

XTL BIOPHARMACEUTICALS LTD
Form 6-K
September 02, 2014

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 September, 2014

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 4614001, 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 September 2, 2014 is hereby incorporated by reference into 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 LTD.

INTERIM FINANCIAL INFORMATION

AS OF JUNE 30, 2014

UNAUDITED

INDEX

	Page
Condensed Consolidated Financial Statements - in U.S. dollars:	
<u>Condensed Consolidated Statements of Financial Position</u>	2 - 3
<u>Condensed Consolidated Statements of Comprehensive Loss</u>	4
<u>Condensed Consolidated Statements of Changes in Equity</u>	5 - 9
<u>Condensed Consolidated Statements of Cash Flows</u>	10 - 12
<u>Notes to Financial Statements</u>	13 - 21

XTL BIOPHARMACEUTICALS LTD.

CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	June 30,		December 31,
	2014	2013	2013
	Unaudited		Audited
	U.S. dollars in thousands		
ASSETS			
CURRENT ASSETS:			
Cash and cash equivalents	2,676	995	2,887
Short-term deposits	584	1,058	1,278
Trade receivables	144	97	126
Other accounts receivable	531	168	473
Restricted deposits	188	22	23
Inventories	301	265	302
	4,424	2,605	5,089
NON-CURRENT ASSETS:			
Investment in associate	-	1,965	-
Property, plant and equipment, net	27	70	61
Intangible assets, net	2,773	4,740	2,865
	2,800	6,775	2,926
<u>Total</u> assets	7,224	9,380	8,015

The accompanying notes are an integral part of the financial statements.

XTL BIOPHARMACEUTICALS LTD.

CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	June 30, 2014 Unaudited U.S. dollars in thousands	2013	December 31, 2013 Audited
LIABILITIES AND EQUITY			
CURRENT LIABILITIES:			
Trade payables	525	662	615
Other accounts payable	823	707	604
	1,348	1,369	1,219
NON-CURRENT LIABILITIES:			
Employee benefit liabilities	27	13	11
	27	13	11
EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY:			
Ordinary share capital	6,180	6,001	6,093
Share premium and options	148,146	147,489	148,327
Accumulated deficit	(147,126)	(144,935)	(146,073)
Treasury shares	(1,501)	(2,469)	(2,091)
Foreign currency translation adjustments of foreign operations	-	181	-
Reserve from transactions with non-controlling interests	9	9	9
	5,708	6,276	6,265
Non-controlling interests	141	1,722	520
Total equity	5,849	7,998	6,785
Total liabilities and equity	7,224	9,380	8,015

The accompanying notes are an integral part of the financial statements.

David Bassa

Josh Levine

David Kestenbaum

Date of approval of the financial statements by the Company's Board: August 31, 2014.

XTL BIOPHARMACEUTICALS LTD.

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

	Six months ended June 30,		Three months ended June 30,		Year ended December 31,
	2014	2013	2014	2013	2013
	Unaudited				Audited
	U.S. dollars in thousands (except per share data)				
Revenues	967	1,185	380	512	2,369
Cost of sales	(270)	(387)	(113)	(188)	(741)
Gross profit	697	798	267	324	1,628
Research and development expenses	(90)	(43)	(40)	(25)	(113)
Selling and marketing expenses	(725)	(1,294)	(321)	(608)	(1,691)
General and administrative expenses	(1,217)	(1,394)	(488)	(694)	(2,048)
Impairment of intangible assets	-	-	-	-	(1,729)
Impairment of fixed and intangible assets in subsidiary	(141)	-	(141)	-	-
Other gains, net	-	10	-	3	1,059
Operating loss	(1,476)	(1,923)	(723)	(1,000)	(2,894)
Finance income	15	39	13	18	61
Finance expenses	(10)	(13)	-	(3)	(35)
Finance income, net	5	26	13	15	26
Losses from investment in associate	-	(449)	-	(259)	(845)
Loss for the period	(1,471)	(2,346)	(710)	(1,244)	(3,713)
Other comprehensive income (loss):					
Items which can be classified to profit or loss:					
Foreign currency translation differences	-	68	-	17	108
Reclassification of foreign currency translation adjustments to Other gains, net	-	-	-	-	(221)
Total other comprehensive income (loss)	-	68	-	17	(113)
Total comprehensive loss for the period	(1,471)	(2,278)	(710)	(1,227)	(3,826)

