

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

BIOLINERX LTD.

(Exact Name of Registrant as Specified in its Charter)

State of Israel
*(State or other jurisdiction of
incorporation or organization)*

Not Applicable
(I.R.S. Employer Identification No.)

BioLineRx Ltd.
2 HaMa'ayan Street
Modi'in 7177871, Israel
(972) (8) 642-9100
(Address of principal executive offices)

BioLineRx Ltd. Amended and Restated 2003 Share Incentive Plan
(Full title of the Plan)

BioLineRx USA Inc.
77 Fourth Ave
Waltham, Massachusetts 02451
(617) 859-6409
(Name, Address, including zip code, and telephone number, including area code, of agent for service)

Copies of all correspondence to:

Barry Levenfeld, Adv.
Adrian Daniels, Adv.
Arnon, Tadmor-Levy
22 Rivlin Street
Jerusalem 9424018, Israel
Tel: (972) (2) 623-9220

Gary Emmanuel, Esq.
Greenberg Traurig, P.A.
One Azrieli Center
Round Tower, 30th floor
132 Menachem Begin Rd
Tel Aviv 6701101
Tel: +972 3-636-6000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

EXPLANATORY NOTE

BioLineRx, Ltd. (the “Company”) previously filed a registration statement on Form S-8 (SEC File No. 333-176419) with the Securities and Exchange Commission (the “SEC”) in connection with the registration of an aggregate of 1,000,000 Ordinary Shares (equivalent to 66,666 ADSs, based on each ADS representing 15 ordinary shares) to be issued under the Plan. In September 2012, the Company filed another registration statement on Form S-8 (SEC File No. 333-183976) in connection with the registration of an additional 2,000,000 Ordinary Shares (equivalent to 133,333 ADSs, based on each ADS representing 15 ordinary shares) to be issued under the Plan. In December 2014, the Company filed another registration statement on Form S-8 (SEC File No. 333-201326) in connection with the registration of an additional 1,600,000 Ordinary Shares (equivalent to 106,666 ADSs, based on each ADS representing 15 ordinary shares) to be issued under the Plan. In January 2016, the Company filed another registration statement on Form S-8 (SEC File No. 333-208865) in connection with the registration of an additional 5,000,000 Ordinary Shares (equivalent to 333,333 ADSs, based on each ADS representing 15 ordinary shares) to be issued under the Plan, as amended by Post-Effective Amendment No. 1 on Form S-8 filed in March 2017. These previously-filed registration statements are referred to collectively herein as the “Prior Registration Statements.”

In accordance with General Instruction E to Form S-8, the Company is filing this registration statement on Form S-8 solely to register an additional 106,218,486 Ordinary Shares (equivalent to 7,081,232 ADSs, with each ADS representing 15 ordinary shares) which may be issued under the Plan over and above the number of Ordinary Shares issuable pursuant to the Plan that were registered under the Prior Registration Statements. Pursuant to General Instruction E to Form S-8, the contents of the Prior Registration Statements are hereby incorporated by reference in their entirety, with the exception of Items 3 and 8 of Part II of such Prior Registration Statements, each of which is amended and restated in its entirety herein.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The SEC allows the Company to incorporate by reference our publicly filed reports into this prospectus, which means that information included in those reports is considered part of this prospectus. Information that we file with the SEC after the date of this prospectus will automatically update and supersede the information contained in this prospectus. We incorporate by reference the following documents filed with the SEC and any future filings we will make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended:

- our Annual Report on Form 20-F filed with the SEC on [March 16, 2022](#), as amended on [September 9, 2022](#);
- our Reports of Foreign Issuer on Form 6-K filed on [January 18, 2022](#), [January 24, 2022](#), [March 3, 2022](#), [March 16, 2022](#), [May 11, 2022](#), [May 27, 2022](#), [June 16, 2022](#), [June 28, 2022](#), [July 5, 2022](#), [August 16, 2022](#), [September 12, 2022](#), [September 15, 2022](#), [September 19, 2022](#), [September 21, 2022](#), [September 27, 2022](#), [November 3, 2022](#), [November 4, 2022](#), [November 10, 2022](#), [November 15, 2022](#), [December 20, 2022](#), and [January 4, 2023](#) (in each case, to the extent expressly incorporated by reference into our effective registration statements filed by us under the Securities Act); and
- the description of our ordinary shares contained in [Exhibit 2.2](#) to our Annual Report on Form 20-F for the year ended December 31, 2020, filed with the SEC on February 23, 2021, and any amendment or report filed for the purpose of further updating that description.

