

XTL BIOPHARMACEUTICALS LTD  
Form SC 13G  
January 14, 2008

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

**SCHEDULE 13G**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED  
PURSUANT TO RULES 13d-1(b), (c) AND (d) AND  
AMENDMENTS THERETO FILED PURSUANT TO 13d-2  
(Amendment No.    )\***

**XTL Biopharmaceuticals Ltd.**

(Name of Issuer)

**American Depository Receipts, each representing ten  
Ordinary Shares, par value NIS 0.02**

(Title of Class of Securities)

**98386D109**

(CUSIP Number)

**January 3, 2008**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

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The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

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CUSIP No. 98386D109

- |   |   |   |
|---|---|---|
| 1.  | Names of Reporting Persons<br>Wayne P. Rothbaum   |   |
| 2.  | Check the Appropriate Box if a Member of a Group (See Instructions)                     |   |
|   | (a)   | o   |
|   | (b)   | o   |
| 3.  | SEC Use Only  |   |
| 4.  | Citizenship or Place of Organization<br>United States                                   |   |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 5.  | Sole Voting Power<br>15,000,000 (See Item 4)      |
|   | 6.  | Shared Voting Power<br>0                          |
|   | 7.  | Sole Dispositive Power<br>15,000,000 (See Item 4) |
|   | 8.  | Shared Dispositive Power<br>0                     |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>15,000,000 (See Item 4) |   |
| 10.   | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)     | o   |
| 11.   | Percent of Class Represented by Amount in Row (9)<br>5.1% (See Item 4)                  |   |
| 12.   | Type of Reporting Person (See Instructions)<br>IN                                       |   |

**Item 1.**

- (a) Name of Issuer:  
XTL Biopharmaceuticals Ltd.
- (b) Address of Issuer's Principal Executive Offices:  
750 Lexington Avenue  
20th Floor  
New York, NY 10022

**Item 2.**

- (a) Name of Person Filing:  
Wayne P. Rothbaum
- (b) Address of Principal Business Office or, if none, Residence:  
Wayne P. Rothbaum  
c/o Quogue Capital LLC  
1285 Avenue of the Americas  
35th Floor  
  
New York, NY 10019
- (c) Citizenship:  
See Item 4 of cover page
- (d) Title of Class of Securities:  
American Depositary Receipts, each representing ten Ordinary Shares, par value  
NIS 0.02 ( Ordinary Shares )
- (e) CUSIP Number:  
98386D109

**Item 3.**

- If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**
- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
  - (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
  - (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
  - (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
  - (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
  - (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
  - (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
  - (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
  - (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
  - (j)  Group, in accordance with §240.13d-1(b)(1)(ii)(J).

**Item 4. Ownership.**

The following information is provided as of January 3, 2008:

(a) Amount beneficially owned:

Wayne P. Rothbaum may be deemed to beneficially own 15,000,000 Ordinary Shares (the total amount of shares ) as of January 3, 2008. The total amount of shares includes 13,500,000 Ordinary Shares owned by Quogue Capital LLC. Mr. Rothbaum is the managing member of Quogue Capital LLC and so may be deemed to beneficially own such Ordinary Shares. Mr. Rothbaum disclaims such beneficial ownership. The total amount of shares also includes 1,500,000 Ordinary Shares owned by M.D.K. Foundation Inc. Mr. Rothbaum is the president of M.D.K. Foundation Inc. and so may be deemed to beneficially own such Ordinary Shares. Mr. Rothbaum disclaims such beneficial ownership.

(b) Percent of class:

See Item 11 of cover page

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

See Item 5 of cover page

(ii) Shared power to vote or to direct the vote:

See Item 6 of cover page

(iii) Sole power to dispose or to direct the disposition of:

See Item 7 of cover page

(iv) Shared power to dispose or to direct the disposition of:

See Item 8 of cover page

**Item 5.**  
Not applicable

**Ownership of Five Percent or Less of a Class.**

**Item 6.**  
Not applicable

**Ownership of More than Five Percent on Behalf of Another Person.**

**Item 7.**  
Not applicable

**Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

**Item 8.**  
Not applicable

**Identification and Classification of Members of the Group.**

**Item 9.**  
Not applicable

**Notice of Dissolution of Group.**

**Item 10.**

**Certifications.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

[Signature Page Follows]

**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 14, 2008

/s/ Wayne P. Rothbaum  
Wayne P. Rothbaum