

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM D

OMB APPROVAL

OMB Number: 3235-0076
Estimated average burden
hours per response: 4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)

[0001541157](#)

Name of Issuer

[Celsus Therapeutics Plc.](#)

Jurisdiction of Incorporation/Organization

[UNITED KINGDOM](#)

Year of Incorporation/Organization

☒ Over Five Years Ago

☐ Within Last Five Years (Specify Year)

☐ Yet to Be Formed

Previous
Names

☐ None

[Moria Biopharmaceuticals PLC](#)

Entity Type

☒ Corporation

☐ Limited Partnership

☐ Limited Liability Company

☐ General Partnership

☐ Business Trust

☐ Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer

[Celsus Therapeutics Plc.](#)

Street Address 1

[53 DAVIES STREET](#)

Street Address 2

City

[LONDON](#)

State/Province/Country

[UNITED KINGDOM](#)

ZIP/PostalCode

[W1K 5JH](#)

Phone Number of Issuer

[+44-207-152-6341](#)

3. Related Persons

Last Name

[Roshwalb](#)

First Name

[Gur](#)

Middle Name

Street Address 1

[c/o Celsus Therapeutics Plc](#)

Street Address 2

[53 Davies Street](#)

City

[London](#)

State/Province/Country

[UNITED KINGDOM](#)

ZIP/PostalCode

[W1K 5JH](#)

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary):

[Chief Executive Officer](#)

Last Name

[Elefant](#)

First Name

[Dov](#)

Middle Name

Street Address 1

[c/o Celsus Therapeutics Plc](#)

Street Address 2

[53 Davies Street](#)

City

[London](#)

State/Province/Country

[UNITED KINGDOM](#)

ZIP/PostalCode

[W1K 5JH](#)

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name

[Yedgar](#)

First Name

[Saul](#)

Middle Name

Street Address 1

Street Address 2

Department of Biochemistry
City
Jerusalem

Hebrew University-Hadassah Med. School
State/Province/Country
ISRAEL

ZIP/PostalCode
91120

Relationship: ☒ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name
Cohen

First Name
Mark

Middle Name

Street Address 1
Pearl Cohen Zedek Latzer, LLP

Street Address 2
1500 Broadway, 12th Floor

City
New York

State/Province/Country
NEW YORK

ZIP/PostalCode
10036

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name
Lau

First Name
Johnson

Middle Name

Street Address 1
701 Ellicott Street

Street Address 2

City
Buffalo

State/Province/Country
NEW YORK

ZIP/PostalCode
14203

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name
Sidransky

First Name
David

Middle Name

Street Address 1
c/o Celsus Therapeutics Plc

Street Address 2
53 Davies Street

City
London

State/Province/Country
UNITED KINGDOM

ZIP/PostalCode
W1K 5JH

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name
Eiran

First Name
Amos

Middle Name

Street Address 1
2 Avner Street

Street Address 2

City
Herzeliya

State/Province/Country
ISRAEL

ZIP/PostalCode
46662

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name
Harris

First Name
Alan

Middle Name

Street Address 1
190 East 72nd Street, Apt. 32C

Street Address 2

City
New York

State/Province/Country
NEW YORK

ZIP/PostalCode
10021

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name
Doman

First Name
Robert

Middle Name

Street Address 1

c/o Celsus Therapeutics Plc

City

London

Street Address 2

53 Davies Street

State/Province/Country

UNITED KINGDOM

ZIP/PostalCode

W1K 5JH

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name

Price

First Name

Fredric

Middle Name

Street Address 1

c/o Celsus Therapeutics Plc

City

London

Street Address 2

53 Davies Street

State/Province/Country

UNITED KINGDOM

ZIP/PostalCode

W1K 5JH

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

4. Industry Group

☐ Agriculture

Banking & Financial Services

☐ Commercial Banking

☐ Insurance

☐ Investing

☐ Investment Banking

☐ Pooled Investment Fund

Is the issuer registered as
an investment company under
the Investment Company
Act of 1940?

