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U. S. Securities and Exchange Commission
Washington, D. C. 20549

FORM 10-Q

☒ QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2018

☐ TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _________ to _________

Commission File No. 001-37370

MY SIZE, INC.
(Exact name of registrant as specified in its charter)

Delaware	51-0394637
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer I.D. No.)

3 Arava St., pob 1026, Airport City, Israel, 7010000
(Address of principal executive offices)

+972-3-600-9030
Registrant's telephone number, including area code:

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Sections 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files.) Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☐ (Do not check if a smaller reporting company)	Smaller reporting company	☒
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act) Yes ☐ No ☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: As of August 13, 2018, 29,710,028 shares of common stock, par value $0.001 per share were issued and outstanding.

MY SIZE, INC.
INDEX TO QUARTERLY REPORT ON FORM 10-Q
FOR THE QUARTER ENDED JUNE 30, 2018

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Interim
Financial Statements
As of June 30, 2018
(unaudited)
U.S. Dollars in Thousands

Condensed Consolidated Interim Financial Statements as of June 30, 2018 (Unaudited)

Contents

My Size, Inc. and its subsidiaries

Condensed Consolidated Interim Balance Sheets

U.S. dollars in thousands (except share data and per share data)

	June 30, 2018	December 31, 2017
	(Unaudited)	(Audited)
	$ thousands	$ thousands
Assets		
Current Assets:		
Cash and cash equivalents	**8,724**	1,802
Other receivables and prepaid expenses	**63**	381
Restricted cash	**66**	70
Total current assets	**8,853**	2,253
Investment in marketable securities	**503**	98
Property and equipment, net	**58**	67
	561	165
Total assets	**9,414**	2,418
Liabilities and stockholders' equity		
Current liabilities:		
Short-term loan	**-**	558
Trade payables	**278**	245
Accounts payable	**265**	336
Warrants, derivatives and stock based compensation liabilities	**1,933**	2,431
Total current liabilities	**2,476**	3,570
COMMITMENTS AND CONTINGENCIES		
Stockholders' equity (deficit):		
Stock Capital -		
Common stock of $ 0.001 par value - Authorized: 100,000,000 and 50,000,000 shares; Issued and outstanding: 29,678,778 and 22,238,745 as of June 30, 2018 and December 31, 2017 respectively	**30**	22
Additional paid-in capital	**28,430**	16,008
Accumulated other comprehensive loss	**(642)**	(134)
Accumulated deficit	**(20,880)**	(17,048)
Total stockholders' equity (deficit)	**6,938**	(1,152)
Total liabilities and stockholders' equity	**9,414**	2,418

The accompanying notes are an integral part of the condensed consolidated financial statements.

My Size, Inc. and its subsidiaries

Condensed Consolidated Interim Statements of Comprehensive Loss

U.S. dollars in thousands (except share data and per share data)

	Six-Months Ended June 30,		**Three-Months Ended June 30,**		**Year ended December 31,**
	2018	**2017**	**2018**	**2017**	**2017**
	$ thousands (Unaudited)	**$ thousands (Unaudited)**	**$ thousands (Unaudited)**	**$ thousands (Unaudited)**	**$ thousands (Audited)**
Operating expenses					
Research and development	496	411	231	204	845
Marketing, general and administrative	2,332	2,056	720	1,177	4,765
Total operating expenses	2,828	2,467	951	1,381	5,610
Operating loss	(2,828)	(2,467)	(951)	(1,381)	(5,610)
Financial income (expenses), net	(1,004)	(245)	2,542	63	206
	(3,832)	(2,712)	1,591	(1,318)	(5,404)
Other comprehensive income (loss):					
Gain (loss) on available for sale securities	-	26	-	(67)	93
Foreign currency translation differences	(508)	(1)	(348)	4	(32)
Total comprehensive income (loss)	(4,340)	(2,687)	1,243	(1,381)	(5,343)
Basic gain (loss) per share	(0.13)	(0.15)	0.05	(0.07)	(0.30)
Diluted gain (loss) per share	(0.13)	(0.15)	0.02	(0.07)	(0.30)
Basic weighted average number of shares outstanding	28,443,746	17,545,690	29,488,161	17,605,359	17,874,827
Diluted weighted average number of shares outstanding	28,443,746	17,545,690	30,024,168	17,605,359	17,874,827

The accompanying notes are an integral part of the interim condensed consolidated financial statements

My Size, Inc. and its subsidiaries

Condensed Consolidated Interim Statements of Changes in Shareholders' Equity (Deficit) (Unaudited)

U.S. dollars in thousands (except share data and per share data)

	Common stock		Additional paid-in	Accumulated other comprehensive	Accumulated	Total stockholders' equity
	Number	Amount	capital	loss	deficit	(deficit)
Balance as of January 1, 2018	**22,238,745**	**22**	**16,008**	**(134)**	**(17,048)**	**(1,152)**
Stock-based compensation related to employees	**-**	**-**	**106**	**-**	**-**	**106**
Issuance of shares to consultants	**281,150**	**1**	**214**	**-**	**-**	**215**
Total comprehensive loss	**-**	**-**	**-**	**(508)**	**(3,832)**	**(4,340)**
Exercise of warrants and options	**3,846,515**	**4**	**8,454**	**-**	**-**	**8,458**
Liability reclassified to equity	**82,368**	**(*)**	**104**	**-**	**-**	**104**
Issuance and receipts on account of shares, net of issuance cost of $351	**3,230,000**	**3**	**3,544**	**-**	**-**	**3,547**
Balance as of June 30, 2018	**29,678,778**	**30**	**28,430**	**(642)**	**(20,880)**	**6,938**

(*) Represent an amount less than $1.