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Loss for the period attributable to:						
Equity holders of the Company	(1,249)	(1,875)	(563)	(1,003)	(2,476))
Non-controlling interests	(222)	(471)	(147)	(241)	(1,237))
	(1,471)	(2,346)	(710)	(1,244)	(3,713))
Total comprehensive loss for the period attributable to:						
Equity holders of the Company	(1,249)	(1,807)	(563)	(986)	(2,589))
Non-controlling interests	(222)	(471)	(147)	(241)	(1,237))
	(1,471)	(2,278)	(710)	(1,227)	(3,826))
Basic and diluted loss per share (in U.S. dollars)	(0.005)	(0.008)	(0.002)	(0.004)	(0.011))

The accompanying notes are an integral part of the financial statements.

XTL BIOPHARMACEUTICALS LTD.

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

Six months ended June 30, 2014

Attributable to equity holders of the Company

	Share capital	Share premium and options	Accumulated deficit	Treasury shares	Reserve from transactions with non-controlling interests	Total	Non-controlling interests	Total equity
U.S. dollars in thousands								
Balance as of January 1, 2014 (audited)	6,093	148,327	(146,073)	(2,091)	9	6,265	520	6,785
Loss for the period	-	-	(1,249)	-	-	(1,249)	(222)	(1,471)
Total comprehensive loss	-	-	(1,249)	-	-	(1,249)	(222)	(1,471)
Share-based payment to employees and others	-	-	196	-	-	196	6	202
Share-based payment to vendor	*)	37	-	-	-	37	-	37
Sale of treasury shares	-	(197)	-	590	-	393	(163)	230
Exercise of warrants and stock options into shares	87	(21)	-	-	-	66	-	66
Balance as of June 30, 2014 (unaudited)	6,180	148,146	(147,126)	(1,501)	9	5,708	141	5,849

*) Represents an amount lower than USD 1 thousand.

The accompanying notes are an integral part of the financial statements.

XTL BIOPHARMACEUTICALS LTD.

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

Six months ended June 30, 2013

Attributable to equity holders of the Company

	Share capital	Share premium and options	Accumulated deficit	Treasury shares	Foreign currency translation adjustments of foreign operations	Reserve from transactions with non- controlling interests	Total	Non- controlling interests	Total equity
U.S. dollars in thousands									
Balance as of January 1, 2013 (audited)	5,997	147,475	(143,560)	(2,469)	114	(204)	7,353	2,071	9,424
Loss for the period	-	-	(1,875)	-	-	-	(1,875)	(471)	(2,346)
Other comprehensive income	-	-	-	-	68	-	68	-	68
Total comprehensive loss	-	-	(1,875)	-	68	-	(1,807)	(471)	(2,278)
Share-based payment to employees and others	-	-	500	-	-	-	500	335	835
Conversion of convertible loan into capital in subsidiary	-	-	-	-	-	213	213	(213)	-
Exercise and expiration of stock options in associate	-	-	-	-	(1)	-	(1)	-	(1)
Exercise of warrants and stock options into shares	4	14	-	-	-	-	18	-	18
Balance as of June 30, 2013 (unaudited)	6,001	147,489	(144,935)	(2,469)	181	9	6,276	1,722	7,998

The accompanying notes are an integral part of the financial statements.

XTL BIOPHARMACEUTICALS LTD.

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	Three months ended June 30, 2014							
	Attributable to equity holders of the Company							
	Share capital	Share premium and options	Accumulated deficit	Treasury shares	Reserve from transactions with non-controlling interests	Total	Non-controlling interests	Total equity
	U.S. dollars in thousands							
Balance as of April 1, 2014 (unaudited)	6,093	148,167	(146,626)	(1,501)	9	6,142	286	6,428
Loss for the period	-	-	(563)	-	-	(563)	(147)	(710)
Other comprehensive loss	-	-	-	-	-	-	-	-
Total comprehensive loss	-	-	(563)	-	-	(563)	(147)	(710)
Share-based payment to employees and others	-	-	63	-	-	63	2	65
Issuance of shares	-	-	-	-	-	-	-	-
Sale of treasury shares	-	-	-	-	-	-	-	-
Exercise of warrants and stock options into shares	87	(21)	-	-	-	66	-	66
Balance as of June 30, 2014 (unaudited)	6,180	148,146	(147,126)	(1,501)	9	5,708	141	5,849

The accompanying notes are an integral part of the financial statements.

