

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No.1)*

BioLineRx Ltd.

(Name of Issuer)

Ordinary Shares, par value NIS 0.10 per share

(Title of Class of Securities)

09071M205**

(CUSIP Number)

December 31, 2020

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

** There is no CUSIP number assigned to the Ordinary Shares. The CUSIP number 09071M205 has been assigned to the American Depositary Shares ("ADSs") of the Issuer, which are quoted on The NASDAQ Global Select Market under the ticker "BLRX." Each ADS represents 15 Ordinary Shares. The ISIN number for the Ordinary Shares is US09071M2052.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAME OF REPORTING PERSON Altium Capital Management, LP	
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) EIN: 82-2066653	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware, United State of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING 0
	6	SHARED VOTING POWER 18,010,485 Ordinary Shares (represented by 1,200,699 ADSs) issuable upon exercise of Warrants ⁽¹⁾
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 18,010,485 Ordinary Shares (represented by 1,200,699 ADSs) issuable upon exercise of Warrants ⁽¹⁾
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 18,010,485 Ordinary Shares (represented by 1,200,699 ADSs) issuable upon exercise of Warrants ⁽¹⁾	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 3.7% ⁽¹⁾⁽²⁾	
12	TYPE OF REPORTING PERSON IA, PN	

(1) As described in Item 4, the Warrants are subject to a 4.99% blocker. However, as more fully described in Item 4, the securities reported in rows (6), (8) and (9) show the number of Ordinary Shares (as represented by ADSs) that would be issuable upon full conversion and exercise of such reported securities and do not give effect to such blockers.

(2) Based on 484,008,550 Ordinary Shares outstanding as of January 11, 2021 as set forth in the Issuer's Form 424(b)(5) Prospectus Supplement filed with the Securities and Exchange Commission on January 21, 2021.

1	NAME OF REPORTING PERSON Altium Growth Fund, LP I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) EIN: 82-2105101
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware, United States of America
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5 SOLE VOTING 0
	6 SHARED VOTING POWER 18,010,485 Ordinary Shares (represented by 1,200,699 ADSs) issuable upon exercise of Warrants ⁽¹⁾
	7 SOLE DISPOSITIVE POWER 0
	8 SHARED DISPOSITIVE POWER 18,010,485 Ordinary Shares (represented by 1,200,699 ADSs) issuable upon exercise of Warrants ⁽¹⁾
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 18,010,485 Ordinary Shares (represented by 1,200,699 ADSs) issuable upon exercise of Warrants ⁽¹⁾
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES <input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 3.7% ⁽¹⁾⁽²⁾
12	TYPE OF REPORTING PERSON PN

(1) As described in Item 4, the Warrants are subject to a 4.99% blocker. However, as more fully described in Item 4, the securities reported in rows (6), (8) and (9) show the number of Ordinary Shares (as represented by ADSs) that would be issuable upon full conversion and exercise of such reported securities and do not give effect to such blockers.

(2) Based on 484,008,550 Ordinary Shares outstanding as of January 11, 2021 as set forth in the Issuer's Form 424(b)(5) Prospectus Supplement filed with the Securities and Exchange Commission on January 21, 2021

1	NAME OF REPORTING PERSON Altium Capital Growth GP, LLC	
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) EIN: 82-2086430	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware, United State of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING 0
	6	SHARED VOTING POWER 18,010,485 Ordinary Shares (represented by 1,200,699 ADSs) issuable upon exercise of Warrants ⁽¹⁾
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 18,010,485 Ordinary Shares (represented by 1,200,699 ADSs) issuable upon exercise of Warrants ⁽¹⁾
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 18,010,485 Ordinary Shares (represented by 1,200,699 ADSs) issuable upon exercise of Warrants ⁽¹⁾	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 3.7% ⁽¹⁾⁽²⁾	
12	TYPE OF REPORTING PERSON OO	

(1) As described in Item 4, the Warrants are subject to a 4.99% blocker. However, as more fully described in Item 4, the securities reported in rows (6), (8) and (9) show the number of Ordinary Shares (as represented by ADSs) that would be issuable upon full conversion and exercise of such reported securities and do not give effect to such blockers.

(2) Based on 484,008,550 Ordinary Shares outstanding as of January 11, 2021 as set forth in the Issuer's Form 424(b)(5) Prospectus Supplement filed with the Securities and Exchange Commission on January 21, 2021.

- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

The information as of the date of the events which requires filing of this statement required by Items 4(a) – (c) is set forth in Rows 5 – 11 of the cover page for each Reporting Person listed above and is incorporated by reference for each such Reporting Person. The percentage set forth in line 11 of the cover page for each Reporting Person is based on 484,008,550 Ordinary Shares outstanding as of January 11, 2021 as set forth in the Issuer's Form 424(b)(5) Prospectus Supplement filed with the Securities and Exchange Commission on January 21, 2021.

Pursuant to the terms of the securities purchase agreement entered into between the Fund and the Issuer, the Reporting Persons cannot exercise the Warrants to the extent the Reporting Persons would beneficially own, after any such exercise, more than 4.99% of the Ordinary Shares as represented by ADSs (the "Warrant Blocker"). The percentage set forth in Row 11 of the cover page for each Reporting Person gives effect to the Warrant Blocker.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X]

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable

Item 8. Identification and Classification of Members of the Group.

Not applicable

Item 9. Notice of Dissolution of Group.

Not applicable

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 12, 2021

Altium Capital Management, LP

By: /s/ Jacob Gottlieb

Name: Jacob Gottlieb

Title: CEO

Altium Growth Fund, LP

By: Altium Growth GP, LLC

Its: General Partner

Signature: /s/ Jacob Gottlieb

Name: Jacob Gottlieb

Title: Managing Member of Altium Growth GP, LLC

Altium Growth GP, LLC

By: /s/ Jacob Gottlieb

Name: Jacob Gottlieb

Title: Managing Member

EXHIBIT 1: [Joint Acquisition Statement Pursuant to Section 240.13d-1\(k\)](#)

Members of Group

EXHIBIT 1

JOINT ACQUISITION STATEMENT
PURSUANT TO SECTION 240.13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him, her or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities or persons, except to the extent that he, she or it knows or has reason to believe that such information is inaccurate.

Dated: February 12, 2021

Altium Capital Management, LP

By: /s/ Jacob Gottlieb
Name: Jacob Gottlieb
Title: CEO

Altium Growth Fund, LP

By: Altium Growth GP, LLC
Its: General Partner

Signature: /s/ Jacob Gottlieb
Name: Jacob Gottlieb
Title: Managing Member of Altium Growth GP, LLC

Altium Growth GP, LLC

By: /s/ Jacob Gottlieb
Name: Jacob Gottlieb
Title: Managing Member
