

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

**SCHEDULE 13G**  
(Amendment No. \_\_)\*  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c) AND (d)  
AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)

Under the Securities Exchange Act of 1934

**BioLineRx Ltd.**

(Name of Issuer)

**Ordinary Shares, par value NIS 0.01 per share**

(Title of Class of Securities)

**09071M 10 6**

(CUSIP Number)

**December 31, 2011**

(Date of Event Which Requires Filing of this Statement)

Check the following box to designate the rule pursuant to which the 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 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.	Name of Reporting Persons/ I.R.S. Identification Nos. of above persons (entities only). Clal Insurance Enterprises Holdings Ltd.	
2.	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input type="radio"/>	
3.	SEC Use only	
4.	Place of Organization Israel	
Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power 0
	6.	Shared Voting Power 10,683,534 Ordinary Shares*
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 10,683,534 Ordinary Shares*
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 10,683,534 Ordinary Shares*	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/>	
11.	Percent of Class Represented by Amount in Row (9) 8.64 %**	
12.	Type of Reporting Person : CO	

\*See Item 4.

\*\*Based on 123,603,141 Ordinary Shares outstanding as of October 13, 2011 (as reported in the Issuer's Report on Form 6-K filed with the Securities and Exchange Commission (the "SEC") on October 13, 2011).

1.	Name of Reporting Persons/ I.R.S. Identification Nos. of above persons (entities only). IDB Development Corporation Ltd.	
2.	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input type="radio"/>	
3.	SEC Use only	
4.	Place of Organization Israel	
Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power 0
	6.	Shared Voting Power 10,683,534 Ordinary Shares*
	7.	Sole Dispositive Power 0
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9.	Aggregate Amount Beneficially Owned by Each Reporting Person 10,683,534 Ordinary Shares*	
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12.	Type of Reporting Person : CO	

\*See Item 4.

\*\*Based on 123,603,141 Ordinary Shares outstanding as of October 13, 2011 (as reported in the Issuer's Report on Form 6-K filed with the SEC on October 13, 2011).

1.	Name of Reporting Persons/ I.R.S. Identification Nos. of above persons (entities only). IDB Holding Corporation Ltd.	
2.	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input type="radio"/>	
3.	SEC Use only	
4.	Place of Organization Israel	
Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power 0
	6.	Shared Voting Power 10,683,534 Ordinary Shares*
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9.	Aggregate Amount Beneficially Owned by Each Reporting Person 10,683,534 Ordinary Shares*	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/>	
11.	Percent of Class Represented by Amount in Row (9) 8.64 %**	
12.	Type of Reporting Person : CO	

\*See Item 4.

\*\*Based on 123,603,141 Ordinary Shares outstanding as of October 13, 2011 (as reported in the Issuer's Report on Form 6-K filed with the SEC on October 13, 2011).

1.	Name of Reporting Persons/ I.R.S. Identification Nos. of above persons (entities only). Nochi Dankner	
2.	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input type="radio"/>	
3.	SEC Use only	
4.	Place of Organization Israel	
Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power 0
	6.	Shared Voting Power 10,683,534 Ordinary Shares*
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 10,683,534 Ordinary Shares*
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 10,683,534 Ordinary Shares*	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/>	
11.	Percent of Class Represented by Amount in Row (9) 8.64 %**	
12.	Type of Reporting Person : IN	

\*See Item 4.

\*\*Based on 123,603,141 Ordinary Shares outstanding as of October 13, 2011 (as reported in the Issuer's Report on Form 6-K filed with the SEC on October 13, 2011).

1.	Name of Reporting Persons/ I.R.S. Identification Nos. of above persons (entities only). Shelly Bergman	
2.	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input type="radio"/>	
3.	SEC Use only	
4.	Place of Organization Israel	
Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power 0
	6.	Shared Voting Power 10,683,534 Ordinary Shares*
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 10,683,534 Ordinary Shares*
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 10,683,534 Ordinary Shares*	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/>	
11.	Percent of Class Represented by Amount in Row (9) 8.64 %**	
12.	Type of Reporting Person : IN	

\*See Item 4.

\*\*Based on 123,603,141 Ordinary Shares outstanding as of October 13, 2011 (as reported in the Issuer's Report on Form 6-K filed with the SEC on October 13, 2011).