	Common stock		Additional paid-in	Available for sale	Accumulated other comprehensive	Accumulated	Total stockholders' equity
	Number	Amount	capital	reserve	loss	deficit	(deficit)
Balance as of January 1, 2017	17,405,359	17	13,347	(93)	(102)	(11,644)	1,525
Total comprehensive income (loss)	-	-	-	26	(1)	(2,712)	(2,687)
Stock-based compensation related to options granted to consultants	-	-	73	-	-	-	73
Issuance and receipts on account of shares	200,000	-	632	-	-	-	632
Balance as of June 30, 2017	17,605,359	17	14,052	(67)	(103)	(14,356)	(457)

The accompanying notes are an integral part of the interim condensed consolidated financial statements

My Size, Inc. and its subsidiaries

Condensed Consolidated Interim Statements of Changes in Shareholders' Equity (Deficit)
U.S. dollars in thousands (except share data and per share data)

	Common stock		Additional paid-in	Accumulated other comprehensive	Accumulated	Total stockholders' equity
	Number	Amount	capital	loss	deficit	(deficit)
Balance as of April 1, 2018	**29,145,927**	**29**	**27,698**	**(294)**	**(22,471)**	**4,962**
Stock-based compensation related to employees	**-**	**-**	**10**	**-**	**-**	**10**
Issuance of shares to consultants	**117,150**	**1**	**79**	**-**	**-**	**80**
Total comprehensive income (loss)	**-**	**-**	**-**	**(348)**	**1,591**	**1,243**
Exercise of warrants and options	**333,333**	**(*)**	**539**	**-**	**-**	**539**
Liability reclassified to equity	**82,368**	**(*)**	**104**	**-**	**-**	**104**
Balance as of June 30, 2018	**29,678,778**	**30**	**28,430**	**(642)**	**(20,880)**	**6,938**

(*) Represent an amount less than $1.

	Common stock		Additional paid-in	Available for sale	Accumulated other comprehensive	Accumulated	Total stockholders' equity
	Number	Amount	capital	reserve	loss	deficit	(deficit)
Balance as of April 1, 2017	17,605,359	17	14,744	-	(107)	(13,038)	1,616
Total comprehensive income (loss)	-	-	-	(67)	4	(1,318)	(1,381)
Stock-based compensation related to options granted to consultants	-	-	(924)	-	-	-	(924)
Issuance and receipts on account of shares	-	-	232	-	-	-	232
Balance as of June 30, 2017	17,605,359	17	14,052	(67)	(103)	(14,356)	(457)

The accompanying notes are an integral part of the interim condensed consolidated financial statements

My Size, Inc. and its subsidiaries

Condensed Consolidated Interim Statements of Changes in Shareholders' Equity (Deficit)
U.S. dollars in thousands (except share data and per share data)

	Common stock		Additional paid-in	Available	Accumulated other comprehensive	Accumulated	Total stockholders' equity
	Number	Amount	capital	for sale	loss	deficit	(deficit)
Balance as of January 1, 2017	17,405,359	17	13,347	(93)	(102)	(11,644)	1,525
Stock-based compensation related to options granted to employees	-	-	185	-	-	-	185
Issuance of shares to consultants	159,100	(*)	147	-	-	-	147
Total comprehensive income (loss)	-	-	-	93	(32)	(5,404)	(5,343)
Liability reclassified to equity	80,358	(*)	60	-	-	-	60
Issuance and receipts on account of shares, net of issuance cost of $360	4,593,928	5	2,269	-	-	-	2,274
Balance as of December 31, 2017	22,238,745	22	16,008	-	(134)	(17,048)	(1,152)

(*) Represent an amount less than $1.

The accompanying notes are an integral part of the interim condensed consolidated financial statements

My Size, Inc. and its subsidiaries

Condensed Consolidated Interim Statements of Cash Flows

	Six-Months Ended June 30, 2018 $ thousands (Unaudited)	Six-Months Ended June 30, 2017 $ thousands (Unaudited)	Three-Months Ended June 30, 2018 $ thousands (Unaudited)	Three-Months Ended June 30, 2017 $ thousands (Unaudited)	Year ended December 31, 2017 $ thousands (Audited)
Cash flows from operating activities:					
Net income (loss)	**(3,832)**	(2,712)	**1,591**	(1,318)	(5,404)
Adjustments to reconcile net income (loss) to net cash used in operating activities:					
Depreciation	**15**	15	**7**	8	30
Revaluation of warrant, convertible loans and derivative	**1,960**	(178)	**(1,914)**	(122)	(829)
Interest payment of short term loan	**(192)**	-	**-**	-	(323)
Revaluation of investment in marketable securities	**(425)**	340	**(237)**	-	623
Stock based compensation- equity	**321**	73	**90**	34	332
Stock based compensation- liability	**450**	205	**16**	178	1,297
Decrease in other receivables and prepaid expenses	**25**	54	**23**	62	16
Change in embedded derivative and warrants	**(61)**	153	**(61)**	159	127
Increase (decrease) in trade payable	**47**	(63)	**69**	(9)	(9)
Increase (decrease) in other accounts payable	**(57)**	168	**(141)**	75	-
Net cash used in operating activities	**(1,749)**	(1,945)	**(557)**	(933)	(4,140)
Cash flows from investing activities:					
Purchase of property and equipment	**(9)**	(7)	**(8)**	(4)	(16)
Net cash used in investing activities	**(9)**	(7)	**(8)**	(4)	(16)
Cash flows from financing activities:					
Proceeds from exercise of warrants and options	**3,865**	-	**239**	-	-
Repayment of short term loan	**(555)**	(10)	**-**	(10)	(260)
Proceeds from issuance of shares, warrants, short term loan and convertible loan	**5,923**	2,015	**-**	666	6,192
Net cash provided by financing activities	**9,233**	2,005	**239**	656	5,932
Effect of exchange rate fluctuations on cash and cash equivalents	**(557)**	48	**(348)**	53	-
Increase (decrease) in cash, cash equivalents and restricted cash	**6,918**	101	**(674)**	(228)	1,776
Cash, cash equivalents and restricted cash at the beginning of the period	**1,872**	96	**9,464**	425	96
Cash, cash equivalents and restricted cash at the end of the period	**8,790**	197	**8,790**	197	1,872
Non cash transactions					
Exercise of warrants and share based payment liability to equity	**4,593**	-	**300**	-	60
Derivative liability settles for shares issued	**104**	-	**104**	-	-

The accompanying notes are an integral part of the interim condensed consolidated financial statements.

Notes to Condensed Consolidated Interim Financial Statements (unaudited)

U.S. dollars in thousands (except share data)

Note 1 - General

a. My Size Inc. along with its subsidiaries (collectively, the “Company”) is developing unique measurement technologies based on algorithms with applications in a variety of areas, including the apparel e-commerce market, the courier services market and the do it yourself (“DIY”) smartphone and tablet apps market. The technology is driven by several patent and patent-pending algorithms which are able to calculate and record measurements in a variety of novel ways.

b. During the six month period ended June 30, 2018, the Company has incurred significant losses and negative cash flows from operations and has an accumulated deficit of $20,880. The Company has financed its operations mainly through fundraising from various investors.

