

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

FORM 20-F/A  
(Amendment No. 1)

(Mark One)

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934  
OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2013

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of event requiring this shell company report \_\_\_\_\_

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 001-36288

**Celsus Therapeutics PLC**  
(Exact name of Registrant as specified in its charter)

**The Laws of England and Wales**  
(Jurisdiction of incorporation or organization)

**53 Davies Street, London, United Kingdom W1K 5JH**  
(Address of principal executive offices)

**Mr. Mark S. Cohen**  
**Executive Chairman**  
**53 Davies Street**  
**London W1K 5JH**  
**United Kingdom**  
**Telephone +44 20 3322 1321**

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(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to  
Section 12(b) of the Act.

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
<b>American Depositary Shares, each representing 10 Ordinary Shares, par value £0.01 per share</b>	<b>The Nasdaq Capital Market</b>
<b>Ordinary Shares, £0.01 par value per share*</b>	

Securities registered or to be registered pursuant to Section 12(g) of the Act. **None**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act. **None**

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The number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report: 40,227,953 Ordinary Shares, £0.01 par value per share\*\*

\* Not for trading, but only in connection with the registration of American Depositary Shares representing such Ordinary Shares pursuant to the requirements of the Securities and Exchange Commission.

\*\* In addition, the Company has 633,333 Deferred B Shares, £0.001 par value per share, and 400,000 Deferred C Shares, £0.001 par value per share. All of such Deferred B and Deferred C Shares are outstanding but have expired and are no longer exercisable into Ordinary Shares.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes  No

Note – Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of “accelerated filer and large accelerated filer” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP

International Financial Reporting Standards as issued by the International Accounting Standards Board

Other

If “Other” has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

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#### EXPLANATORY NOTE

This Amendment No. 1 on Form 20-F/A is being filed by Celsus Therapeutics PLC to amend its Annual Report on Form 20-F for the fiscal year ended December 31, 2013, originally filed with the Securities and Exchange Commission on March 24, 2014 ("2013 Form 20-F"), to include Exhibit 15.1 (Consent of independent registered public accounting firm), which was inadvertently omitted from the original filing.

This Form 20-F/A consists of a cover page, this explanatory note, the signature page and Exhibit 15.1. Except as provided above, no other changes have been made to the 2013 Form 20-F. Other than as expressly set forth above, this Form 20-F/A does not, and does not purport to, amend, update or restate any information received or reflect any events that have occurred after the 2013 Form 20-F was filed.

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**SIGNATURES**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F/A and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

Celsus Therapeutics PLC

By: /s/ Gur Roshwalb

Name: Gur Roshwalb

Title: Chief Executive Officer

Date: April 7, 2014

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in Registration Statement (Nos. 333-185247, 333-187826 and 333-191880 on Post-Effective Amendments to Form F-1 on Form F-3) of Celsus Therapeutics PLC and the related prospectuses of our report dated March 24, 2014, with respect to the consolidated financial statements of Celsus Therapeutics PLC included in this Annual Report (Form 20-F) of Celsus Therapeutics PLC for the year ended December 31, 2013.

Tel-Aviv, Israel  
March 24, 2014

/s/ KOST FORER GABBAY & KASIERER  
KOST FORER GABBAY & KASIERER  
A Member of Ernst & Young Global

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