

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 10, 2025

Entera Bio Ltd.

(Exact Name of Registrant as Specified in Its Charter)

Israel	001-38556	Not Applicable
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification)

KIRYAT HADASSAH, MINRAV BUILDING – FIFTH FLOOR, JERUSALEM, Israel 9112002

(Address of principal executive offices) (Zip Code)

+972-2-532-7151

(Registrant's Telephone Number, Including Area Code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Ordinary Shares, par value of NIS 0.0000769	ENTX	Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

This Current Report on Form 8-K (the "Form 8-K") is being filed by Entera Bio Ltd., a company organized under the laws of the State of Israel, solely for the purpose of filing Exhibit 5.1 and Exhibit 23.1 (included in Exhibit 5.1) to the Form 8-K. **Neither this Current Report on Form 8-K nor any exhibit attached hereto is an offer to sell or a solicitation of an offer to buy any securities.**

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
5.1	Opinion of Herzog Fox & Neeman.
23.1	Consent of Herzog Fox & Neeman (included in Exhibit 5.1 hereto).
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

ENTERA BIO LTD.

Date: January 10, 2025

By: /s/ Miranda Toledano

Name: Miranda Toledano

Title: Chief Executive Officer



January 10, 2025

To:
Entera Bio Ltd.
Kiryat Hadassah, Minrav Building - Fifth Floor
Jerusalem
Israel

**Re: Supplement No. 1 to Prospectus Supplement dated September 2, 2022
(to Prospectus dated June 9, 2022)**

Ladies and Gentlemen:

We have acted as Israeli counsel to Entera Bio Ltd., an Israeli company (the "Company") in connection with the Sales Agreement, dated as of September 2, 2022 (the "Sales Agreement"), entered into by and between the Company and Leerink Partners LLC (formerly SVB Securities LLC) (the "Agent") pursuant to which the Company has agreed to offer and sell ordinary shares, par value NIS 0.0000769 of the Company ("Ordinary Shares" or "Shares") in an aggregate amount of up to an additional 30,000,000 Ordinary Shares pursuant to that certain Prospectus (as defined below) (the "ATM Shares"). The ATM Shares will be issued pursuant to the registration statement on Form S-3 filed by the Company with the United States Securities and Exchange Commission (the "SEC") on May 27, 2022 (the "Registration Statement") and the prospectus supplement dated on September 2, 2022 (the "September 2022 Supplement"), together with the supplement no. 1 to the September 2022 Supplement, which amends and supplements certain information contained in the September 2022 Supplement, filed on the date hereof (all together, the "Prospectus"), covering the ATM Shares.

This opinion letter is rendered pursuant to Item 16 of Form S-3 promulgated by the SEC and Items 601(b)(5) of Regulation S-K under the Securities Act, in connection with the filing of the Registration Statement.

In connection herewith, we have examined the originals, photocopies or copies, certified or otherwise identified to our satisfaction, of: (i) a copy of the Registration Statement and the related Prospectus contained therein covering the ATM Shares, to which this opinion letter is attached as an exhibit; (ii) a copy of the articles of association of the Company, as amended and restated and currently in effect (the "Articles"); (iii) minutes of a meeting or written resolutions of the board of directors of the Company (the "Board") at which the filing of the Registration Statement and the Prospectus, the execution of the Sales Agreement and the actions to be taken in connection therewith were approved, and (iv) such other documents, corporate records, agreements, certificates and other instruments, and have made inquiries with such officers and representatives of the Company, as we have deemed necessary or advisable for the purpose of rendering this opinion.

In such examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, confirmed as photostatic copies and the authenticity of the originals of such latter documents. As to all questions of fact material to these opinions that have not been independently established, we have relied upon certificates or comparable documents of officers and representatives of the Company.

We have also assumed the truth of all facts communicated to us by the Company and that all minutes of meetings of the Board that have been provided to us are true and accurate and have been properly prepared in accordance with the Articles and all applicable laws. We have assumed, that at the time of the execution and delivery of the Sales Agreement and as long as such Sales Agreement remains effective, between the Company and the Agent pursuant to which any of the ATM Shares which may be issued will be a valid and legally binding obligation of the Agent, enforceable against the Agent in accordance with its terms. We have further assumed that at the time of the issuance and sale of any of the ATM Shares, the terms of the ATM Shares, and their issuance and sale, will have been established so as not to violate any applicable law or result in a default under or breach of any agreement or instrument binding upon the Company and so as to comply with any requirement or restriction imposed by any court or governmental body having jurisdiction over the Company. We have further assumed that in no event shall the Company issue or sell through the Agent such number of ATM Shares that (a) exceeds the number of shares or dollar amount of Ordinary Shares registered on the Registration Statement pursuant to which the sale of the ATM Shares is being made or (b) exceeds the number of shares or dollar amount registered on the Prospectus.

Based upon and subject to the foregoing, we are of the opinion that with respect to the ATM Shares, that upon payment to the Company of the consideration for the ATM Shares in such amount as has been authorized and approved by the Board, or in amount as may be authorized and approved by the Board or a pricing committee of the Board from time to time in accordance with Israeli law, the ATM Shares, when issued and sold under the Sales Agreement as described in the Registration Statement and Prospectus, will be duly authorized, validly issued, fully paid and non-assessable.

You have informed us that you intend to issue the ATM Shares, from time to time on a delayed or continuous basis, and this opinion is limited to the laws, including the rules and regulations, as in effect on the date hereof. We understand that prior to issuing any ATM Shares, you will afford us an opportunity to review the corporate approval documents and operative documents pursuant to which such ATM Shares are to be issued (including the authorizing resolutions) and we will file such supplement or amendment to this opinion (if any) as we may reasonably consider necessary or appropriate by reason of the terms of such ATM Shares.

With respect to our opinion as to the ATM Shares, we have assumed that, at the time of issuance and sale and to the extent any such issuance would exceed the maximum share capital of the Company currently authorized, the number of Ordinary Shares that the Company is authorized to issue shall have been increased in accordance with the Articles and as described in the Registration Statement and pursuant to the Prospectus, such that a sufficient number of Ordinary Shares are authorized and available for issuance under the Articles, as then in effect.

We consent to the filing of this opinion as an exhibit to the Form 8-K filed by the Company, which is incorporated by reference into the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act, the rules and regulations of the SEC promulgated thereunder or Item 509 of the SEC's Regulation S-K under the Securities Act.

Members of our firm are admitted to the Bar in the State of Israel, and we do not express any opinion as to the laws of any other jurisdiction. This opinion is limited to the matters stated herein and limited to Israeli law, and no opinion is implied or may be inferred beyond the matters expressly stated.

This opinion letter is rendered as of the date hereof and we disclaim any obligation to advise you of facts, circumstances, events or developments that may be brought to our attention after the date hereof that may alter, affect or modify the opinions expressed herein.

Very truly yours,

s/ Herzog Fox & Neeman
Herzog Fox & Neeman
