# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# **SCHEDULE 13G/A**

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(b), (c) AND (d) AND AMENDMENTS THEREOF FILED PURSUANT TO § 240.13d-2

UNDER THE SECURITIES EXCHANGE ACT OF 1934 (Amendment No. 1)\*

# Cellect Biotechnology Ltd.

(Name of Issuer)

American Depositary Shares, each representing twenty Ordinary Shares, no par value (Title of Class of Securities)

**15116C102** (CUSIP Number)

**December 31, 2017** 

(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)					
⊠ 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.

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).

	CUSIP	NO. 15116	5C102	_	ISG/A		Page 2 of 6 Pages		
1.	Names of Reporting Persons								
	Michael	Michael Ilan Management and Investment Ltd.							
2	CHECK	THE AF	PPROPRIATE BOX IF A N	MEMBER OF A	A GROUP*				
2.		(See Instructions)							
	(a) □ (b) □								
<b>n</b>	SEC Use	Only							
3.		3							
4.		hip or Pla	ace of Organization						
	Israel								
		<b>5.</b>	Sole Voting Power						
			16,962,460 (1)						
		6.	Shared Voting Power						
NUMBER OF SI BENEFICIAL		0.	0						
OWNED BY E	ACH	7	Sole Dispositive Power						
REPORTING PI WITH	ERSON	7.	16,962,460 <sup>(1)</sup>						
		8.	Shared Dispositive Power	r					
			0						
9.	Aggrega	te Amou	nt Beneficially Owned by	Each Reporting	; Person				
	16,962,460 (1)								
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares								
(See Instructions)									
11.	Percent of Class Represented by Amount in Row (9)								
	14.1% (2	2)							
12.	Type of	Type of Reporting Person (See Instructions)							
	$_{ m IV}$								
	1								

- Reflects sole voting/dispositive power as of February 6, 2018. Includes warrants ADS (Tradeable) to purchase 576,920 ordinary shares at an (1)
- exercise price of NIS 1.4 per share and expiring on August 3, 2021.

  Based upon 120,450,389 Ordinary Shares issued and outstanding as of January 26, 2018 (as reported by the Issuer in its Form 424B5 filed with (2) the Securities and Exchange Commission on January 31, 2018).

	CUSIP N	NO. 15116	5C102	13G/A		Page 3 of 6 F	'ages	
1.	Names of Reporting Persons  Michael Ilan							
<b>n</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*							
2.	• (See Instructions)							
	(a) 🗆							
0	(b) $\square$	nlv						
3.	ole ose	Ully						
4.	Citizensl	hip or Pla	ace of Organization					
	Israel							
		<b>5.</b>	Sole Voting Power					
			16,962,460 (1)					
		6.	Shared Voting Power					
NUMBER OF SE BENEFICIAL			0					
OWNED BY E	ACH	_	Sole Dispositive Power					
REPORTING PEWITH	ERSON	7.						
			16,962,460 <sup>(1)</sup>					
		8.	Shared Dispositive Powe	r				
			0					
9. Aggregate Amount Beneficially Owned by Eac			Each Reporting Person					
	16,962,460 (1)							
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares							
	(See Inst	ructions)						
11.	Percent of Class Represented by Amount in Row (9)							
-	14.1% (2)							
12.	Type of Reporting Person ( <i>See</i> Instructions)							
	IN							

- (1) Reflects sole voting/dispositive power as of February 6, 2018.
- (2) Based upon 120,450,389 Ordinary Shares issued and outstanding as of January 26, 2018 (as reported by the Issuer in its Form 424B5 filed with the Securities and Exchange Commission on January 31, 2018).

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Item 1(a).	Name of Issuer:						
	Cellect Biotechnology Ltd.						
Item 1(b)	Address of Issuer's Principal Executive Off	ices:					
	23 Hata'as Street, Kfar Saba, Israel 44425.						
Item 2(a).	Name of Person Filing:						
	This Statement is filed by:						
	<ul><li>(1) Michael Ilan Management and Investment Ltd.</li><li>(2) Michael Ilan</li></ul>						
	The foregoing entities are collectively referred to	as the "Reporting Persons" in this S	Statement.				
Item 2(b)	Address of Principal Offices or, if None, Res	sidence:					
	Michael Ilan Management and Investment Ltd. –	Lev Hasharon Industrial Park, Kadi	ima, P.O. Box 5062, Israel 6092000				
	Michael Ilan - 6 Stricker St., Tel Aviv-Yafo, Israe	Michael Ilan - 6 Stricker St., Tel Aviv-Yafo, Israel 6200608					
Item 2(c).	Citizenship:						
	Place of organization of the Reporting Persons, a	s the case may be, is Israel.					
Item 2(d)	Title of Class of Securities:	Title of Class of Securities:					
	American Depositary Shares, each representing t	wenty Ordinary Shares Ordinary Sh	ares, no par value ("Ordinary Shares").				
Item 2(e).	CUSIP Number:						
	15116C102						
Item 3.	If the Statement is being filed pursuant to Rule	e 13d-1(b) or 13d-2(b) or (c), checl	k whether the filing person is a:				
	Not applicable.						
Item 4.	m 4. Ownership.						
(a) Amount beneficially owned: 16,962,460 Ordinary Shares.							
(b) Percent of class:							
14.1%							
(c)	(c) Number of shares as to which such person has:						
(i	Sole power to vote or direct the vote: 16,962,4	160					
(i	i) Shared power to vote or direct the vote: 0						

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(iii)	Sole power to dispose or to direct the disposi	tion of: 16,962,460					
(iv)	Shared power to dispose or to direct the dispo	osition of: 0					
Item 5.	Ownership of Five Percent or Less of a C	lass.					
	If this statement is being filed to report the fact that as of the date hereof the reporting person had ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following $\Box$ .						
Item 6.	Ownership of More than Five Percent on	Behalf of Another Person.					
	Not applicable.						
Item 7.	Identification and Classification of the Subsic Control Person.	diary Which Acquired the Security I	Being Reported on by the Parent Holding Company or				
	Not applicable.						
Item 8.	Identification and Classification of Memb	pers of the Group.					
	Not applicable.						
Item 9.	Notice of Dissolution of Group.						
	Not applicable.						
Item 10.	Certification.						
	Not applicable.						

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## **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, 2018

Michael Ilan Management and Investment Ltd.

By: <u>/s/ Michael Ilan</u> Name: Michael Ilan Title: Chairman

<u>/s/ Michael Ilan</u> Michael Ilan

**EXHIBIT 1** 

## JOINT FILING AGREEMENT

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 may be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. 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 or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

Date: February 14, 2018

Michael Ilan Management and Investment Ltd.

By: <u>/s/ Michael Ilan</u> Name: Michael Ilan Title: Chairman

<u>/s/ Michael Ilan</u> Michael Ilan