

XTL BIOPHARMACEUTICALS LTD
 Form 4
 March 19, 2008

FORM 4

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

OMB APPROVAL

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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).

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
EDELMAN JOSEPH

2. Issuer Name and Ticker or Trading Symbol
XTL BIOPHARMACEUTICALS LTD [XTLB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/06/2008

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

PERCEPTIVE ADVISORS LLC, 499 PARK AVENUE, 25TH FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10022

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Ordinary Shares ⁽¹⁾ | 03/06/2008 | | P | 615,700 A | \$ 3.8632 51,321,980 | I | see footnote <u>(2)</u> |
| Ordinary Shares ⁽¹⁾ | 03/06/2008 | | P | 244,400 A | \$ 3.7273 51,566,380 | I | see footnote <u>(2)</u> |
| Ordinary Shares ⁽¹⁾ | 03/07/2008 | | P | 940,000 A | \$ 3.7378 52,506,380 | I | see footnote <u>(2)</u> |

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| | | | | | | | | |
|--------------------------------|------------|---|---------|---|-----------|------------|---|-------------------------|
| Ordinary Shares ⁽¹⁾ | 03/07/2008 | P | 141,440 | A | \$ 3.6467 | 52,647,820 | I | see footnote <u>(2)</u> |
| Ordinary Shares ⁽¹⁾ | 03/06/2008 | P | 15,600 | A | \$ 3.7273 | 2,673,280 | I | see footnote <u>(3)</u> |
| Ordinary Shares ⁽¹⁾ | 03/06/2008 | P | 39,300 | A | \$ 3.8632 | 2,712,580 | I | see footnote <u>(3)</u> |
| Ordinary Shares ⁽¹⁾ | 03/07/2008 | P | 9,020 | A | \$ 3.6467 | 2,721,600 | I | see footnote <u>(3)</u> |
| Ordinary Shares ⁽¹⁾ | 03/07/2008 | P | 60,000 | A | \$ 3.7378 | 2,781,600 | I | see footnote <u>(3)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EDELMAN JOSEPH PERCEPTIVE ADVISORS LLC 499 PARK AVENUE, 25TH FLOOR | | | X | |

NEW YORK, NY 10022

PERCEPTIVE LIFE SCIENCES MASTER FUND LTD

C/O PERCEPTIVE ADVISORS LLC

499 PARK AVENUE, 25TH FLOOR

NEW YORK, NY 10022

X

PERCEPTIVE ADVISORS LLC

499 PARK AVENUE, 25TH FLOOR

NEW YORK, NY 10022

X

Cho Michael

PERCEPTIVE ADVISORS LLC

499 PARK AVENUE, 25TH FLOOR

NEW YORK, NY 10022

X

Bradley Scott

PERCEPTIVE ADVISORS LLC

499 PARK AVENUE, 25TH FLOOR

NEW YORK, NY 10022

X

Signatures

/s/ JOSEPH

EDELMAN

03/17/2008

 Signature of Reporting
Person

Date

Explanation of Responses:

* 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).

- (1) This Form 4 is being filed by Joseph Edelman, Michael Cho, Scott Bradley, Perceptive Life Science Master Fund Ltd. ("Master Fund") and Perceptive Advisors LLC ("Advisors").

This transaction was effected through the Master Fund. Mr. Edelman is the managing member of Advisors, which in turn serves as the investment manager of Master Fund. Mr. Edelman and Mr. Bradley share dispositive power over 1,010,000 of such shares and Mr. Edelman and Mr. Cho share dispositive power of 2,544,770 of such shares. Mr. Edelman has sole voting and dispositive power over the remainder of such shares. In accordance with Instruction 4(b)(iv) of Form 4, the entire amount of the Issuer's securities held by Master Fund is reported herein. Each of Mr. Edelman, Mr. Cho, Mr. Bradley and Advisors disclaims, for purposes of Section 16 of the Securities Exchange Act of 1934, beneficial ownership of such securities, except to the extent of his/its indirect pecuniary therein, and this report shall not be deemed an admission that Mr. Edelman, Mr. Cho, Mr. Bradley and Advisors is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.

- (2)

This transaction was effected through an account at First New York Trading, LLC. Mr. Edelman and Mr. Cho share dispositive power over 282,710 of such shares and Mr. Edelman has sole voting and dispositive power over the remainder of such shares. Mr. Edelman and Mr. Cho each disclaims, for purposes of Section 16 of the Securities Exchange Act of 1934, beneficial ownership of such securities, except to the extent of his indirect pecuniary interest therein, and this report shall not be deemed an admission that Mr. Edelman or Mr. Cho is the beneficial owner of such securities for purposes of Section 16 or for any other purposes. Mr. Bradley disclaims beneficial ownership over all such shares.

- (3)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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