Management’s plans contemplate that the cash in hand will be sufficient to meet its obligations for a period which is longer than 12 months.

Note 2 - Significant Accounting Policies

a. Unaudited condensed consolidated financial statements:

The accompanying unaudited condensed consolidated interim financial statements included herein have been prepared by the Company in accordance with the rules and regulations of the United States Securities and Exchange Commission (“SEC”). The unaudited condensed consolidated financial statements are comprised of the financial statements of the Company. In management’s opinion, the interim financial data presented includes all adjustments necessary for a fair presentation. All intercompany accounts and transactions have been eliminated. Certain information required by U.S. generally accepted accounting principles (“GAAP”) has been condensed or omitted in accordance with rules and regulations of the SEC. Operating results for the six months ended June 30, 2018 are not necessarily indicative of the results that may be expected for any future period or for the year ending December 31, 2018.

These unaudited condensed consolidated financial statements should be read in conjunction with the Company’s audited consolidated financial statements and the notes thereto for the year ended December 31, 2017.

b. Use of estimates:

The preparation of consolidated financial statements in conformity with GAAP requires us to make estimates and assumptions that affect the amounts reported and disclosed in the financial statements and the accompanying notes. Actual results could differ materially from these estimates.

Note 2 - Significant Accounting Policies (cont'd)

c. Impact of recently adopted accounting standard:

1. In January 2016, the Financial Accounting Standards Board (the "FASB") issued Accounting Standards Update ("ASU") No. 2016-01 (ASU 2016-01) "Financial Instruments-Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities." ASU 2016-01 amends various aspects of the recognition, measurement, presentation, and disclosure for financial instruments. The amendments should be applied by means of a cumulative-effect adjustment to the balance sheet as of the beginning of the fiscal year of adoption, with other amendments related specifically to equity securities without readily determinable fair values applied prospectively. ASU 2016-01 is effective for annual reporting periods, and interim periods within those years beginning after December 15, 2017.

   The Company adopted this guidance as of January 1, 2018.

   During the six and three month period ended June 30, 2018, the Company recorded a gain of $425 and $237 respectively for changes in the fair value of the investment in marketable securities in the statements of comprehensive income (loss) in financial income (expenses) and not as other comprehensive income.

2. In November 2016, the FASB issued guidance on the treatment of restricted cash in the statements of cash flows. Amounts generally described as restricted cash and restricted cash equivalents should be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. The guidance is effective for the fiscal year beginning on January 1, 2018, including interim periods within that year and early adoption is permitted.

   The Company adopted this guidance retrospectively as of January 1, 2018.

3. In August 2016, the FASB issued ASU 2016-15, Classification of Certain Cash Receipts and Cash Payments, which provides guidance on several issues related to cash flows classifications.

   The Company implemented this guidance retrospectively as of January 1, 2018, according to which the payment of a principal short term loan was classified in the statement of cash flows to cash flow from financing activities and the interest related to the debt was classified in the statements of cash flows to cash flows from operating activities.

   During the six and three month period ended June 30, 2018, and for the year ended December 31, 2017, interest on short term loan is classified in the statements of cash flows to cash flow from operating activities in the amount of $192, $0 and $323, respectively.

d. Impact of recently issued accounting standard not yet adopted:

   On June 20, 2018, the FASB issued ASU 2018-07, Stock Compensation: Improvements to Nonemployee Share-Based Payment Accounting, align the guidance for stock compensation to employees and nonemployees. The amended guidance replaces ASC 505-50, Equity—Equity-Based Payments to Non-Employees. This ASU is effective for annual and interim periods in fiscal years beginning after December 15, 2018. Early adoption is permitted in any interim or annual period provided that the entire ASU is adopted.

   The Company is examining the possibility of early adoption of the update and the anticipated effects of its adoption on the Company's financial statements.

e. Certain comparative figures in cash flow were reclassified to adjust to current period presentation.

Note 3 - Financial Instruments

Fair value of financial instruments:

Accounting Standards Codification ("ASC") 820, Fair Value Measurements and Disclosures, relating to fair value measurements, defines fair value and established a framework for measuring fair value. ASC 820 fair value hierarchy distinguishes between market participant assumptions developed based on market data obtained from sources independent of the reporting entity and the reporting entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances. ASC 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, essentially an exit price. In addition, the fair value of assets and liabilities should include consideration of non-performance risk, which for the liabilities described below includes the Company's own credit risk.

As a basis for considering such assumptions, ASC 820 establishes a three-tier value hierarchy, which prioritizes the inputs used in the valuation methodologies in measuring fair value:

Level 1 - Valuations based on quoted prices in active markets for identical assets that the Company has the ability to access. Valuation adjustments and block discounts are not applied to Level 1 instruments. Since valuations are based on quoted prices that are readily and regularly available in an active market, valuation of these products does not entail a significant degree of judgment.

Level 2 - Valuations based on one or more quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.

Level 3 - Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

The expected volatility of the share prices reflects the assumption that the historical volatility of the share prices is reasonably indicative of expected future trends.

The carrying amounts of cash and cash equivalents, other accounts receivable, short-term loan, accounts payable and other accounts payable approximate their fair value due to the short-term maturities of such instruments.

The Company holds shares in Imine corporation ("Imine") formerly known as Diamante Minerals, Inc. ("DIMN"), a publicly-traded company on the OTCQB.

The investment in Imine shares is classified as available-for-sale equity securities. The marketable securities have readily determinable fair market values that are calculated based on the share price in the measurement date and ranked as Level 1 assets.

