
**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 UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of December 2019

Commission file number: 001-38556

ENTERA BIO LTD.

(Exact Name of Registrant as Specified in Its Charter)

**Kiryat Hadassah
Minrav Building – Fifth Floor
Jerusalem, Israel**

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of 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):

CONTENTS

This report on Form 6-K of the registrant consists of a press release issued by the registrant on December 11, 2019, attached hereto as an exhibit and incorporated by reference herein.

Exhibit

[Exhibit 99.1:](#) [Press release dated December 11, 2019](#)

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.
(Registrant)

By: /s/Adam Gridley
Name: Adam Gridley
Title: Chief Executive Officer

Date: December 11, 2019

Entera Announces Closing of Private Placement

BOSTON, Massachusetts & JERUSALEM, Israel – December 11, 2019 – Entera Bio Ltd. (NASDAQ: ENTX) (the “Company” or “Entera”), a global innovator in drug delivery platforms, announced today it has closed a private placement offering (the “Offering”) with a select group of accredited investors, including certain board members or their affiliates (the “Purchasers”), under which it received gross proceeds of \$11.8 million from the sale of 4,982,301 ordinary shares, par value NIS 0.0000769 per share at a price of \$2.37 per share (the “Shares”). In addition, the Company has granted the Purchasers and certain finders an aggregate of 2,693,573 three-year warrants to purchase up to an additional 2,693,573 ordinary shares at an exercise price between \$2.37 and \$2.96 per share (the “Warrants” and together with the Shares, the “Securities”).

The Company also entered into a registration rights agreement with the Purchasers, pursuant to which within 7 months of the closing, subject to certain customary extensions, the Company shall file a registration statement on Form F-3 with the Securities and Exchange Commission for the resale of the Shares issued in the Offering (including those issued upon exercise of the Warrants) or other additional securities of the Company, as the Company finds necessary and in its sole discretion.

The net proceeds received from the Offering (after deducting finders fees, legal fees and expenses) shall be used for the completion of the Company’s ongoing Phase 2 clinical trial for oral PTH in Osteoporosis, the filing of an IND for the Osteoporosis program, ongoing development efforts to further develop additional compounds and finalize the Company’s formulations for its Hypoparathyroidism clinical candidate and general and administrative expenses to, among other things, support the Company’s public listing and registration statement, in each case, as such use of proceeds may be amended, at the discretion of the Company’s board of directors from time to time.

The Securities issued to the Purchasers in the Offering were issued pursuant to an exemption from registration under the Securities Act of 1933 (the “Securities Act”). The Securities have not been and will not be registered under the Securities Act or any state or other jurisdiction’s securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state or other jurisdictions’ securities laws.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy the Securities or any other securities, nor shall there be any offer, solicitation or sale of the Securities or any other securities in any state or other jurisdiction in which such an offer, solicitation or sale would be unlawful.

About Entera Bio Ltd.

Entera Bio is a clinical-stage biopharmaceutical company focused on the development and commercialization of orally delivered large molecule therapeutics for use in orphan indications and other areas with significant unmet medical needs. The Company is initially applying its technology to develop an oral formulation of a human parathyroid hormone analog, Oral PTH (1-34), for treatment of hypoparathyroidism and osteoporosis.

Entera has developed a proprietary platform technology that enables oral delivery of biologicals and large molecule drugs, which are typically delivered via injections and or other non-oral pathways. However, oral drug delivery is the easiest method for self-administering medications, offers patients greater dosing flexibility, and has the highest patient acceptance and compliance rates as compared to all other routes of drug administration. The Company employs this technology for its own pipeline products and may enter into licensing agreements with biopharma companies for application of the technology to their proprietary compounds, such as the Amgen strategic research collaboration. For more information on Entera Bio, visit www.enterabio.com. visit www.enterabio.com.

Forward Looking Statements

This press release contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Words such as "may," "should," "could," "would," "predicts," "potential," "continue," "expects," "anticipates," "future," "intends," "plans," "believes," "estimates," and similar expressions, as well as statements in future tense, often signify forward-looking statements. Forward-looking statements should not be read as a guarantee of future performance or results and may not be accurate indications of when such performance or results will be achieved. Forward-looking statements are based on information that the Company has when those statements are made or management's good faith belief as of that time with respect to future events, and are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in or suggested by the forward-looking statements. Those risks and uncertainties, include, but are not limited to, the timing and conduct of our clinical trials, the clinical utility of our product candidates, the timing and likelihood of regulatory filings and approvals, our intellectual property position, and our financial position. For a discussion of these and other risks that could cause such differences and that may affect the realization of forward-looking statements, please refer to the "Special Note Regarding Forward-Looking Statements" and "Risk Factors" in the Company's Annual Report on Form 20-F and other filings with the Securities and Exchange Commission (SEC). Investors and security holders are urged to read these documents free of charge on the SEC's web site at <http://www.sec.gov>. The Company assumes no obligation to publicly update or revise its forward-looking statements as a result of new information, future events or otherwise.

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