Press Release

Copy of Form 6-K with further details on the transaction can be found below following press release

RedHill Biopharma Announces Definitive Agreement for $11.7 Million Private Placement

TEL-AVIV, Israel, January 14, 2014, RedHill Biopharma Ltd. (NASDAQ: RDHL; TASE: RDHL) (the "Company" or "RedHill"), an emerging Israeli biopharmaceutical company focused primarily on the development and acquisition of late clinical-stage, proprietary formulations and combinations of existing drugs, today announced that it has entered into a definitive agreement with a select group of investors (the "Investors") for the sale of RedHill's ordinary shares and warrants in a private placement transaction (the "Private Placement") for a total amount of approximately $11.7 million.

The Investors in the Private Placement include Israeli institutional investors Migdal Insurance Company, Yelin Lapidot, and Excellence Nessuah, as well as Sphera Global Healthcare Master fund and additional private Israeli investors.

Proceeds from the financing will be used for general working capital and for research and development related purposes, including the clinical development of RHB-104 for Crohn's disease and RHB-105 for *H. pylori* infection, both currently undergoing Phase III studies in the U.S., and for potential acquisitions.

The Private Placement is expected to close by the end of January 2014, subject to the satisfaction of certain customary closing conditions. Upon the closing of the Private Placement, in exchange for gross proceeds of approximately $11.7 million, RedHill will issue to the Investors a total of 10,458,740 ordinary shares at a purchase price of 3.9 NIS per ordinary share, and warrants to purchase a total of 4,183,496 ordinary shares, which will have a three-year term and be exercisable at a price per share of 4.9 NIS, linked to changes in the NIS-US dollar exchange rate. For a detailed description of the terms of the Private Placement, please see the Company's Report on Form 6-K furnished to the Securities and Exchange Commission (the "SEC") on January 14, 2014.

The ordinary shares and warrants offered in the Private Placement and the ordinary shares issuable upon the exercise of the warrants have not been registered under the Securities Act of 1933, as amended, or state securities laws, and may not be offered or sold in the United States unless such sale is made pursuant to an effective registration statement filed with the SEC or pursuant to an applicable exemption from SEC registration requirements.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction.

About RedHill Biopharma Ltd.:
RedHill Biopharma Ltd. (NASDAQ: RDHL) (TASE: RDHL) is an emerging Israeli biopharmaceutical company focused primarily on the development and acquisition of late clinical-stage, proprietary formulations and combinations of existing drugs. The Company's current pipeline of proprietary products includes: (i) **RHB-103** - an oral thin film formulation of a leading drug for the treatment of acute migraines, with a U.S. NDA accepted for review by the FDA in June 2013 and a PDUFA date of February 3, 2014, (ii) **RHB-102** - a once-daily oral pill formulation of a leading chemotherapy and radiotherapy-induced nausea and vomiting prevention drug, planned for U.S. NDA submission in the first quarter of 2014, (iii) **RHB-104** - a combination antibiotic therapy in oral capsule formulation, with potent intracellular, antimycobacterial and anti-inflammatory properties for the treatment of (a) Crohn's disease, with a first Phase III trial currently underway, (b) multiple sclerosis (MS), with a Phase IIa proof of concept trial currently underway, (c) rheumatoid arthritis (RA), with plans for a Phase IIa proof of concept trial, and (d) systemic lupus erythematosus, (iv) **RHB-105** - a combination therapy in oral capsule formulation for *Helicobacter pylori* infection, with a Phase III trial currently underway, (v) **RHB-106** - an encapsulated formulation for bowel preparation (laxative) ahead of colonoscopy and other GI procedures, and (vi) **RHB-101** - a once-daily formulation of a leading congestive heart failure and high blood pressure drug. For more information please visit: www.redhillbio.com

This press release contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements may be preceded by the words "intends," "may," "will," "plans," "expects," "anticipates," "projects," "predicts," "estimates," "aims," "believes," "hopes," "potential" or similar words. Forward-looking statements are not guarantees of future performance, are based on certain assumptions and the Company's current and best understanding of the regulatory status and are subject to various known and unknown risks and uncertainties, many of which are beyond the Company's control, and cannot be predicted or quantified and consequently, actual results may differ materially from those expressed or implied by such forward-looking statements. Such risks and uncertainties include, without limitation, risks and uncertainties associated with (i) the initiation, timing, progress and results of the Company's preclinical studies, clinical trials, and other therapeutic candidate development efforts; (ii) the Company's ability to advance its therapeutic candidates into clinical trials or to successfully complete its preclinical studies or clinical trials; (iii) the extent and number of additional studies that the Company may be required to conduct and the Company's receipt of regulatory approvals for its therapeutic candidates, and the timing of other regulatory filings and approvals; (iv) the clinical development, commercialization, and market acceptance of the Company's therapeutic candidates; (v) the Company's ability to establish and maintain corporate collaborations; (vi) the interpretation of the properties and characteristics of the Company's therapeutic candidates and of the results obtained with its therapeutic candidates in preclinical studies or clinical trials; (vii) the implementation of the Company's business model, strategic plans for its business and therapeutic