	June 30, 2018		
	Fair value hierarchy		
	Level 1	Level 2	Level 3
Financial assets			
Investment in marketable securities (*)	503	-	-

U.S. dollars in thousands (except share data and per share data)

Note 3 - Financial Instruments (cont'd)

	June 30, 2018		
	Fair value hierarchy		
	Level 1	Level 2	Level 3
Financial liabilities			
Warrants, Derivative and stock based compensation liabilities	-	1,933	-

	December 31, 2017		
	Fair value hierarchy		
	Level 1	Level 2	Level 3
Financial assets			
Investment in marketable securities (*)	98	-	-

	December 31, 2017		
	Fair value hierarchy		
	Level 1	Level 2	Level 3
Financial liabilities			
Warrants, Derivative and stock based compensation liabilities	-	2,431	-

(*) For the six month period ended June 30, 2018, and 2017, and for the three month period ended June 30, 2018 and 2017 the recognized gain (loss) (based on quoted market prices) of the marketable securities was $425, $340, $237 and $0, respectively, and $(623) for the year ended December 31, 2017.

U.S. dollars in thousands (except share data and per share data)

Note 4 - Stock Based Compensation

The stock based expense recognized in the financial statements for services received is related to research and development, marketing, general and administrative expenses and shown in the following table:

	Six months ended June 30,		Three months ended June 30,		Year ended December 31,
	2018	**2017**	**2018**	**2017**	**2017**
Stock-based compensation expense - equity awards	**321**	73	**90**	34	332
Stock-based compensation expense - liability awards	**450**	205	**16**	178	1,297
	771	278	**106**	212	1,629

Option issued to consultants

a. Further to Note 10a of the Company's Annual Report on Form 10-K for the year ended December 31, 2017:

During May 2018, the Company issued to Consultant1 an additional 82,368 shares of common stock of the Company and as of June 30, 2018, the Company has no additional obligation to Consultant1.

During the six and three month period ended June 30, 2018, costs in the sum of $1 and $0 were recorded by the Company as stock-based equity-awards.

b. Further to Note 10b of the Company's Annual Report on Form 10-K for the year ended December 31, 2017:

During January 2018, options to purchase up to 781,838 shares of common stock of the Company were exercised for proceeds to the Company of $1,314.

c. In January 2018, the Company engaged a consultant ("Consultant6") to provide strategic consulting and investor relations services. The agreement with such consultant is for a period of twelve months in consideration for consulting services, the Company agreed to pay a monthly fee of $5 and to issue to Consultant6 99,000 shares of common stock of the Company in three tranches of 33,000 each, with each tranche vesting on the first day of January, April and August 2018. The issuance of the shares under the agreement was subject to the receipt of all the approvals required by the laws applicable to the Company, including approvals by The Nasdaq Capital Market and the Tel Aviv Stock Exchange, and the approval of the Company's stockholders to increase the number of shares of the Company's common stock reserved for issuance pursuant to the Company's 2017 Consultant Equity Incentive Plan (the "2017 Consultant Plan"). The increase in reserve pursuant to the Company's 2017 Consultant Plan was approved by the Company's stockholders on February 12, 2018 at the Company's special meeting of stockholders.

During the six and three month period ended June 30, 2018, costs in the amount of $56 and $23 were recorded by the Company as stock-based equity- awards.

Note 4 - Stock Based Compensation (cont'd)

d. In February 2018, the Company engaged a consultant ("Consultant7") to provide consulting related to investor relations. For such services, the Company agreed to issue to Consultant7 65,000 shares of common stock of the Company. The shares will vest as follows: 50,000 shares shall vest upon the effective date of the agreement and 15,000 shares shall vest three month after the effective date of the agreement.

   During the six and three month period ended June 30, 2018, costs in the amount of $56 and $38 were recorded by the Company as stock-based equity- awards.

e. In October 2017, the Company engaged three consultants (collectively, the "Consultants") to provide services to the Company including promoting the Company's products and services. For such consulting services, the Company agreed to issue to each of the Consultants options to purchase up to 50,000 shares of the Company's common stock at an exercise price of $2.00 per share. The options shall vest quarterly in four equal installments and shall terminate eighteen months from their respective vesting dates. The issuance of the options under the agreement was subject to the receipt of all the approvals required by the laws applicable to the Company, including approvals by The Nasdaq Capital Market and the TASE and the approval of the Company's stockholders to increase the number of shares of the Company's common stock reserved for issuance pursuant to the Company's 2017 Consultant Plan. The increase in reserve pursuant to the Company's 2017 Consultant Plan was approved by the Company's stockholders on February 12, 2018 at the Company's special meeting of stockholders.

   During the six and three month period ended June 30, 2018, costs in the sum of $52 and $6 were recorded by the Company as stock-based liability- awards.

Stock Option Plan for Employees

In March 2017, the Company adopted the 2017 Equity Incentive Plan (the "Plan") pursuant to which the Company's Board of Directors may grant stock options to purchase up to 2,000,000 shares of the Company's common stock to officers, directors and employees. At the 2018 annual meeting of stockholders, stockholders approved an increase to the number of shares of the Company's common stock reserved for issuance pursuant to the Plan from 2,000,000 to 3,000,000 shares. The exercise price of the stock options are equal the fair market value of the Company's stock at the date of grant.

During the six month period ended June 30, 2018, no options were granted, 26,666 options were exercised and 15,500 options expired.

The total stock option compensation expense during the six and three month period ended June 30, 2018 which were recorded as research and development and marketing expenses were $31 and $4, respectively.

The total stock option compensation expense during the six and three month period ended June 30, 2018 which were recorded as general and administrative expenses were $77 and $8, respectively.

Note 5 - Contingencies and Commitments

a. Further to Note 12c to the Company's Annual Report on Form 10-K for the year ended December 31, 2017:

On January 25, 2018, the court rendered the settlement agreement (the "Settlement Agreement") between the parties a status of a judgment. On January 30, 2018, the plaintiff informed the Company that all the Original Shares and the New Shares, were sold for an aggregate of Israeli New Shekel ("NIS") 1,061,533 ($302,087). Accordingly, the plaintiff was entitled to receive from the Company an additional amount of NIS 213,467 ($62,000) payable either in cash or in kind, by the issuance of additional Company's common stock (the "Additional Amount"). "Original Shares" means shares of the Company's common stock originally issued to the plaintiff. "New Shares" means 80,358 additional shares of the Company's common stock issued to the plaintiff pursuant to the terms of the Settlement Agreement.

