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 $6.0 Million Private Placement from OrbiMed Israel Partners Limited Partnership

TEL-AVIV, Israel, December 30, 2013, 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 leading healthcare investor OrbiMed Israel Partners Limited Partnership ("OrbiMed"), an affiliate of OrbiMed Advisors LLC, for the sale of RedHill's American Depository Shares ("ADSs") and warrants in a private placement transaction (the "Private Placement") for a total sum of $6.0 million.

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

The Private Placement is expected to close on or before January 9, 2014, subject to the satisfaction of certain customary closing conditions. Upon the closing of the Private Placement, in exchange for gross proceeds of $6.0 million, RedHill will issue OrbiMed a total of 631,580 units, each consisting of one ADS[1] and a warrant to purchase 0.4 of an ADS ("Unit"), at a purchase price of $9.50 per Unit. RedHill will issue to OrbiMed warrants to purchase 252,632 ADSs in the aggregate, which will have a three-year term and be exercisable at a price per ADS of $11. 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 December 30, 2013.

The Units, ADSs and warrants offered in the Private Placement and the ADSs 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

[1] Each ADS represents 10 ordinary shares

exemption from SEC registration requirements. The Company has agreed to file a registration statement with the SEC covering the ADSs sold in the Private Placement and the ADSs issuable upon exercise of the warrants sold in the Private Placement.

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 December 2013
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 December 30, 2013, RedHill Biopharma Ltd. (the "Company") issued a press release announcing that it had entered into a definitive agreement with OrbiMed Israel Partners Limited Partnership ("OrbiMed"), an affiliate of OrbiMed Advisors LLC, for the sale of RedHill's American Depository Shares ("ADSs") and warrants in a private placement transaction (the "Private Placement") for a total sum of $6.0 million.

Proceeds from the financing will be used for general working capital and for research and development related purposes, including the clinical development of RedHill's lead gastrointestinal programs, RHB-104 for Crohn's disease and RHB-105 for H. pylori infection, both currently undergoing Phase III studies.

The Private Placement is expected to close on or before January 9, 2014, subject to the satisfaction of customary closing conditions. Upon the closing of the Private Placement, in exchange for gross proceeds of $6.0 million, RedHill will issue OrbiMed a total of 631,580 units, each consisting of one ADS (each representing 10 ordinary shares) and a warrant to purchase 0.4 of an ADS ("Unit"), at a purchase price of $9.50 per Unit. The Company will issue to OrbiMed warrants to purchase 252,632 ADSs in the aggregate, which will have a three-year term and be exercisable at a price per ADS of $11.00.

Until the Company has raised an aggregate of $28 million from the sale and issuance of securities, including ordinary shares, any other capital stock of the Company, ADSs, or any evidences of indebtedness or other securities representing or directly or indirectly convertible into or exchangeable for capital stock of the Company (whether issued alone or together as "units") (the "Additional Securities"), if the Company issues Additional Securities at a price per Additional Security of less than $9.50 (such lower price, the "Subsequent Offering Price"), upon each such issuance the Company will issue to OrbiMed a number of additional ADSs as necessary to reduce the effective price per Unit to the Subsequent Offering Price. If ordinary shares and/or ADSs are offered with any other rights, the "Subsequent Offering Price" will be calculated for each "unit" in such offering, consisting of one ordinary share (or ADS) plus the number of other rights per share in such offering. An adjustment will also apply to the issuance of convertible securities or warrants at a conversion or exercise price per share of less than $9.50 (adjusted for Ordinary Share-ADR ratio). "Additional Securities" excludes securities issued under the Company's stock option plan, ordinary shares issued upon the exercise of currently outstanding options or warrants, ordinary shares issued for acquisition of any entity or other reorganization or joint venture, and securities issued (i) in connection with the acquisition of, or licensing arrangements for, pharmaceutical products, (ii) to suppliers or third party service providers in connection with the provision of goods or services or (iii) in connection with sponsored research, collaboration, technology license, development, OEM, marketing or other similar agreements or strategic partnerships, in each case if approved by the board and not in connection with a capital raising transaction.

The Company has agreed to file with the Securities and Exchange Commission a registration statement covering the ADS to be issued to OrbiMed as well as the ADS issuable upon exercise of the Warrant. The agreement provides for liquidated damages if the Company doesn't meet the deadlines for filing the registration statement and causing the registration statement to be declared effective or if the registration statement does not remain in effect for the period of time required under the agreement.

Warrant

The Warrant will grant to OrbiMed the right to acquire up to 252,632 ADSs in the aggregate at an exercise price per ADR of $11.00. The Warrant will be immediately exercisable, have a three year term and may be exercised either for cash or on a cashless basis. The exercise price of the Warrant and the number of shares issuable upon exercise of the Warrant are subject to adjustments for stock dividends, stock splits, reverse splits or similar events, for dividends or other distributions to Company shareholders of Company assets (or rights to acquire assets), and for grants to Company shareholders of convertible securities or rights to purchase securities or property.

Upon the occurrence of a transaction involving a change in control of the Company in which the consideration is all cash, the Warrant, if not previously exercised, will be cancelled and the holder would receive the cash it would have received had it exercised the Warrant immediately prior to the transaction.

For all other changes in control transactions, the successor entity must assume all of the obligation under the Warrant and the successor entity must be a public company traded on a US exchange.

Exhibits

Exhibit Number	Description
99.1	Press Release dated December 30, 2013

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: December 30, 2013

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