1.	Name of Reporting Persons/ I.R.S. Identification Nos. of above persons (entities only). Ruth Manor	
2.	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input type="radio"/>	
3.	SEC Use only	
4.	Place of Organization Israel	
Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power 0
	6.	Shared Voting Power 10,683,534 Ordinary Shares*
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 10,683,534 Ordinary Shares*
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 10,683,534 Ordinary Shares*	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/>	
11.	Percent of Class Represented by Amount in Row (9) 8.64 %**	
12.	Type of Reporting Person : IN	

\*See Item 4.

\*\*Based on 123,603,141 Ordinary Shares outstanding as of October 13, 2011 (as reported in the Issuer's Report on Form 6-K filed with the SEC on October 13, 2011).

1.	Name of Reporting Persons/ I.R.S. Identification Nos. of above persons (entities only). Avraham Livnat	
2.	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input type="radio"/>	
3.	SEC Use only	
4.	Place of Organization Israel	
Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power 0
	6.	Shared Voting Power 10,683,534 Ordinary Shares*
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 10,683,534 Ordinary Shares*
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 10,683,534 Ordinary Shares*	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/>	
11.	Percent of Class Represented by Amount in Row (9) 8.64 %**	
12.	Type of Reporting Person : IN	

\*See Item 4.

\*\*Based on 123,603,141 Ordinary Shares outstanding as of October 13, 2011 (as reported in the Issuer's Report on Form 6-K filed with the SEC on October 13, 2011).



**Item 1.**

(a) Name of Issuer:

BioLineRx Ltd.. (the "Issuer").

(b) Address of Issuer's Principal Executive Offices:

P.O. Box 45158  
19 Hartum Street  
Jerusalem 91450, Israel

**Item 2.**

(a) Name of Person Filing:

This Statement is filed by:

- (1) Clal Insurance Enterprises Holdings Ltd.
- (2) IDB Development Corporation Ltd.
- (3) IDB Holding Corporation Ltd.
- (4) Mr. Nochi Dankner
- (5) Mrs. Shelly Bergman
- (6) Mrs. Ruth Manor and
- (7) Mr. Avraham Livnat

The foregoing entities and individuals are collectively referred to as the "Reporting Persons" in this Statement.

(1) Clal Insurance Enterprises Holdings Ltd. is an Israeli public corporation ("Clal"). Clal may be deemed to beneficially own the Ordinary Shares reported in this Statement (the "Issuer Shares"). See Item 4.

(2) Clal is a majority owned subsidiary of IDB Development Corporation Ltd., an Israeli private corporation ("IDB Development"). By reason of IDB Development's control of Clal, IDB Development may be deemed to be the beneficial owner of, and to share the power to vote and dispose of, the Issuer Shares owned beneficially by Clal. See Item 4.

(3) IDB Development is a wholly owned subsidiary of IDB Holding Corporation Ltd., an Israeli public corporation ("IDB Holding"). By reason of IDB Holding's control (through IDB Development) of Clal, IDB Holding may be deemed beneficial owner of, and to share the power to vote and dispose of, the Issuer Shares owned beneficially by Clal. See Item 4.

(4) Mr. Nochi Dankner, Mrs. Shelly Bergman, Mrs. Ruth Manor and Mr. Avraham Livnat may, by reason of their interests in, and relationships among them with respect to, IDB Holding, be deemed to control the corporations referred to in paragraphs (1) - (3) above. By reason of the control of IDB Holding by Nochi Dankner, Shelly Bergman, Ruth Manor and Avraham Livnat, and the relations among them, Nochi Dankner, Shelly Bergman, Ruth Manor and Avraham Livnat may each be deemed beneficial owner of, and to share the power to vote and dispose of, the Issuer Shares owned beneficially by Clal. See Item 4.

(b) Address of Principal Business Offices or, if none, Residence:

Clal Insurance Enterprises Holdings Ltd. – 48 Menachem Begin Street, Tel-Aviv 66180, Israel.

IDB Development Corporation Ltd. - The Triangular Tower, 44th floor, 3 Azrieli Center, Tel Aviv 67023, Israel.

IDB Holding Corporation Ltd. - The Triangular Tower, 44th floor, 3 Azrieli Center, Tel Aviv 67023, Israel.