Pursuant to the Settlement Agreement, the payment of the Additional Amount was due and payable no later than March 16, 2018. On March 13, 2018, the Company paid the plaintiff the Additional Amount.

b. Further to Note 12d to the Company's Annual Report on Form 10-K for the year ended December 31, 2017:

At a preliminary hearing on the Company's motion to dismiss, that was held on April 26, 2018, the Court ordered to suspend all the proceedings regarding the class motion and the Company's motion to dismiss, until Israeli Supreme Court's adjudication in two cases pending before the Supreme Court, pertaining to similar issues argued by the Company in its motion to dismiss regarding the proper choice of law applicable to foreign companies listed both on TASE and on Nasdaq.

c. Further to Note 12b to the Company's Annual Report on Form 10-K for the year ended December 31, 2017:

On June 12, 2018, the Company and the original plaintiffs (excluding Mr. Asher Shmuelevitch, a former controlling shareholder of the Company) (collectively, the "Shareholders"), entered into a settlement agreement (the "Settlement").

Pursuant to the Settlement, the Company agreed to withdraw its appeal and the Shareholders waived any and all claims, demands, disputes, remedies or causes of action whatsoever against the Company, monetary or otherwise, pertaining to any and all matters related to or in connection with the Shareholders original complaint against the company and /or the judgment in favor of the Shareholders.

On June 13, 2018, the Company filed a motion with the Supreme Court of Israel, with the Shareholders' consent (excluding Mr. Shmuelevitch), requesting to render the Settlement Agreement the status of a judgment and to dismiss the appeal, without ordering costs for any of the respondents (the "Motion to Dismiss").

Following the Supreme Court's order, Mr. Shmuelevitch submitted his written response to the Motion to Dismiss on June 28, 2018, arguing he is entitled to the reimbursement of his cost in connection with the appeal and the original claim.

On July 5, 2018, the Supreme Court granted the Motion to Dismiss, endorsed the Settlement and dismissed the appeal.

d. On August 7, 2018, the Company commenced an action against North Empire LLC in the Supreme Court of the State of New York, County of New York for breach of a Securities Purchase Agreement (the "Agreement") in which it is seeking damages in an amount to be determined at trial, but in no event less than $616,000. On August 2, 2018, North Empire filed a Summons with Notice against the Company, also in the same Court, in which they allege damages in an amount of $11.4 million arising from an alleged breach of the Agreement. As these proceedings have only recently been commenced, it is too early to estimate the likelihood of an adverse award. However, the Company intends to vigorously defend any claims made by North Empire.

Note 6 - Significant Events During the Reporting Period

a. Further to Note 10e to the Company's Annual Report on Form 10-K for the year ended December 31, 2017:

On January 23, 2018, the Company and Consultant5 entered into an amendment to the consulting agreement pursuant to which the number of the options were amended such that Consultant5 received options to purchase up to 800,000 shares of the Company's common stock at an exercise price of $1.00 per share. The options expired on July 23, 2018.

b. On February 2, 2018, the Company conducted a public offering of its securities pursuant to which it issued an aggregate of 3,000,000 shares of its common stock and five-year warrants to purchase up to 1,500,000 shares of common stock at an exercise price of $2.65 per share for gross proceeds of $6,000. The Company received net proceeds of $5,464 after deducting placement agent fees and other offering expenses.

The common stock and warrants are accounted for as two different components.

Warrants exercisable into shares of common stock are recognized as a liability and measured at fair value. Changes in fair value are recorded in the statements of income and loss.

The warrants were measured at a total fair value of $2,102, and the residual net amount of $3,544 was recorded in the equity.

As of June 30, 2018, the warrants were presented in the balance sheet at a fair value of $1,089.

The warrants contained out price protection in the event that the Company issues additional warrants or common shares at a price lower than the exercise price of the warrants. If the first subsequent placement occurs within six months of the date of issuance of the warrant, then the applicable price shall be reduced to 110% of the new issuance price of such subsequent placement.

c. Further to Note 11 to the Company's Annual Report on Form 10-K for the year ended December 31, 2017:

During the six and three month period ended June 30, 2018, the Company recorded financial expenses of $192 and $0 respectively from the loan.

During February 2018 the Company repaid the remaining outstanding balance of the loan.

During the six and three month period ended June 30, 2018, warrants to purchase 333,333 shares of the Company's common stock were exercised for proceeds to the Company of $238.

Upon the exercise of the warrants, the Company reclassified the liabilities associated with the warrants to equity in the total amount of $300.

d. Further to Note 9l to the Company's Annual Report on Form 10-K for the year ended December 31, 2017:

During the six month period ended June 30, 2018, warrants to purchase 2,654,922 shares of the Company's common stock were exercised for proceeds to the Company of $2,260. No warrants were exercised During the three month period ended June 30, 2018

Upon the exercise of the warrants, the Company reclassified the liabilities associated with the warrants to equity in the total amount of $3,851.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

You should read the following discussion along with our financial statements and the related notes included in this report. The following discussion contains forward-looking statements that are subject to risks, uncertainties and assumptions, including those discussed under "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2017. Our actual results, performance and achievements may differ materially from those expressed in, or implied by, these forward-looking statements.

Results of Operations

From inception through June 30, 2018, we have sustained an accumulated deficit of $20,880,000. From inception through June 30, 2018, we have not generated any revenue from operations and expect to incur additional losses to perform further research and development activities: We do not currently have any commercial products. Our product development efforts are in their early stages and we cannot make estimates of the costs or the time they will take to complete.

Six and Three Months Ended June 30, 2018 Compared to Six and Three Months Ended June 30, 2017

Research and Development Expenses

Our research and development expenses for the six months ended June 30, 2018 amounted to $496,000 compared to $411,000 for the six months ended June 30, 2017. The increase between the corresponding period primarily resulted from increased subcontractors expenses and expenses associated with shared based payments to Company's employees.

Our research and development expenses for the three months ended June 30, 2018 amounted to $231,000 compared to $204,000 for the three months ended June 30, 2017. The increase between the corresponding period primarily resulted from increased subcontractors expenses and expenses associated with shared based payments to Company's employees.

Marketing, General and Administrative Expenses

Our marketing, general and administrative expenses for the six months ended June 30, 2018 amounted to $2,332,000 compared to $2,056,000 for the six months ended June 30, 2017. The increase compared to the corresponding period was mainly due to share based payments, marketing expenses and professional services which were offset by a reduction in in public relations and investor relations expenses.

