the Rights of Security Holders and Use of Proceeds	90
ITEM 15	Controls and Procedures	91
ITEM 16	Reserved	91
ITEM 16A	Audit Committee Financial Expert	91
ITEM 16B	Code of Ethics	91
ITEM 16C	Principal Accountant Fees And Services	91
ITEM 16D	Exemptions From The Listing Standards For Audit Committees	92
ITEM 16E	Purchases Of Equity Securities By The Issuer And Affiliated Purchasers	92
ITEM 16G	Corporate Governance	92
PART III		
ITEM 17	Financial Statements	93
ITEM 18	Financial Statements	93
ITEM 19	Exhibits	93
SIGNATURES		96

This annual report on Form 20-F contains trademarks and trade names of XTL Biopharmaceuticals Ltd., including our name and logo.

SPECIAL CAUTIONARY NOTICE REGARDING FORWARD-LOOKING STATEMENTS

Certain matters discussed in this report, including matters discussed under the caption “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” may constitute forward-looking statements for purposes of the Securities Act of 1933, as amended, or the Securities Act, and the Securities Exchange Act of 1934, as amended, or the Exchange Act, and involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from the future results, performance or achievements expressed or implied by such forward-looking statements. The words “expect,” “anticipate,” “intend,” “plan,” “believe,” “seek,” “estimate,” and similar expressions are intended to identify such forward-looking statements. Our actual results may differ materially from the results anticipated in these forward-looking statements due to a variety of factors, including, without limitation, those discussed under “Item 3. Key Information–Risk Factors,” “Item 4.- Information on the Company,” “Item 5. Operating and Financial Review and Prospects,” and elsewhere in this report, as well as factors which may be identified from time to time in our other filings with the Securities and Exchange Commission, or the SEC, or in the documents where such forward-looking statements appear. All written or oral forward-looking statements attributable to us are expressly qualified in their entirety by these cautionary statements.

The forward-looking statements contained in this report reflect our views and assumptions only as of the date this report is signed. Except as required by law, we assume no responsibility for updating any forward-looking statements.

PART I

Unless the context requires otherwise, references in this report to “XTL,” “we,” “us” and “our” refer to XTL Biopharmaceuticals Ltd. and our wholly-owned subsidiaries, Xtepo Ltd, XTL Biopharmaceuticals, Inc. and XTL Development, Inc. We have prepared our consolidated financial statements in United States, or US, dollars and in accordance with International Financial Reporting Standards, or IFRS. All references herein to “dollars” or “\$” are to US dollars, and all references to “Shekels” or “NIS” are to New Israeli Shekels.

ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS

Not applicable

ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not applicable

ITEM 3. KEY INFORMATION

Selected Financial Data

The tables below present selected financial data for the fiscal years ended as of December 31, 2010, 2009, 2008, 2007 and 2006. We have derived the selected financial data for the fiscal years ended December 31, 2010, 2009 and 2008, from our audited consolidated financial statements, included elsewhere in this report and prepared in accordance with International Financial Reporting Standards (“IFRS”) issued by the International Accounting Standards Board (“IASB”). Until 2009, we have presented our financial statements using the accounting standards and principles as set forth under United States Generally Accepted Accounting Principles (“US GAAP”). Since 2009, we have prepared our consolidated financial statements in accordance with IFRS. The selected financial data for the fiscal years ended as of December 31, 2010, 2009, 2008 and 2007 are presented in accordance with IFRS. The selected financial data for the fiscal year ended as of December 31, 2006 is presented in accordance with US GAAP and have been derived from our consolidated financial statements that are not included in this annual report. The information presented below in IFRS for the fiscal years ending 2010, 2009, 2008 and 2007 is not comparable to the information presented in US GAAP for the fiscal year ending 2006. You should read the selected financial data in conjunction with “Item 5. Operating and Financial Review and Prospects,” “Item 8. Financial Information” and “Item 18. Financial Statements.”

In accordance with IFRS:

Consolidated Statements of Comprehensive income:

	Year ended December 31,			
	2010	2009	2008	2007
	U.S dollars in thousands (except per share data)			
Revenues	-	-	5,940	907
Cost of revenues	-	-	1,841	110
Gross profit	-	-	4,099	797
Research and development costs	64	-	11,722	11,500
General and administrative expenses (income)	1,222	(2,429) *	3,937	7,596
Impairment loss of intangible asset	-	-	7,500	-
Other gains (losses), net	30	139	288	(8)
Operating income (loss)	(1,256)	2,568	(18,772)	(18,307)
Finance income	6	6	331	668
Finance costs	7	10	17	30
Financial income (costs), net	(1)	(4)	314	638
Income (loss) before taxes on income	(1,257)	2,564	(18,458)	(17,669)
tax benefit	-	(23)	(31)	(206)
Net income (loss) for the year attributable to equity holders of the parent	(1,257)	2,587		