

Galmed Pharmaceuticals Ltd.
Form F-1MEF
March 12, 2014

As filed with the Securities and Exchange Commission on March 12, 2014

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM F-1

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Galmed Pharmaceuticals Ltd.

(Exact name of Registrant as specified in its charter)

Israel

(State or other jurisdiction

2834

(Primary Standard Industrial (I.R.S. Employer

98-1147233

of incorporation or organization) Classification Code Number) Identification No.)

Galmed Pharmaceuticals Ltd.

8 Shaul Hamelech Blvd.

Amot Hamishpat Bldg.

Tel Aviv, Israel 64733

Tel: 972.3.693.8448

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Allen Baharaff, Chief Executive Officer

Galmed Pharmaceuticals Ltd.

8 Shaul Hamelech Blvd.

Amot Hamishpat Bldg.

Tel Aviv, Israel 64733

Tel: 972.3.693.8448

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

| | | | |
|--|--|--|-----------------------------------|
| | Uriel Barak, Adv. | | |
| | Tulchinsky Stern Marciano | Barry Levenfeld | |
| Robert L. Grossman, Esq. | | Eric Spindel | |
| Greenberg Traurig, P.A. | Cohen Levitski & Co., Law Offices | Douglas Ellenoff, Esq. Ellenoff Grossman & Schole LLP | Yigal Arnon & Co. |
| 333 S.E. 2nd Avenue, Suite 4400 | 4 Berkowitz St. | 1345 Avenue of the Americas New York, New York 10105 | 1 Azrieli Center |
| Miami, Florida 33131 | (Museum Tower) | Tel: 212.370.1300 | Tel Aviv, Israel 67021 |
| Tel: 305.579.0500 | Tel Aviv, Israel 64238 | Fax: 212.370.7889 | Tel: 972.3.608.7777 |
| Fax: 305.579.0717 | Tel: 972.3.607.5000 | | Fax: 972.3.608.7724 |
| | Fax: 972.3.607.5050 | | |

Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. x 333-193792

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

CALCULATION OF REGISTRATION FEE

| Title of each class of securities to be registered | Amount to be registered (1) | Proposed maximum offering price per share (2) | Proposed maximum aggregate offering price (2) | Amount of registration fee (3) |
|--|-----------------------------|---|---|--------------------------------|
| Ordinary shares, par value NIS 0.01 per share | 560,510 | \$ 13.50 | \$7,566,885.00 | \$ 974.61 |

Represents only the additional number of securities being registered and includes 73,110 ordinary shares that the (1) underwriters may purchase solely to cover over-allotments, if any. Does not include the securities that the Registrant previously registered on the Registration Statement on Form F-1 (File No. 333-193792).

(2) Calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended. Based on the public offering price per share.

(3) The registrant previously paid filing fees of \$4,873.15 in connection with previous filings of its Registration Statement on Form F-1 (File No. 333-193792).

This registration statement shall become effective upon filing with the Commission in accordance with Rule 462(b) of the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This registration statement is being filed with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) under the Securities Act of 1933, as amended, to register an additional 560,510 of the registrant's ordinary shares, par value NIS 0.01 per share. The contents of the Registration Statement on Form F-1 (File No. 333-193792), originally filed with the Commission on February 6, 2014, including the exhibits and power of attorney thereto, which was declared effective by the Commission on March 12, 2014, are hereby incorporated herein by reference.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

All exhibits filed with or incorporated by reference in the Registration Statement on Form F-1 (File No. 333-193792) are incorporated by reference herein, and shall be deemed to be a part of this registration statement, except for the following, which, unless otherwise indicated, are filed herewith.

| Exhibit Number | Description |
|-----------------------|---|
| 5.1 | Opinion of Tulchinsky Stern Marciano Cohen Levitski & Co., Israeli counsel to Galmed Pharmaceuticals Ltd. |
| 23.1 | Consent of Brightman Almagor Zohar & Co. (a Member of Deloitte Touche Tohmatsu Limited) |
| 23.2 | Consent of Brightman Almagor Zohar & Co. (a Member of Deloitte Touche Tohmatsu Limited) |
| 23.3 | Consent of Tulchinsky Stern Marciano Cohen Levitski & Co., Israeli counsel to Galmed Pharmaceuticals Ltd. (included in Exhibit 5.1) |
| 24.1 | Power of Attorney (1) |

(1) Incorporated herein by reference to the Registration Statement on Form F-1 (File No. 333-193792) filed with the Commission on February 6, 2014.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Tel Aviv, Israel on this 12th day of March, 2014.

GALMED
PHARMACEUTICALS LTD.

By: /s/ Allen Baharaff
Name: Allen Baharaff
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons on March 12, 2014 in the capacities:

| Signatures | Title |
|---|---|
| /s/ Chaim Hurvitz* Chaim Hurvitz | Chairman of the Board |
| /s/ Allen Baharaff Allen Baharaff | Director and Chief Executive Officer (Principal Executive Officer) |
| /s/ Ray Morris* Ray Morris | Chief Financial Officer (Principal Accounting Officer) |
| /s/ Dr. Maya Halperin* Dr. Maya Halperin | Director and Chief Medical Officer |
| /s/ Shmuel Nir* Shmuel Nir | Director |

*Signed by Allen Baharaff as attorney-in-fact.

Signature of Authorized Representative in the United States

Pursuant to the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of Galmed Pharmaceuticals Ltd. has signed this registration statement in the city of Newark, the State of Delaware, on March 12, 2014.

Puglisi & Associates

By: /s/ Donald J. Puglisi

Name: Donald J. Puglisi

Title: Authorized Representative

EXHIBIT INDEX

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