

XTL BIOPHARMACEUTICALS LTD  
Form 6-K  
August 28, 2008

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

**Form 6-K**

**Report of Foreign Private Issuer**

**Pursuant to Rule 13a-16 or 15d-16  
of the Securities Exchange Act of 1934**

For the month of August 2008

Commission File Number: **000-51310**

**XTL Biopharmaceuticals Ltd.**

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(Translation of registrant's name into English)

**711 Executive Blvd., Suite Q  
Valley Cottage, New York 10989**

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(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- N/A

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**XTL BIOPHARMACEUTICALS LTD.**

Date: August 27, 2008

By: /s/ Ron Bentsur  
Ron Bentsur  
Chief Executive Officer

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**EXHIBIT INDEX**

**Exhibit  
Number**

**Description**

|      |   |
|------|---|
| 99.1 | Press Release dated August 27, 2008.  |
| 99.2 | Notice of Extraordinary General Meetings  |
| 99.3 | Proxy Form for use at the Extraordinary General Meetings of the Company to be held on October 2, 2008 |

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