

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Harel Insurance Co LTD</u> (Last) (First) (Middle) 3 ABA HILLEL ROAD STREET (Street) RAMAT GAN L3 52118 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Ayala Pharmaceuticals, Inc. [AYLA]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/12/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	05/12/2020		C		307,692	A	(1)	1,402,077 ⁽²⁾	I	See footnote ⁽²⁾
Common Stock, par value \$0.01 per share	05/12/2020		C		211,757	A	(1)	1,613,834 ⁽²⁾	I	See footnote ⁽²⁾
Common Stock, par value \$0.01 per share	05/12/2020		P ⁽³⁾		50,000	A	\$15 ⁽³⁾	1,663,834 ⁽²⁾	I	See footnote ⁽²⁾
Common Stock, par value \$0.01 per share	05/12/2020		P ⁽³⁾		500,000	A	\$15 ⁽³⁾	2,163,834 ⁽⁴⁾	I	See footnote ⁽⁴⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Preferred Stock, par value \$0.01 per share	(1)	05/12/2020		C			307,692 ⁽¹⁾	(1)	(1)	Common Stock	307,692 ⁽¹⁾	\$0	0	I	See footnote ⁽²⁾
Series B Preferred Stock, par value \$0.01 per share	(1)	05/12/2020		C			211,757 ⁽¹⁾	(1)	(1)	Common Stock	307,692 ⁽¹⁾	\$0	0	I	See footnote ⁽²⁾

1. Name and Address of Reporting Person*
Harel Insurance Co LTD
 (Last) (First) (Middle)
 3 ABA HILLEL ROAD STREET
 (Street)
 RAMAT GAN L3 52118
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Harel Insurance Investments & Financial Services Ltd.
 (Last) (First) (Middle)
 3 ABA HILLEL ROAD STREET
 (Street)
 RAMAT GAN L3 52118
 (City) (State) (Zip)

Explanation of Responses:

1. Upon the closing of the Issuer's initial public offering on May 12, 2020, each share of Series A Preferred Stock and Series B Preferred Stock (together, the "Preferred Stock") of the Issuer immediately converted into one share of Common Stock of the Issuer in accordance with the terms of the Issuer's Amended and Restated Certificate of Incorporation. Each share of Preferred Stock was convertible at any time, at the holder's election, and automatically upon consummation of the Issuer's initial public offering and had no expiration date. Share numbers of Preferred Stock in this Statement give effect to the reverse split of each share of the Issuer's Common Stock into 0.5 shares of Common Stock, which was effective for the shares of Preferred Stock upon their conversion into Common Stock upon the closing of the Issuer's initial public offering.
2. All of the shares of Common Stock reported in this row are (and all of the Preferred Stock reported in this Statement were) directly held by Harel Insurance Company Ltd. ("Harel Insurance"), a wholly owned subsidiary of Harel Insurance Investments & Financial Services Ltd. ("Harel Holdings"), for Harel Insurance's own account. While Harel Insurance operates under independent management and makes independent voting and investment decisions, Harel Holdings may be deemed, by virtue of its ownership of Harel Insurance, to both beneficially own and have a pecuniary interest in all shares presently directly owned by Harel Insurance for Harel Insurance's own account.
3. Shares acquired upon the closing of the Issuer's initial public offering at the initial public offering price of \$15.00 per share.
4. All of the shares of Common Stock reported in this row were acquired and are held for members of the public through, among others, provident funds and/or mutual funds and/or pension funds and/or insurance policies and/or exchange traded funds, which are managed by wholly owned subsidiaries of the Reporting Persons, each of which subsidiaries operates under independent management and makes independent voting and investment decisions. Consequently, (i) this Statement shall not be construed as an admission by the Reporting Persons that they are the beneficial owners of more than 1,663,834 shares of Common Stock reported in this Statement, except to the extent of their pecuniary interest therein and (ii) this joint filing shall not be deemed an affirmation that a group exists among the Reporting Persons for the purposes of the Securities Exchange Act of 1934 or for any other purpose.

[HAREL INSURANCE](#)
[COMPANY LTD. BY: /s/ Uri](#) [05/14/2020](#)
[Rabinovitz, Vice President](#)
[HAREL INSURANCE](#)
[INVESTMENTS AND](#)
[FINANCIAL SERVICES LTD.](#) [05/14/2020](#)
[BY: /s/ Uri Rabinovitz, Vice](#)
[President](#)

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.