Our marketing, general and administrative expenses for the three months ended June 30, 2018 amounted to $720,000 compared to $1,177,000 for the three months ended June 30, 2017. The decrease compared to the corresponding period was mainly due to share based payments and professional services offset by increase in in marketing expenses.

Financial Income (Expense), Net

Our financial expenses net for the six months ended June 30, 2018 amounted to $1,004,000 compared to $245,000 for the six months ended June 30, 2017. The increase was due to revaluation of warrants, and stock based compensation liabilities compared to the corresponding period offset by income from revaluation in investment in marketable securities compared to expenses in the corresponding period and income from exchange rate differences compared to expenses in the corresponding period.

Our financial income net for the three months ended June 30, 2018 amounted to $2,542,000 compared to $63,000 for the three months ended June 30, 2017. The increase was due to the revaluation of warrants, derivatives, stock based compensation liabilities and from revaluation of investment in marketable securities, compared to corresponding period.

Net Income (Loss)

As a result of the foregoing research and development, marketing general and administrative expenses, and financial expenses, our net loss for the six months ended June 30, 2018 was $3,832,000, compared to $2,712,000 for the six months ended June 30, 2017. The main reasons for the increase in net loss were the expenses due to share based payments, and professional services compared to corresponding period and the expense with respect to the revaluation of warrants, derivatives and stock based compensation liabilities offset by an income from revaluation of investment in marketable securities and exchange rate differences compared to expenses in the corresponding period.

As a result of the foregoing research and development, marketing general and administrative expenses, and financial expenses, our net income for the three months ended June 30, 2018 was $1,591,000, compared to net loss of $1,318,000 for the three months ended June 30, 2017. The main reasons for the net income was the income from revaluation of stock based compensation liabilities, warrants and exchange rate differences compared to corresponding period.

Liquidity and Capital Resources

Since our inception, we have funded our operations primarily through public and private offerings of our equity and securities in the State of Israel and in the U.S.

As of June 30, 2018, we had cash, cash equivalents and restricted cash of $8,790,000 as compared to $1,872,000 as of December 31, 2017. This increase primarily resulted from the public offering that we completed in February 2018 and from proceeds generated from the exercise of warrants, both of which are further described below.

On October 26, 2017, we entered into a securities purchase agreements to sell original issue discount non-convertible notes (the “Notes”) and warrants to certain accredited investors in a private placement. We received gross proceeds of approximately $1,200,000, before deducting placement agent and other offering expenses. The Notes were initially due on the earlier of (i) February 28, 2018 and (ii) the first offering of our equity securities or any equity-linked or related securities with aggregate gross proceeds of at least $1 million. The maturity date of the Notes was subsequently amended to the earlier of (i) the closing of our next offering or (ii) March 31, 2018. As of March 13, 2018, the Company has paid all amounts due and payable on the Notes. The five-year warrants issued in the private offering are exercisable at a price of $0.75 per share. The warrants contain provisions providing for price protection in the event that we issue additional equity securities at a price lower than the exercise price of the warrants. If the first subsequent placement occurs within six months of the date of issuance of the warrants, then the applicable price shall be reduced to 110% of the new issuance price of such subsequent placement.

During the six month period ended June 30, 2018, warrants to purchase 333,333 shares of common stock were exercised, for proceeds to the Company of $238,000.

On December 22, 2017, we completed a public offering of 3,832,500 shares of our common stock at a price of $0.65 per share and five-year warrants to purchase an aggregate of 2,874,375 shares of common stock at an exercise price of $0.851 per share. The gross proceeds from the public offering, before deducting placement agent fees and other offering expenses, were $2,490,000. The net proceeds from the offering after deducting the placement agent fees and other offering expenses were approximately $2,130,000. As a result of the public offering, the exercise price of the warrants issued in the October 2017 private placement was reduced to $0.715.

On December 27, 2017, we repaid $583,000 in principal amount of the Notes, and in February 2018, we repaid the remaining outstanding balance of the Notes.

During the six-month ended June 30, 2018, we received $2,260,000 of proceeds from the exercise of the warrants to purchase 2,654,922 shares of common stock issued in our December 2017 private placement.

On February 2, 2018, we completed a public offering pursuant to which we issued 3,000,000 shares of our common stock and five-year warrants to purchase an aggregate of 1,500,000 shares of common stock. The gross proceeds from the offering were $6,000,000 prior to deducting placement agent fees and other offering expenses. The net proceeds from the offering after deducting the placement agent fees and other offering expenses were approximately $5,464,000.

We had negative cash flow from operating activities of $1,749,000 for the six months ended June 30, 2018, compared to $1,945,000 for the six months ended June 30, 2017.

Off-Balance Sheet Arrangements

We have not entered into any transactions with unconsolidated entities in which we have financial guarantees, subordinated retained interests, derivative instruments or other contingent arrangements that expose us to material continuing risks, contingent liabilities or any other obligations under a variable interest in an unconsolidated entity that provides us with financing, liquidity, market risk or credit risk support.

Application of Critical Accounting Policies and Estimates

Our management’s discussion and analysis of our financial condition and results of operations is based on our financial statements, which we have prepared in accordance with U.S. generally accepted accounting principles. The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements, as well as the reported expenses during the reporting periods. Actual results may differ from these estimates under different assumptions or conditions.

While our significant accounting policies are more fully described in the notes to our financial statements appearing elsewhere in this report, we believe that the accounting policies discussed below are critical to our financial results and to the understanding of our past and future performance, as these policies relate to the more significant areas involving management’s estimates and assumptions. We consider an accounting estimate to be critical if: (1) it requires us to make assumptions because information was not available at the time or it included matters that were highly uncertain at the time we were making our estimate; and (2) changes in the estimate could have a material impact on our financial condition or results of operations.

Research and development expenses

Research expenses are recognized as expenses when incurred. Costs incurred on development projects are recognized as intangible assets as of the date as of which it can be established that it is probable that future economic benefits attributable to the asset will flow to us considering its commercial feasibility. This is generally the case when regulatory approval for commercialization is achieved and costs can be measured reliably. Given the current stage of the development of our products, no development expenditures have yet been capitalized. Intellectual property-related costs for patents are part of the expenditure for the research and development projects. Therefore, registration costs for patents are expensed when incurred as long as the research and development project concerned does not meet the criteria for capitalization.