candidates; (viii) the scope of protection the Company is able to establish and maintain for intellectual property rights covering its therapeutic candidates and its ability to operate its business without infringing the intellectual property rights of others; (ix) parties from whom the Company licenses its intellectual property defaulting in their obligations to the Company under their respective licensing agreements; (x) estimates of the Company's expenses, future revenues capital requirements and the Company's needs for additional financing; (xi) competitive companies, technologies and the Company's industry; and (xii) the impact of the political and security situation in Israel on the Company's business. More detailed information about the Company and the risk factors that may affect the realization of forward-looking statements is set forth in the Company's filings with the Securities and Exchange Commission (SEC), including the Company's Annual Report on From 20-F filed with the SEC on February 19, 2013, and its Reports on Form 6-K. Investors and security holders are urged to read these documents free of charge on the SEC's web site at http://www.sec.gov. All forward-looking statements included in this Press Release are made only as of the date of this Press Release. We assume no obligation to update any written or oral forward-looking statement made by us or on our behalf as a result of new information, future events or other factors.

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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 January 2014
Commission File No.:001-35773

REDHILL BIOPHARMA LTD.
(Translation of registrant's name into English)

21 Ha'arba'a Street, Tel Aviv, 64739, Israel
(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): ____

This Form 6-K is incorporated by reference into the Company's Registration Statement on Form S-8 filed with the Securities and Exchange Commission on May 2, 2013 (Registration No. 333-188286).

On January 14, 2014, RedHill Biopharma Ltd. (the "Company") issued a press release announcing that it had entered into a definitive agreement with a select group of investors (the "Investors") for the sale of RedHill's ordinary shares and warrants in a private placement transaction (the “Private Placement”) for a total amount of approximately $11.7 million.

The Investors in the Private Placement include Israeli institutional investors Migdal Insurance Company, Yelin Lapidot, and Excellence Nessuah, as well as Sphera Global Healthcare Master fund and additional private Israeli investors.

Proceeds from the financing will be used for general working capital and for research and development related purposes, including the clinical development of RHB-104 for Crohn's disease and RHB-105 for *H. pylori* infection, both currently undergoing Phase III studies in the U.S., and for potential acquisitions.

The Private Placement is expected to close by the end of January 2014, subject to the satisfaction of customary closing conditions. Upon the closing of the Private Placement, in exchange for gross proceeds of approximately $11.7 million, RedHill will issue to the investors a total of 10,458,740 ordinary shares at a purchase price of 3.9 NIS per ordinary share and warrants to purchase a total of 4,183,496 ordinary shares, which will have a three-year term and be exercisable at a price per share of 4.9 NIS.

Subject to closing of the Private Placement, the Company undertook, for a period of six months from the execution of the definitive agreements for the Private Placement, not to issue additional ordinary shares to investors unless the effective price per ordinary share in the future issuance is equal to or greater than NIS 3.455 per share. For purposes of the agreement, "effective price" refers to the price per share at which shares will be issued by the Company, and in the case of the issuance of shares together with warrants for no additional consideration, the price per share will be reduced by the value of the warrant calculated in accordance with the Black & Scholes model. The limitation described in this paragraph will apply to issuance of securities to new investors only, whether in a private or public offering, but will not apply to issuance of shares to other investors in the Private Placement, issuances of shares pursuant to a share option plan for advisors, officers, directors and employees of the Company, issuances of shares upon exercise of warrants outstanding on the date of the definitive agreement, and similar issuances. Following completion of such six month period, the Company will be permitted to raise additional financing without any limitation.

Warrant

The Warrant will grant to the Investors the right to acquire up to 4,183,496 ordinary shares in the aggregate at an exercise price per share of 4.9 NIS linked to changes in the NIS-US dollar exchange rate. The Warrant will be immediately exercisable and will have a three year term. The exercise price of the Warrant and/or the number of shares issuable upon exercise of the Warrant are subject to adjustments for stock splits, reverse splits or similar events, for cash dividends or distribution of bonus shares to Company shareholders, and for grants to Company shareholders of rights to acquire securities of the Company of any kind.

Exhibits

Exhibit Number	Description
99.1	Press Release dated January 14, 2014

Signatures

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

REDHILL BIOPHARMA LTD.
(the "Registrant")

Date: January 14, 2014

By: /s/ *Ori Shilo*
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Ori Shilo
Deputy Chief Executive Officer Finance and Operations