XTL BIOPHARMACEUTICALS LTD.

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

Three months ended June 30, 2013

Attributable to equity holders of the Company

	Share capital	Share premium and options	Accumulated deficit	Treasury shares	Foreign currency translation adjustments of foreign operations	Reserve from transactions with non- controlling interests	Total	Non- controlling interests	Total equity
U.S. dollars in thousands									
Balance as of April 1, 2013 (unaudited)	5,998	147,483	(144,146)	(2,469)	164	(204)	6,826	2,001	8,827
Loss for the period	-	-	(1,003)	-	-	-	(1,003)	(241)	(1,244)
Other comprehensive income	-	-	-	-	17	-	17	-	17
Total comprehensive loss	-	-	(1,003)	-	17	-	(986)	(241)	(1,227)
Share-based payment to employees and others	-	-	214	-	-	-	214	175	389
Conversion of convertible loan into capital in subsidiary	-	-	-	-	-	213	213	(213)	-
Exercise of warrants and stock options into shares	3	6	-	-	-	-	9	-	9
Balance as of June 30, 2013 (unaudited)	6,001	147,489	(144,935)	(2,469)	181	9	6,276	1,722	7,998

The accompanying notes are an integral part of the financial statements.

XTL BIOPHARMACEUTICALS LTD.

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

Year ended December 31, 2013

Attributable to equity holders of the Company

	Share capital	Share premium and options	Accumulated deficit	Treasury shares	Foreign currency translation adjustments of foreign operations	Reserve from transactions with non- controlling interests	Total	Non- controlling interests	Total equity
U.S. dollars in thousands									
Balance as of January 1, 2013 (audited)	5,997	147,475	(143,560)	(2,469)	114	(204)	7,353	2,071	9,424
Loss for the year	-	-	(2,476)	-	-	-	(2,476)	(1,237)	(3,713)
Other comprehensive loss	-	-	-	-	(113)	-	(113)	-	(113)
Total comprehensive loss	-	-	(2,476)	-	(113)	-	(2,589)	(1,237)	(3,826)
Share-based payment to employees and others	-	-	(7)	-	-	-	(7)	(58)	(65)
Issuance of shares and warrants	90	876	-	-	-	-	966	-	966
Exercise of options in associate	-	-	-	-	(1)	-	(1)	-	(1)
Sale of treasury shares	-	(52)	-	378	-	-	326	(43)	283
Conversion of convertible loan into capital in subsidiary	-	-	-	-	-	213	213	(213)	-
Other	-	-	(30)	-	-	-	(30)	-	(30)
Exercise of warrants into shares	6	28	-	-	-	-	34	-	34
Balance as of December 31, 2013 (audited)	6,093	148,327	(146,073)	(2,091)	-	9	6,265	520	6,785

The accompanying notes are an integral part of the financial statements.

XTL BIOPHARMACEUTICALS LTD.**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

	Six months ended June 30, 2014		Three months ended June 30, 2014		Year ended December 31, 2013
	Unaudited				Audited
	U.S. dollars in thousands				
Cash flows from operating activities:					
Loss for the period	(1,471)	(2,346)	(710)	(1,244)	(3,713)
Adjustments to reconcile loss to net cash used in operating activities (a)	130	1,125	166	576	1,214
Net cash used in operating activities	(1,341)	(1,221)	(544)	(668)	(2,499)
Cash flows from investing activities:					
Proceeds from sale of investment in associate	291	-	-	-	3,054
Increase in restricted deposit	(165)	-	(165)	-	-
Decrease (increase) in short-term bank deposits	701	582	703	(1)	366
Purchase of property, plant and equipment	(10)	(10)	(4)	(2)	-
Purchase of intangible assets	-	(73)	-	-	(84)
Other investments	-	-	4	-	-
Net cash provided by (used in) investing activities	817	499	538	(3)	3,336
Cash flows from financing activities:					
Sale of treasury shares	230	-	-	-	283
Proceeds from exercise of stock options into shares	66	18	-	-	-