

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 4)

BioLineRx Ltd.

(Name of Issuer)

Ordinary Shares, No Par Value

(Title of Class of Securities)

09071M 10 6

(CUSIP Number)

Robert A. Grauman, Esq.
Baker & McKenzie LLP
1114 Avenue of the Americas
New York NY 10036
(212) 626-4100

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

March 4, 2013

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

*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 disclosures provided in a prior cover page.

The information required on 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. Names of Reporting Persons.

PAN ATLANTIC BANK AND TRUST LIMITED

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) £

(b) £

3. SEC Use Only

4. Source of Funds (See Instructions)

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

£

6. Citizenship or Place of Organization

Barbados

7. Sole Voting Power

-0-

8. Shared Voting Power

28,703,966

9. Sole Dispositive Power

-0-

10. Shared Dispositive Power

28,703,966

11. Aggregate Amount Beneficially Owned by Each Reporting Person

28,703,966

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

£

13. Percent of Class Represented by Amount in Row (11)

13.0%

14. Type of Reporting Person

CO

1. Names of Reporting Persons.

FCMI FINANCIAL CORPORATION

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) £

(b) £

3. SEC Use Only

4. Source of Funds (See Instructions)

AF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

£

6. Citizenship or Place of Organization

Ontario, Canada

7. Sole Voting Power

-0-

8. Shared Voting Power

28,703,966

9. Sole Dispositive Power

-0-

10. Shared Dispositive Power

28,703,966

11. Aggregate Amount Beneficially Owned by Each Reporting Person

28,703,966

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

£

13. Percent of Class Represented by Amount in Row (11)

13.0%

14. Type of Reporting Person

CO

1. Names of Reporting Persons.

ALBERT D. FRIEDBERG

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) £

(b) £

3. SEC Use Only

4. Source of Funds (See Instructions)

AF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

£

6. Citizenship or Place of Organization

CANADA

7. Sole Voting Power

-0-

8. Shared Voting Power

28,703,966

9. Sole Dispositive Power

-0-

10. Shared Dispositive Power

28,703,966

11. Aggregate Amount Beneficially Owned by Each Reporting Person

28,703,966

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

£

13. Percent of Class Represented by Amount in Row (11)

13.0%

14. Type of Reporting Person

IN

This Amendment No. 4 to the Schedule 13D initially filed on February 27, 2012 as amended by Amendment No. 1 filed March 7, 2012, Amendment No. 2 filed April 2, 2012 and Amendment No. 3 filed October 16, 2012, is filed by Pan Atlantic Bank and Trust Limited (“Pan Atlantic”), FCMI Financial Corporation (“FCMI”), and Albert D. Friedberg (collectively with Pan Atlantic and FCMI, the “Filing Persons”), and relates to the Ordinary Shares, par value NIS 0.01 per share (the “Ordinary Shares”) of BioLineRx Ltd., an Israeli corporation (the “Issuer”) and to American Depositary Shares (“ADS”) representing the Ordinary Shares, with 1 ADS representing 10 Ordinary Shares. Capitalized terms not otherwise defined herein have the meanings set forth in the Schedule 13D. Except as provided herein, this Amendment does not modify any of the information previously reported on the Schedule 13D.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended by the addition of the following information:

On March 4, 2013, Mr. Yakov Friedman, of Friedberg Mercantile Group, an affiliate of the Filing Persons, resigned from the Board of Directors of the Issuer. A copy of Mr. Friedman’s letter of resignation to Dr. Aharon Schwartz, Chairman of the Board of the Issuer, setting forth the reasons for Mr. Friedman’s resignation, is being filed with this Amendment No. 4 as Exhibit 99.6 to the Filing Persons’ Schedule 13D.

Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is hereby amended by the addition of the following information:

During the 60 days preceding the filing of this Schedule 13D (Amendment No. 4), Pan Atlantic made the following sales of Ordinary Shares of the Issuer. All such sales were made as sales of Ordinary Shares for the account of Pan Atlantic and were made in offshore transactions on the Tel Aviv Stock Exchange, except that the sale of 10,000 shares on February 7, 2013, was a sale of 1,000 American Depositary Shares (“ADSs”), with each ADS representing 10 Ordinary Shares, on the Nasdaq Stock Exchange.

