

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 5)

BioLineRx Ltd.

(Name of Issuer)

Ordinary Shares, No Par Value
(Title of Class of Securities)

09071M 10 6
(CUSIP Number)

Robert A. Grauman, Esq.
Baker & McKenzie LLP
1114 Avenue of the Americas
New York NY 10036
(212) 626-4100

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

March 7, 2014

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

*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 disclosures provided in a prior cover page.

The information required on 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).

- | | | | |
|---|---|-----|---|
| 1. | Names of Reporting Persons.
PAN ATLANTIC BANK AND TRUST LIMITED | | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | (a) | o |
| | | (b) | o |
| 3. | SEC Use Only | | |
| 4. | Source of Funds (See Instructions)
WC | | |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | | o |
| 6. | Citizenship or Place of Organization

Barbados | | |
| | 7. Sole Voting Power

-0- | | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. Shared Voting Power

34,803,965 | | |
| | 9. Sole Dispositive Power

-0- | | |
| | 10. Shared Dispositive Power

34,803,965 | | |
| | 11. Aggregate Amount Beneficially Owned by Each Reporting Person

34,803,965 | | |
| 12. | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares | | o |
| 13. | Percent of Class Represented by Amount in Row (11)

10.2% | | |
| 14. | Type of Reporting Person

CO | | |

1. Names of Reporting Persons.
FCMI FINANCIAL CORPORATION

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) o
(b) o

3. SEC Use Only

4. Source of Funds (See Instructions)
AF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o

6. Citizenship or Place of Organization
Ontario, Canada

7. Sole Voting Power
-0-

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8. Shared Voting Power
34,803,965

9. Sole Dispositive Power
-0-

10. Shared Dispositive Power
34,803,965

11. Aggregate Amount Beneficially Owned by Each Reporting Person
34,803,965

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o

13. Percent of Class Represented by Amount in Row (11)
10.2%

14. Type of Reporting Person
CO

1. Names of Reporting Persons.

ALBERT D. FRIEDBERG

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

AF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

CANADA

7. Sole Voting Power

-0-

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8. Shared Voting Power

34,803,965

9. Sole Dispositive Power

-0-

10. Shared Dispositive Power

34,803,965

11. Aggregate Amount Beneficially Owned by Each Reporting Person

34,803,965

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

10.2%

14. Type of Reporting Person

IN

This Amendment No. 5 to the Schedule 13D initially filed on February 27, 2012 as amended by Amendment No. 1 filed March 7, 2012, Amendment No. 2 filed April 2, 2012, Amendment No. 3 filed October 16, 2012 and Amendment No. 4 filed March 8, 2013, is filed by Pan Atlantic Bank and Trust Limited (“Pan Atlantic”), FCMI Financial Corporation (“FCMI”), and Albert D. Friedberg (collectively with Pan Atlantic and FCMI, the “Filing Persons”), and relates to the Ordinary Shares, par value NIS 0.01 per share (the “Ordinary Shares”) of BioLineRx Ltd., an Israeli corporation (the “Issuer”) and to American Depositary Shares (“ADS”) representing the Ordinary Shares, with 1 ADS representing 10 Ordinary Shares. Capitalized terms not otherwise defined herein have the meanings set forth in the Schedule 13D. Except as provided herein, this Amendment does not modify any of the information previously reported on the Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is hereby amended by the addition of the following:

The purchase price for the 600,000 ADSs (representing 6,000,000 Ordinary Shares of the Issuer) purchased by Pan Atlantic in the Issuer’s public offering and reported in this Amendment No. 5 was \$2.50 per ADS (the public offering price, equivalent to \$0.25 per Ordinary Share), for a total purchase price of \$1,500,000.00. Pan Atlantic acquired the funds utilized to purchase such ADSs from its working capital.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended by the addition of the following information:

Pan Atlantic purchase the 600,000 ADSs reported in this Amendment No. 5 for investment. As previously stated by the Filing Persons, depending on various factors, including but not limited to those identified in Item 4 of this Schedule 13D as originally filed, the Filing Persons may in the future take such actions with respect to their investment in the Issuer as they deem appropriate, including changing their current intentions, with respect to any or all matters referred to in Item 4 of Schedule 13D, as amended to date or as it may be further amended, and may, from time to time, acquire or cause affiliates to acquire additional ADSs and/or Ordinary Shares through exercise of the Warrants or otherwise, dispose of some or all of their ADSs and/or their Ordinary Shares or cause affiliates to acquire, hold or dispose of ADSs and/or Ordinary Shares.

Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is hereby amended by the addition of the following information:

On March 7, 2014, Pan Atlantic purchased 600,000 ADSs (representing 6,000,000 Ordinary Shares of the Issuer) from the underwriters of the Issuer’s public offering.

On the date of this Schedule 13D, the Filing Persons are the beneficial owners of 34,803,965 Ordinary Shares, constituting approximately 10.2% of the Issuer’s Ordinary Shares. Such percentage beneficial ownership has been calculated as if 341,069,899 Ordinary Shares were outstanding, consisting of (i) 237,469,899 Ordinary Shares outstanding as of November 13, 2013 (as reported by the Issuer in the proxy statement dated November 13, 2013 for its extraordinary general meeting held December 19, 2013, filed with the Issuer’s Form 6-K on November 13, 2013), plus (ii) 96,600,000 Ordinary Shares represented by 9,660,000 ADSs issued in the public offering made pursuant to the Issuer’s prospectus supplement dated March 4, 2013, plus (iii) 7,000,000 Ordinary Shares underlying warrants held by Pan Atlantic to purchase 700,000 ADSs, which are deemed to be outstanding for purposes of this calculation pursuant to Commission Rule 13d-3(d)(1)(i) under the Act. Of such 34,803,965 Ordinary Shares:

- 7,833,965 Ordinary Shares are issued and outstanding and owned directly by Pan Atlantic (including 311,770 Ordinary Shares held for the benefit of the other member of the joint venture described in Item 4 of the Filing Persons' Schedule 13D filed February 27, 2012);
- 19,970,000 Ordinary Shares are issued and outstanding and evidenced by 1,997,000 ADSs held by Pan Atlantic; and
- 7,000,000 Ordinary Shares are issuable upon issuance of 700,000 ADSs issuable upon exercise of the Warrants held by Pan Atlantic.

Pan Atlantic is a wholly owned subsidiary of FCMI. All of the outstanding shares of FCMI are held by Mr. Friedberg, members of his family, and trusts for the benefit of members of his family. Albert D. Friedberg retains possession of the voting and dispositive power over the FCMI shares held by members of the Friedberg family and trusts for the benefit of members of his family and, as a result, controls and may be deemed the beneficial owner of 100% of the outstanding shares and sole controlling person of FCMI. By virtue of his control of FCMI, Mr. Friedberg may be deemed to possess voting and dispositive power over the shares owned by FCMI's wholly-owned subsidiary, Pan Atlantic. Except for such beneficial ownership by Albert D. Friedberg, none of the directors or officers of FCMI or Pan Atlantic beneficially own any Ordinary Shares or ADSs.

Except as described in this Schedule 13D (Amendment No. 5), none of the Filing Persons and none of the officers or directors of FCMI or of Pan Atlantic beneficially own any Ordinary Shares or ADSs, and none of such persons has effected any transactions in the Issuer's securities during the 60 days preceding the filing of this Amendment No. 5 to the Filing Persons' Schedule 13D.

Signatures

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

Dated: March 10, 2014

PAN ATLANTIC BANK AND TRUST LIMITED

By: /s/ Robert Bourque _____

Name: Robert Bourque

Title: Managing Director

FCMI FINANCIAL CORPORATION

By: /s/ Dan Scheiner _____

Name: Dan Scheiner

Title: Vice President

ALBERT D. FRIEDBERG, individually

By: /s/ Albert D. Friedberg _____

Name: Albert D. Friedberg
