

XTL BIOPHARMACEUTICALS LTD

Form 4

March 19, 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

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(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)
PERCEPTIVE ADVISORS
LLC, 499 PARK AVENUE, 25TH
FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
03/10/2008

____ 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 ⁽¹⁾	03/10/2008		P		470,000	A	\$ 3.2456	53,117,820	I	see footnote ⁽²⁾
Ordinary Shares ⁽¹⁾	03/10/2008		P		470,000	A	\$ 3.15	53,587,820	I	see footnote ⁽²⁾
Ordinary Shares ⁽¹⁾	03/10/2008		P		394,800	A	\$ 3.2765	5,398,260	I	see footnote ⁽²⁾

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Ordinary Shares ⁽¹⁾	03/11/2008	P	470,000	A	\$ 3.3117	54,452,620	I	see footnote ⁽²⁾
Ordinary Shares ⁽¹⁾	03/11/2008	P	107,100	A	\$ 3.3048	54,559,720	I	see footnote ⁽²⁾
Ordinary Shares ⁽¹⁾	03/12/2008	P	141,000	A	\$ 3.3661	54,700,720	I	see footnote ⁽²⁾
Ordinary Shares ⁽¹⁾	03/12/2008	P	272,600	A	\$ 3.3501	54,973,320	I	see footnote ⁽²⁾
Ordinary Shares ⁽¹⁾	03/13/2008	P	138,180	A	\$ 3.3803	55,111,500	I	see footnote ⁽²⁾
Ordinary Shares ⁽¹⁾	03/13/2008	P	94,000	A	\$ 3.3733	55,205,500	I	see footnote ⁽¹⁾
Ordinary Shares ⁽¹⁾	03/10/2008	P	30,000	A	\$ 3.2456	2,811,600	I	see footnote ⁽³⁾
Ordinary Shares ⁽¹⁾	03/10/2008	P	30,000	A	\$ 3.15	2,841,600	I	see footnote ⁽³⁾
Ordinary Shares ⁽¹⁾	03/10/2008	P	25,200	A	\$ 3.2765	2,866,800	I	see footnote ⁽³⁾
Ordinary Shares ⁽¹⁾	03/11/2008	P	30,000	A	\$ 3.3117	2,896,800	I	see footnote ⁽³⁾
Ordinary Shares ⁽¹⁾	03/11/2008	P	11,900	A	\$ 3.3048	2,908,700	I	see footnote ⁽³⁾

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

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SEC 1474
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Number of Derivative Securities
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Securities (Instr. 3 and 4)	(Instr. 5)	Bene Own Follo Repo Trans (Instr
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 NEW YORK, NY 10022		X		
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)

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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").

- (2) 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 2,516,450 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.

- (3) This transaction was effected through an account at First New York Trading, LLC. Mr. Edelman and Mr. Cho share dispositive power over 279,570 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.

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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