Equity-based compensation

The Company accounts for its employees' share-based compensation as expenses in the financial statements based on ASC 718. All awards are classified as equity and therefore such cost are measured at the grant date fair value of the award. The Company estimates share option grant date fair value using the Binomial option pricing model.

The Company records stock options issued to non-employees at fair value, remeasures to reflect the current fair value at each reporting period and recognizes expense over the related service period.

The expected volatility of the share prices reflects the assumption that the historical volatility of the share prices is reasonably indicative of expected future trends.

The risk-free interest rate for grants with exercise price denominated in Israeli New Shekel ("NIS") is based on the yield from Israel treasury zero-coupon bonds with an equivalent term. The risk-free interest rate for grants with exercise price denominated in U.S. dollars is based on the yield from U.S. treasury zero-coupon bonds with an equivalent term.

Item 3. Quantitative and Qualitative Disclosure About Market Risk.

Not required for a smaller reporting company.

Item 4. Controls and Procedures.

Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations thereunder, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As required by Rule 13a-15(b) under the Exchange Act, our management, under the supervision and with the participation of our principal executive officer and principal financial officer, has evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of June 30, 2018. Based on such evaluation, our principal executive officer and principal financial officer have concluded that, as of June 30, 2018, our disclosure controls and procedures were effective.

Changes in Internal Controls

During the most recent fiscal quarter, no change has occurred in our internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Part II – Other Information

Item 1. Legal Proceedings.

From time to time, we may become involved in various lawsuits and legal proceedings which arise in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business.

- Further to Note 12d to the Company's Annual Report on Form 10-K for the year ended December 31, 2017:

  At a preliminary hearing on the Company's motion to dismiss, that was held on April 26, 2018, the Court ordered to suspend all the proceedings regarding the class motion and the Company's motion to dismiss, until Israeli Supreme Court's adjudication in two cases pending before the Supreme Court, pertaining to similar issues argued by the Company in its motion to dismiss regarding the proper choice of law applicable to foreign companies listed both on TASE and on Nasdaq.

- On September 9, 2015, fourteen shareholders filed a complaint against the Company and its Chief Executive Officer, Ronen Luzon, alleging that in accordance with agreements signed between plaintiffs and the Company, the plaintiffs are entitled to register their shares for sale with the stock market, while the Company allegedly breached its obligation to register the plaintiffs' shares. On November 5, 2015, the Company filed its defense and a counter claim against the plaintiffs and against two additional defendants (who are not plaintiffs) Mr. Asher Shmuelevitch and Mr. Eitan Nahum. In its counter claim, the Company alleged that the agreements by force of which the counter defendants hold their shares are defunct, based on fraud, as the counter defendants never paid and never intended to pay the agreed upon consideration for their shares. The Company further alleged that Mr. Shmuelevitch used his position as a director and controlling stockholder of the Company to knowingly cause the Company to enter such defunct agreements. On September 5, 2017, the court rendered a judgment pursuant to which the complaint against the Company was accepted, the complaint against Ronen Luzon was rejected and the Company's counter-claim was rejected. The judgment included: (1) a declaratory remedy under which the Company breached its contractual undertakings toward the plaintiffs to list their shares both on TASE and on The Nasdaq Capital Market; (2) an order that the Company take any and all actions required for the listing of the plaintiffs' shares, including instructing the Company's transfer agent to remove the legend or any other restriction from the plaintiffs stock certificate and issue the plaintiff new stock certificates free and clear from any restriction; (3) an order that the registration company of Bank Hapoalim electronically list all of the plaintiffs' shares detailed in the complaint on the electronic trading system; and (4) an order that the Company pay the plaintiffs' costs in the amount of NIS 70,000. On October 3, 2017, the Company appealed the judgment with the Supreme Court of Israel, and simultaneously, filed with the Supreme Court a Motion for Stay of Execution of the judgement, pending the outcome of the appeal. On November 8, 2017, the Supreme Court upheld the Motion to Stay and ordered that the execution of the judgment be stayed pending the outcome of the appeal, provided that the Company deposit in the Supreme Court's treasury an autonomous Israeli CPI linked bank guarantee in an amount of NIS 1,700,000, to cover the respondents' potential damages should the appeal be ultimately denied.

  On June 12, 2018, the Company and the original plaintiffs (excluding Mr. Asher Shmuelevitch, a former controlling shareholder of the Company) (collectively, the "Shareholders"), entered into a settlement agreement (the "Settlement").

  Pursuant to the Settlement, the Company agreed to withdraw its appeal and the Shareholders waived any and all claims, demands, disputes, remedies or causes of action whatsoever against the Company, monetary or otherwise, pertaining to any and all matters related to or in connection with the Shareholders original complaint against the company and /or the judgment in favor of the Shareholders.

  On June 13, 2018, the Company filed a motion with the Supreme Court of Israel, with the Shareholders' consent (excluding Mr. Shmuelevitch), requesting to render the Settlement Agreement the status of a judgment and to dismiss the appeal, without ordering costs for any of the respondents (the "Motion to Dismiss").

  Following the Supreme Court's order, Mr. Shmuelevitch submitted his written response to the Motion to Dismiss on June 28, 2018, arguing he is entitled to the reimbursement of his cost in connection with the appeal and the original claim.

  On July 5, 2018, the Supreme Court granted the Motion to Dismiss, endorsed the Settlement and dismissed the appeal.

- On December 15, 2015, a legal complaint was filed naming the following as defendants: the Company, all the members of the Board of Directors, Mrs. Shoshana Zigdon, a shareholder and related party in the Company, as well as two additional defendants who are not shareholders, officers or directors of the Company. The plaintiff alleges that the Company violated its obligation to register his shares (the “Original Shares”) for trade with the Tel Aviv Stock Exchange TASE causing a total of NIS 2,622,500 ($756,418 as of December 31, 2017) damage. The plaintiff seeks relief against the defendants through financial compensation at the rate of the aforementioned alleged damage; additional compensation of NIS 400,000 ($115,374 as of December 31, 2017) due to mental anguish; and if and to the extent that until the time the plaintiff can sell its shares on the Tel Aviv Stock Exchange TASE (the “Exercise Date”), if the rate price of a Company shares common stock rises above the amount of NIS 20.98 (the “Base Rate”), an additional amount at the rate of the difference between the Base Rate and the highest rate of a share of Company share common stock between the time the claim was submitted and the Exercise Date; and also court costs and attorney’s fees.

