

XTL BIOPHARMACEUTICALS LTD

Form 4

February 01, 2008

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(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)  
JOSEPH EDELMAN, 499 PARK  
AVENUE, 25TH FLOOR

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/30/2008

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

(Street)  
NEW YORK, NY 10022

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

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

(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) |                             |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---------|------------|---|--|---|-----------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D) | Price   |  |   |                             |
| Ordinary Shares <sup>(1)</sup>  | 01/30/2008                           |  | P                              |   | 235,000 | A          | \$ 3.2304   | 44,589,850   | I   | see footnote <sup>(2)</sup> |
| Ordinary Shares <sup>(1)</sup>  | 01/30/2008                           |  | P                              |   | 15,000  | A          | \$ 3.2304   | 2,267,230  | I   | see footnote <sup>(3)</sup> |

see  
footnote  
(2)

see  
footnote  
(3)

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**

SEC 1474  
(9-02)

number.

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships                    |
|---|----------------------------------|
|   | Director 10% Owner Officer Other |
| EDELMAN JOSEPH<br>JOSEPH EDELMAN<br>499 PARK AVENUE, 25TH FLOOR<br>NEW YORK, NY 10022   | X                                |
| PERCEPTIVE LIFE SCIENCES MASTER FUND LTD<br>PERCEPTIVE LIFE SCIENCES MASTER FUND LTD<br>499 PARK AVENUE, 25TH FLOOR<br>NEW YORK, NY 10022 | X                                |
| PERCEPTIVE ADVISORS LLC<br>PERCEPTIVE ADVISORS LLC<br>499 PARK AVENUE, 25TH FLOOR<br>NEW YORK, NY 10022                                   | X                                |
| Cho Michael<br>MICHAEL CHO<br>499 PARK AVENUE, 25TH FLOOR<br>NEW YORK, NY 10022   | X                                |
| Bradley Scott<br>SCOTT BRADLEY<br>499 PARK AVENUE, 25TH FLOOR<br>NEW YORK, NY 10022   | X                                |

