

XTL BIOPHARMACEUTICALS LTD  
 Form 3  
 November 04, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â KENNEDY WILLIAM                  JAMES</p> <p>(Last) (First) (Middle)</p> <p>C/O XTL                  BIOPHARMACEUTICALS                  LTD,Â 711 EXECUTIVE                  BLVD., SUITE Q</p> <p>(Street)</p> <p>VALLEY                  COTTAGE,Â NYÂ 10989</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>08/01/2005</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>XTL BIOPHARMACEUTICALS LTD [XTLB]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input type="checkbox"/> Officer <input type="checkbox"/> Other                  (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**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.**

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
OPTIONS TO PURCHASE ORDINARY SHARES	Â (1)	08/01/2015	ORDINARY SHARES	60,000	\$ 0.853	D	Â
OPTIONS TO PURCHASE ORDINARY SHARES	Â (2)	08/01/2016	ORDINARY SHARES	20,000	\$ 0.325	D	Â
OPTIONS TO PURCHASE ORDINARY SHARES	Â (3)	08/01/2017	ORDINARY SHARES	20,000	\$ 0.204	D	Â
OPTIONS TO PURCHASE ORDINARY SHARES	Â (4)	07/20/2018	ORDINARY SHARES	300,000	\$ 0.35	D	Â
OPTIONS TO PURCHASE ORDINARY SHARES	Â (5)	08/01/2018	ORDINARY SHARES	20,000	\$ 0.368	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KENNEDY WILLIAM JAMES C/O XTL BIOPHARMACEUTICALS LTD 711 EXECUTIVE BLVD., SUITE Q VALLEY COTTAGE, NY 10989	Â X	Â	Â	Â

## Signatures

/s/ William J. Kennedy 10/27/2008

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Granted on 8/1/2005. The options are fully vested.
- (2) Granted on 8/1/2006. 13,333 of these options are fully vested. The remainder vests as follows: 1,667 options on 11/1/2008, 1,667 options on 2/1/2009, 1,667 options on 5/1/2009 and 1,666 options on 8/1/2009.  
Granted on 08/01/2007. 6,667 of these options are fully vested. The remainder vest as follows: 1,667 options on 11/1/2008, 1,667 options on 2/1/2009, 1,666 options on 5/1/2009, 1,666 options on 8/1/2009, 1,667 options on 11/1/2009, 1,667 options on 2/1/2010, 1,667 options on 5/1/2010 and 1,666 options on 8/1/2010.
- (4)

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The options vest monthly over three years in a linear manner so that 8,334 options vest upon the 10th day of every month so long as the reporting person is serving as a director of XTL Biopharmaceuticals LTD, for a total of 36 months from the date of issuance (on the 10th day of the 36th month, 8,310 options vest).

- (5) Granted on 8/1/2008. 1,667 options vest quarterly on the first of each November, February, May and August beginning November 1, 2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.