

Check-Cap Ltd
Form 6-K
November 20, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER
THE SECURITIES EXCHANGE ACT OF 1934

For November 2017

Commission File No. 001-36848

Check-Cap Ltd.

Check-Cap Building
Abba Hushi Avenue
P.O. Box 1271
Isfiya, 30090
Mount Carmel, Israel
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES.)

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 the registrant by furnishing the information contained in this form 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" marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-____

This Form 6-K is being incorporated by reference into the Post-Effective Amendment No. 1 to the Form S-8 Registration Statement File No. 333-203384, into the Form F-3 Registration Statement File No. 333-211065 and into the Form F-1 Registration Statement File No. 333-219047.

Other Information

On November 20, 2017, Check-Cap Ltd. issued a press release announcing that it has entered into definitive agreements with institutional investors for the purchase of 2,272,640 ordinary shares, at a purchase price of \$1.10 per share. Concurrently, in a private placement, the Company will issue to the investors unregistered, five-year warrants to purchase aggregate of up to 1,704,480 of its ordinary shares, at an exercise price of \$1.25 per share, that are immediately exercisable. The Company will receive approximately \$2.5 million gross proceeds at the closing of the offering and approximately \$4.6 million total gross proceeds in the event that the warrants are exercised in full in cash. The offering is expected to close on or about November 22, 2017, subject to satisfaction of customary closing conditions.

H.C. Wainwright & Co., is acting as the exclusive placement agent for this offering.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

SIGNATURE

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

Check-Cap Ltd.

By: /s/ William Densel

Name: William Densel

Title: Chief Executive Officer

Dated: November 20, 2017