☐ Yes

☐ No

☐ Other Banking & Financial Services

☐ Business Services

Energy

☐ Coal Mining

☐ Electric Utilities

☐ Energy Conservation

☐ Environmental Services

☐ Oil & Gas

☐ Other Energy

Health Care

☒ Biotechnology

☐ Health Insurance

☐ Hospitals & Physicians

☐ Pharmaceuticals

☐ Other Health Care

☐ Manufacturing

Real Estate

☐ Commercial

☐ Construction

☐ REITS & Finance

☐ Residential

☐ Other Real Estate

☐ Retailing

☐ Restaurants

Technology

☐ Computers

☐ Telecommunications

☐ Other Technology

Travel

☐ Airlines & Airports

☐ Lodging & Conventions

☐ Tourism & Travel Services

☐ Other Travel

☐ Other

5. Issuer Size

Revenue Range

OR

Aggregate Net Asset Value Range

☒ No Revenues

☐ No Aggregate Net Asset Value

☐ \$1 - \$1,000,000

☐ \$1 - \$5,000,000

<input type="checkbox"/> \$1,000,001 - \$5,000,000	<input type="checkbox"/> \$5,000,001 - \$25,000,000
<input type="checkbox"/> \$5,000,001 - \$25,000,000	<input type="checkbox"/> \$25,000,001 - \$50,000,000
<input type="checkbox"/> \$25,000,001 - \$100,000,000	<input type="checkbox"/> \$50,000,001 - \$100,000,000
<input type="checkbox"/> Over \$100,000,000	<input type="checkbox"/> Over \$100,000,000
<input type="checkbox"/> Decline to Disclose	<input type="checkbox"/> Decline to Disclose
<input type="checkbox"/> Not Applicable	<input type="checkbox"/> Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

<input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii))	<input type="checkbox"/> Investment Company Act Section 3(c)	
<input type="checkbox"/> Rule 504 (b)(1)(i)	<input type="checkbox"/> Section 3(c)(1)	<input type="checkbox"/> Section 3(c)(9)
<input type="checkbox"/> Rule 504 (b)(1)(ii)	<input type="checkbox"/> Section 3(c)(2)	<input type="checkbox"/> Section 3(c)(10)
<input type="checkbox"/> Rule 504 (b)(1)(iii)	<input type="checkbox"/> Section 3(c)(3)	<input type="checkbox"/> Section 3(c)(11)
<input type="checkbox"/> Rule 505	<input type="checkbox"/> Section 3(c)(4)	<input type="checkbox"/> Section 3(c)(12)
<input type="checkbox"/> Rule 506(b)	<input type="checkbox"/> Section 3(c)(5)	<input type="checkbox"/> Section 3(c)(13)
<input checked="" type="checkbox"/> Rule 506(c)	<input type="checkbox"/> Section 3(c)(6)	<input type="checkbox"/> Section 3(c)(14)
<input type="checkbox"/> Securities Act Section 4(a)(5)	<input type="checkbox"/> Section 3(c)(7)	

7. Type of Filing

☒ New Notice Date of First Sale **2013-09-24** ☐ First Sale Yet to Occur

☐ Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? ☐ Yes ☒ No

9. Type(s) of Securities Offered (select all that apply)

<input checked="" type="checkbox"/> Equity	<input type="checkbox"/> Pooled Investment Fund Interests
<input type="checkbox"/> Debt	<input type="checkbox"/> Tenant-in-Common Securities
<input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security	<input type="checkbox"/> Mineral Property Securities
<input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	<input type="checkbox"/> Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? ☐ Yes ☒ No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient	Recipient CRD Number <input type="checkbox"/> None	
MTS Securities, LLC	104059	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None	
None	None	
Street Address 1	Street Address 2	
623 Fifth Avenue, 14th Floor		
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10022

State(s) of Solicitation (select all that apply) ☐ All States ☐ Foreign/non-US
Check "All States" or check individual States

CALIFORNIA
FLORIDA
NEW JERSEY
NEW YORK

Recipient

Oppenheimer & Co. Inc.

(Associated) Broker or Dealer ☒ None

None

Street Address 1

125 Broad Street, 16th Floor

City

New York

Recipient CRD Number ☐ None

249

(Associated) Broker or Dealer CRD Number ☒ None

None

Street Address 2

State/Province/Country

NEW YORK

ZIP/Postal Code

10004

State(s) of Solicitation (select all that apply) ☐ All States ☐ Foreign/non-US
Check "All States" or check individual States

CALIFORNIA
FLORIDA
NEW JERSEY
NEW YORK

13. Offering and Sales Amounts

Total Offering Amount \$12,516,232 USD or ☐ Indefinite

Total Amount Sold \$12,516,232 USD

Total Remaining to be Sold \$0 USD or ☐ Indefinite

Clarification of Response (if Necessary):

14. Investors

☐ Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

18

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$876,136 USD ☐ Estimate

Finders' Fees \$0 USD ☐ Estimate

Clarification of Response (if Necessary):

MTS Securities, LLC served as lead placement agent and Oppenheimer & Co. acted as co-placement agent for the Issuer.

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$180,000 USD ☒ Estimate

Clarification of Response (if Necessary):

For back pay and reimbursement of expenses for officers.

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Celsus Therapeutics Plc.	/s/ Dov Elefant	Dov Elefant	Chief Financial Officer	2013-09-30

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.