All documents filed by us pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this prospectus and prior to the filing of a post-effective amendment that indicates that all securities have been offered and sold or that deregisters all securities remaining unsold shall be deemed to be incorporated by reference in the registration statement and to be a part hereof from the date of filing of such documents (other than information that is furnished in such documents but deemed by the rules of the SEC not to have been filed). Any statement contained in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

We will furnish without charge to you, on written or oral request, a copy of any or all of the above documents, other than exhibits to such documents which are not specifically incorporated by reference therein. You should direct any requests for documents to:

BioLineRx Ltd.
2 HaMa'ayan Street
Modi'in 7177871, Israel
Attention: Corporate Secretary
Tel.: +972-8-642-9100
e-mail: info@BioLineRx.com

Item 8. Exhibits.

Exhibit Number	Exhibit Description	Method of Filing
4.1	BioLineRx Ltd. Amended and Restated 2003 Share Incentive Plan	Incorporated by reference to Exhibit 4.18 the Registrant's Annual Report on Form 20-F (filed on March 10, 2016).
5.1	Opinion of Arnon, Tadmor-Levy, Jerusalem, Israel, as to the legality of the securities being registered	Filed herewith.
23.1	Consent of Arnon, Tadmor-Levy, Jerusalem, Israel (included in Exhibit 5.1)	Filed herewith.
23.2	Consent of Kesselman & Kesselman, Certified Public Accountants (Isr.), a member of PricewaterhouseCoopers International Limited, independent registered public accounting firm for the Registrant	Filed herewith.
24.1	Power of Attorney (included on signature page)	Filed herewith.
107	Filing Fee Table	Filed herewith.

Item 9. Undertakings.

The undersigned registrant hereby undertakes:

(1) to file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement;

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration statement (or most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the change in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement; *provided, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement;

(2) that, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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 S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Modi'in, State of Israel, on January 20, 2023.

BIOLINERX LTD.

By: /s/ Phil Serlin

Phil Serlin
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each director and officer of BIOLINERX LTD. whose signature appears below hereby constitutes and appoints Phil Serlin and Mali Ze'evi, and each of them severally, acting alone and without the other, his/her true and lawful attorney-in-fact with full power of substitution or re-substitution, for such person and in such person's name, place and stead, in any and all capacities, to sign on such person's behalf, individually and in each capacity stated below, any and all amendments, including post-effective amendments to this Registration Statement, and to sign any and all additional registration statements relating to the same offering of securities of the Registration Statement that are filed pursuant to Rule 462(b) of the Securities Act of 1933 and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated:

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Philip A. Serlin</u> Philip A. Serlin	Chief Executive Officer (principal executive officer)	January 20, 2023
<u>/s/ Mali Ze'evi</u> Mali Ze'evi	Chief Financial Officer (principal financial officer and principal accounting officer)	January 20, 2023
<u>/s/ Aharon Schwartz</u> Aharon Schwartz, Ph.D.	Chairman of the Board	January 20, 2023
<u>/s/ Michael J. Anghel</u> Michael J. Anghel, Ph.D.	Director	January 20, 2023
<u>/s/ Rami Dar</u> Rami Dar	Director	January 20, 2023
<u>/s/ B.J. Bormann</u> B.J. Bormann, Ph.D.	Director	January 20, 2023
<u>/s/ Raphael Hofstein</u> Raphael Hofstein, Ph.D.	Director	January 20, 2023
<u>/s/ Avraham Molcho</u> Avraham Molcho, M.D.	Director	January 20, 2023
<u>/s/ Sandra Panem</u> Sandra Panem, Ph.D.	Director	January 20, 2023

AUTHORIZED REPRESENTATIVE

Pursuant to the Securities Act of 1933, the undersigned, the duly authorized representative in the United States of BioLineRx Ltd. has signed this registration statement on January 20, 2023.

BioLineRx USA Inc.

By: /s/ Phil Serlin

Name: Phil Serlin

Title: Authorized Person



January 20, 2023

BioLineRx Ltd.
2 Hamayan Street
Modi'in Technology Park
Modi'in 7177871
Israel

Re: Registration Statement on Form S-8

Dear Sirs:

We have acted as Israeli counsel for BioLineRx Ltd., a company organized under the laws of the State of Israel (the "**Company**"), in connection with the registration statement on Form S-8 (the "**Registration Statement**") filed with the Securities and Exchange Commission under the Securities Act of 1933 (the "**Securities Act**") for the purpose of registering an additional 106,218,486 ordinary shares of the Company, par value NIS 0.1 per share (the "**Ordinary Shares**"), that may be issued pursuant to equity-based awards granted under the Company's Amended and Restated 2003 Share Incentive Plan (hereinafter, the "**Plan**"). The Ordinary Shares referred to above are referred to herein as the "**Award Shares**."