Mr. Nochi Dankner - The Triangular Tower, 44th floor, 3 Azrieli Center, Tel Aviv 67023, Israel.

Mrs. Shelly Bergman - 9 Hamishmar Ha'Ezrachi Street, Afeka, Tel Aviv 69697, Israel.

Mrs. Ruth Manor - 26 Hagderot Street, Savyon 56526, Israel.

Mr. Avraham Livnat - Taavura Junction, Ramle 72102, Israel.

(c) Citizenship:

Citizenship or place of organization of all Reporting Persons, as the case may be, is Israel.

(d) Title of Class of Securities:

Ordinary Shares, par value NIS 0.01 per share (the "Ordinary Shares").

(e) CUSIP Number:

09071M 10 6

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

Not applicable.

**Item 4. Ownership**

Of the 10,683,534 Ordinary Shares reported in this Statement as beneficially owned by Clal (i) 10,650,453 Ordinary Shares are held for members of the public through, among others, provident funds and/or mutual funds and/or pension funds and/or index-linked securities and/or insurance policies, which are managed by subsidiaries of Clal, each of which subsidiaries operates under independent management and makes independent voting and investment decisions; and (ii) 33,081 Ordinary Shares are beneficially held for its own account. Consequently, this Statement shall not be construed as an admission by (i) Clal, that it is the beneficial owner of more than 33,081 Ordinary Shares covered by this Statement; and (ii) the Reporting Persons (other than Clal) that they are the beneficial owners of any of the Ordinary Shares covered by this Statement.

Except as set forth above, see items 5-11 of the cover pages hereto for beneficial ownership, percentage of class and dispositive power of the Reporting Persons, which are incorporated herein.

**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 5 percent of the class of securities, check the following o.

**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**

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. Certifications**

Not applicable.

## SIGNATURES

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.

February 14, 2012

CLAL INSURANCE ENTERPRISES HOLDINGS LTD.  
IDB DEVELOPMENT CORPORATION LTD.  
IDB HOLDING CORPORATION LTD.  
NOCHI DANKNER  
SHELLY BERGMAN  
RUTH MANOR  
AVRAHAM LIVNAT

BY: CLAL INSURANCE ENTERPRISES HOLDINGS LTD.

BY: /s/ Shy Talmon /s/ Ronit Zalman Malach  
Shy Talmon and Ronit Zalman Malach, authorized signatories  
of CLAL INSURANCE ENTERPRISES HOLDINGS LTD., for itself and on  
behalf of IDB Development Corporation Ltd., IDB Holding Corporation Ltd.,  
Nochi Dankner, Shelly Bergman, Ruth Manor and Avraham Livnat, pursuant  
to an agreement annexed as Exhibit 1 to this Schedule 13G.

February 14, 2012

CLAL INSURANCE ENTERPRISES HOLDINGS LTD.  
48 Menachem Begin Street  
Tel-Aviv 66180  
Israel

Gentlemen,

Pursuant to Rule 13d-1(k)(1)(iii) promulgated under the Securities Exchange Act of 1934, as amended, each of the undersigned hereby agrees that CLAL INSURANCE ENTERPRISES HOLDINGS LTD. ("Clal") may file as necessary on behalf of the undersigned with the Securities and Exchange Commission a Schedule 13G or Schedule 13D and any amendments thereto in respect of shares of BioLineRx Ltd. purchased, owned or sold from time to time by the undersigned.

Clal is hereby authorized to file a copy of this letter as an exhibit to said Schedule 13D or Schedule 13G or any amendments thereto.

Very truly yours,

/s/ IDB DEVELOPMENT CORPORATION LTD.  
IDB DEVELOPMENT CORPORATION LTD.

/s/ IDB HOLDING CORPORATION LTD.  
IDB HOLDING CORPORATION LTD.

/s/ NOCHI DANKNER  
NOCHI DANKNER

/s/ SHELLY BERGMAN  
SHELLY BERGMAN

/s/ RUTH MANOR  
RUTH MANOR

/s/ AVRAHAM LIVNAT  
AVRAHAM LIVNAT

Agreed:

/s/ CLAL INSURANCE ENTERPRISES HOLDINGS LTD.  
CLAL INSURANCE ENTERPRISES HOLDINGS LTD.

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