  On June 20, 2017, the Company and plaintiff entered into a settlement agreement (the “Settlement Agreement”) following a mediation process. Pursuant to the Settlement Agreement, the Company agreed to pay the plaintiff NIS325,000 ($93,741 as of December 31, 2017) (the “Payment”) within 30 days of the date of the Settlement Agreement. Additionally, the Company was obligated to register the Original Shares within a specified time frame. Moreover, pursuant to the Settlement Agreement, the Company agreed to issue, within 60 days, 80,358 additional shares of common stock to the plaintiff (the “New Shares”), which New Shares shall be registered, to be deposited in escrow and sold for the benefit of plaintiff. To the extent the Company does not issue the unrestricted New Shares within 60 days of the date of the Settlement Agreement, the plaintiff has a right, at his sole discretion, to resume the legal proceedings pursuant to the complaint, provided he deposits the Payment in an escrow account, pending the court’s final adjudication of the complaint. Furthermore, the Settlement Agreement provides that to the extent the aggregate proceeds from the sale of the Original Shares and the New Shares is less than NIS1,600,000, the Company will either pay the difference in cash or shall issue to the plaintiff additional shares of common stock in lieu thereof, at the Company’s sole discretion. If the Company does not comply with the terms of the Settlement Agreement, the plaintiff may resume the legal proceedings which could result in substantial costs, diversion of management’s attention and diversion of the Company’s resources.

  During the year ended December 31, 2017, the Company registered the Original Shares, issued the New Shares and paid plaintiff the Payment. As of December 31, 2017, the Company recorded a derivative liability in the amount of $194 with respect to the amount payable pursuant to the terms of the Settlement Agreement, and $60 in equity with respect to the issuance of the New Shares.

  On January 25, 2018, the court rendered the Settlement Agreement a status of a judgment. On January 30, 2018, the plaintiff informed the Company that all the shares (the Original Shares and the New Shares), were sold for an aggregate of NIS1,061,533. Accordingly, the plaintiff was entitled to receive an additional NIS 213,467 from the Company payable either in cash or in kind, by the issuance of additional shares of the Company’s common stock (the “Additional Amount”).

  Pursuant to the Settlement Agreement, the payment of the Additional Amount was due and payable no later than March 16, 2018. On March 13, 2018, the Company paid the plaintiff the Additional Amount.

- On August 7, 2018, the Company commenced an action against North Empire LLC in the Supreme Court of the State of New York, County of New York for breach of a Securities Purchase Agreement (the “Agreement”) in which it is seeking damages in an amount to be determined at trial, but in no event less than $616,000. On August 2, 2018, North Empire filed a Summons with Notice against the Company, also in the same Court, in which they allege damages in an amount of $11.4 million arising from an alleged breach of the Agreement. As these proceedings have only recently been commenced, it is too early to estimate the likelihood of an adverse award. However, the Company intends to vigorously defend any claims made by North Empire.

Item 1A. Risk Factors.

Not required for a smaller reporting company.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

None.

Item 6. Exhibits.

Exhibit Number	**Description of Exhibits**
3.2	Second Amended and Restated Bylaws (incorporated by reference to the Current Report on Form 8-K filed by the Company on April 24, 2018)
31.1*	Certification of Principal Executive Officer pursuant to 18 U.S.C Section 1350, as adopted Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Principal Financial Officer pursuant to 18 U.S.C Section 1350, as adopted Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certification of Principal Executive Officer pursuant to 18 U.S.C Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2*	Certification of Principal Financial Officer pursuant to 18 U.S.C Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Schema
101.CAL*	XBRL Taxonomy Calculation Linkbase
101.DEF*	XBRL Taxonomy Definition Linkbase
101.LAB*	XBRL Taxonomy Label Linkbase
101.PRE*	XBRL Taxonomy Presentation Linkbase

* filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

My Size, Inc.

Date: August 13, 2018

By: */s/ Ronen Luzon*
Ronen Luzon
Chief Executive Officer
(Principal Executive Officer)

Date: August 13, 2018

By: */s/ Or Kles*
Or Kles
Chief Financial Officer
(Principal Financial and Accounting Officer)

EXHIBIT 31.1

Certification pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 and pursuant to Rule 13a-14(a) and Rule 15d-14 under the Securities Exchange Act of 1934

I, Ronen Luzon certify that:

1. I have reviewed this Quarterly report on Form 10-Q of My Size, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15 (f)) for the registrant and have:

a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c. Evaluated the effectiveness of the registrant’s disclosure and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluations; and

d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 13, 2018

By: */s/ Ronen Luzon*
Ronen Luzon
Chief Executive Officer
(Principal Executive Officer)

EXHIBIT 31.2

Certification pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 and pursuant to Rule 13a-14(a) and Rule 15d-14 under the Securities Exchange Act of 1934

I, Or Kles, certify that:

1 I have reviewed this Quarterly report on Form 10-Q of My Size, Inc.;

2 Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c. Evaluated the effectiveness of the registrant’s disclosure and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluations; and

d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 13, 2018

By: */s/ Or Kles*
Or Kles
Chief Financial Officer
(Principal Financial and Accounting Officer)

EXHIBIT 32.1

CERTIFICATIONS PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
(18 U.S.C. SECTION 1350)

In connection with the Quarterly Report of My Size, Inc. (the “Company”) on Form 10-Q for the period ending June 30, 2018 as filed with the U.S. Securities and Exchange Commission on the date hereof (the “Report”), I, Ronen Luzon, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: August 13, 2018

By: */s/ Ronen Luzon*
Ronen Luzon
Chief Executive Officer
(Principal Executive Officer)

EXHIBIT 32.2

CERTIFICATIONS PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
(18 U.S.C. SECTION 1350)

In connection with the Quarterly Report of My Size, Inc. (the "Company") on Form 10-Q for the period ending June 30, 2018 as filed with the U.S. Securities and Exchange Commission on the date hereof (the "Report"), I, Or Kles, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: August 13, 2018

By: */s/ Or Kles*
Or Kles
Chief Financial Officer
(Principal Financial and Accounting Officer)