In rendering an opinion on the matters hereinafter set forth, we have assumed the authenticity of all original documents submitted to us as certified, conformed or photographic copies thereof, the genuineness of all signatures and the due authenticity of all persons executing such documents. We have assumed the same to have been properly given and to be accurate, we have assumed the truth of all facts communicated to us by the Company, and we have also assumed that all consents, minutes and protocols of meetings of the Company's board of directors and shareholders meetings of the Company which have been provided to us are true, accurate and have been properly prepared in accordance with the Company's incorporation documents and all applicable laws. In addition, we have assumed that in connection with the issuance of Ordinary Shares under the Plan, the Company will either (i) receive consideration in an amount not less than the aggregate par value of the Award Shares covered by each such issuance, or (ii) otherwise act as required pursuant to the Israeli Companies Law 5799-1999 to record on the Company's balance sheet under shareholder's equity, the aggregate par value of the Award Shares covered by each such issuance.

On the basis of such investigation as we have deemed necessary, and subject to the assumptions set forth above, we are of the opinion that the Award Shares have been duly and validly authorized for issuance and, when issued upon due exercise in accordance with the applicable award agreement and governing Plan, will be legally issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an Exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, or the Rules and Regulations of the Securities and Exchange Commission thereunder.



The above opinion is based on facts existing on the date hereof and of which we are aware. We express no opinion as to any laws other than the laws of the State of Israel as the same are in force on the date hereof and we have not, for purpose of giving this opinion, made any investigation of the laws of any other jurisdiction. This opinion is limited to the matters stated herein and no opinion is implied or may be inferred beyond the matters expressly stated.

This opinion letter is rendered as of the date hereof and we disclaim any obligation to advise you of facts, circumstances, events or developments that may be brought to our attention after the effective date of the Registration Statement that may alter, affect or modify the opinions expressed herein.

Very truly yours,

/s/ Arnon, Tadmor-Levy

Arnon, Tadmor-Levy



CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of BioLineRx Ltd. of our report dated March 15, 2022 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in BioLineRx Ltd.'s Annual Report on Form 20-F for the year ended December 31, 2021.

Tel-Aviv, Israel
January 20, 2023

/s/ Kesselman & Kesselman
Certified Public Accountants (Isr.)
A member firm of PricewaterhouseCoopers International Limited

Kesselman & Kesselman, 146 Derech Menachem Begin St. Tel-Aviv 6492103, Israel,
P.O Box 7187 Tel-Aviv 6107120, Telephone: +972 -3- 7954555, Fax:+972 -3- 7954556, www.pwc.com/il

Kesselman & Kesselman is a member firm of PricewaterhouseCoopers International Limited, each member firm of which is a separate legal entity

Calculation of Filing Fee Tables

Form S-8 (Form Type)

BioLineRx Ltd.

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title(1)	Fee Calculation Rule	Amount Registered(2)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Ordinary Shares, par value NIS 0.10 per share (3)	Rule 457(c)	71,686,102	\$ 0.1597	\$ 11,448,270.49	0.00011020	\$ 1,261.60
Equity	Ordinary Shares, par value NIS 0.10 per share (4)	Rule 457(c) and Rule 457(h)	34,532,384	\$ 0.048	\$ 1,657,554.43	0.00011020	\$ 182.66
Total Offering Amounts					\$ 13,105,824.92		\$ 1,444.26
Total Fee Offsets							—
Net Fee Due							\$ 1,444.26

(1) These shares may be represented by American Depositary Shares (“ADSs”), evidenced by American Depositary Receipts, issuable upon deposit of the ordinary shares registered hereby, par value NIS 0.10 per share (“Ordinary Shares”), of BioLineRx Ltd. (the “Company”) and are registered on a separate registration statement on Form F-6EF (File No. 333-218969). Each ADS represents fifteen (15) Ordinary Shares.

(2) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended, this registration statement also covers such indeterminate number of Ordinary Shares as may be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions pursuant to the terms of the BioLineRx Ltd. Amended and Restated 2003 Share Incentive Plan (the “Plan”).

(3) Represents Ordinary Shares issuable upon exercise of outstanding options granted under the Plan and the corresponding proposed maximum offering price per share represents the weighted average exercise price of these outstanding options, expressed in U.S. dollars based on the Bank of Israel exchange rate on January 18, 2023 (\$1.00=NIS 3.3810).

(4) Represents Ordinary Shares issuable upon vesting or exercise of awards granted under the Plan as well as future award grants under the Plan and the corresponding proposed maximum offering price per share, which is estimated solely for the purposes of calculating the registration fee under Rule 457(c) and Rule 457(h) under the Securities Act, is based on the average of the high and low prices for the Company’s ADSs as quoted on the Nasdaq Capital Market on January 18, 2023, adjusted for ADS to Ordinary Share ratio.