<u>Date</u>	<u>Shares</u>	<u>Price/Ordinary Share¹</u>
2/7/13	120,000	\$0.4040
2/7/13	10,000	\$0.3800
2/10/13	805,000	\$0.4362
2/11/13	217,000	\$0.4267
2/12/13	100,955	\$0.4224
2/13/13	66,810	\$0.4074
2/14/13	100,000	\$0.4067
2/17/13	166,559	\$0.4031
2/18/13	389,000	\$0.4095
2/19/13	100,000	\$0.4230

¹ Except for the sale of 1,000 ADSs on February 7, 2013, all sale prices in the table are expressed as the US\$ equivalent on the transaction date for transactions effected in Israeli shekels (NIS). The price shown for the sale of the ADSs is the per-share equivalent of the sale price for the ADSs.

On the date of this Schedule 13D, after the sales described above, the Filing Persons are the beneficial owners of 28,703,966 Ordinary Shares, constituting approximately 13.0% of the Issuer's Ordinary Shares. Such percentage beneficial ownership has been calculated as if 221,357,168 Ordinary Shares were outstanding, consisting of (i) 214,357,168 Ordinary Shares outstanding as of February 13, 2013 (after giving effect to the issuance of 2,666,667 ADSs representing 26,666,670 Ordinary Shares in the offering made by the Issuer's prospectus supplement dated February 6, 2013), plus (ii) 7,000,000 Ordinary Shares underlying warrants held by Pan Atlantic to purchase 700,000 ADSs, which are deemed to be outstanding for purposes of this calculation pursuant to Commission Rule 13d-3(d)(1)(i) under the Act. Of such 28,703,966 Ordinary Shares:

- 7,733,965 Ordinary Shares are issued and outstanding and owned directly by Pan Atlantic (including 311,770 Ordinary Shares held for the benefit of the other member of the joint venture described in Item 4 of the Filing Persons' Schedule 13D filed February 27, 2012);
- 13,970,000 Ordinary Shares are issued and outstanding and evidenced by 1,397,000 ADSs held by Pan Atlantic; and
- 7,000,000 Ordinary Shares are issuable upon issuance of 700,000 ADSs issuable upon exercise of the Warrants held by Pan Atlantic.

Pan Atlantic is a wholly owned subsidiary of FCMI. All of the outstanding shares of FCMI are held by Mr. Friedberg, members of his family, and trusts for the benefit of members of his family. Albert D. Friedberg retains possession of the voting and dispositive power over the FCMI shares held by members of the Friedberg family and trusts for the benefit of members of his family and, as a result, controls and may be deemed the beneficial owner of 100% of the outstanding shares and sole controlling person of FCMI. By virtue of his control of FCMI, Mr. Friedberg may be deemed to possess voting and dispositive power over the shares owned by FCMI's wholly-owned subsidiary, Pan Atlantic. Except for such beneficial ownership by Albert D. Friedberg, none of the directors or officers of FCMI or Pan Atlantic beneficially own any Ordinary Shares or ADSs.

Except as described in this Schedule 13D (Amendment No. 4), none of the Filing Persons and none of the officers or directors of FCMI or of Pan Atlantic beneficially own any Ordinary Shares or ADSs, and none of such persons has effected any transactions in the Issuer's securities during the 60 days preceding the filing of this Amendment No. 4 to the Filing Persons' Schedule 13D.

Item 7. Materials to be Filed as Exhibits

The following document is filed as an exhibit to this Schedule 13D:

<u>Exhibit</u>	<u>Document</u>
99.6	Letter dated March 4, 2013 from Yakov Z. Friedman to Dr. Aharon Schwartz, Chairman of the Board of the Issuer.

Signatures

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

Dated: March 8, 2013

PAN ATLANTIC BANK AND TRUST LIMITED

By: /s/ Robert Bourque

Name: Robert Bourque

Title: Managing Director

FCMI FINANCIAL CORPORATION

By: /s/ Dan Scheiner

Name: Dan Scheiner

Title: Vice President

ALBERT D. FRIEDBERG, individually

/s/ Albert D. Friedberg

Name: Albert D. Friedberg

March 4, 2013

Dr. Aharon Schwartz

Chairman of the Board of BiolineRx

Dear Aharon,

It is with sadness that I tender my resignation from the Board of Directors of BiolineRx effective immediately. I have been recurrently at odds with the directors' focus on raising funds, even at a deep discount and with significant dilution, rather than ensuring the efficient utilization of the company's current resources to maximize value for existing shareholders. The market is significantly undervaluing the powerful portfolio and expertise that the company has built since its inception; shareholder value will only be realized through a focus on monetizing those assets and conserving cash until it has done so.

/s/ Yakov Z. Friedman

Yakov Z. Friedman
