



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

DIVISION OF  
CORPORATION FINANCE

Mail Stop 4720

May 31, 2016

Rami Zigdon  
Chief Executive Officer  
Todos Medical Limited  
1 Hamada Street  
Rehovot, Israel

**Re: Todos Medical Limited  
Amendment No. 2 to Registration Statement on Form F-1  
Filed May 19, 2016  
File No. 333-209744**

Dear Mr. Zigdon:

We have reviewed your amended registration statement and have the following comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter by amending your registration statement and providing the requested information. If you do not believe our comments apply to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing any amendment to your registration statement and the information you provide in response to these comments, we may have additional comments.

Prospectus Summary  
Our Company, page 5

1. We refer to your response to our comment 1 and your corresponding revised disclosures. Please clarify whether data from the fifth clinical study that began in 2013 and which is still ongoing also will be used for the baseline for your "training" trial. Please update any corresponding disclosures.
2. We refer to your response to our comment 2 and your revised disclosures, including the statement that the Ministry of Health "may have other requirements prior to approving" tests for commercialization in Israel. Please revise to disclose the efforts you have taken or plan to take in connection with identifying any other regulatory requirements for

commercialization, and also disclose approximately how long you expect it will take to obtain regulatory approval in Israel.

Principal and Selling Shareholders, page 77

3. Please reconcile the footnote disclosures regarding employee option shares with the revised amount of employee option shares to be registered.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Act of 1933 and all applicable Securities Act rules require. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

Notwithstanding our comments, in the event you request acceleration of the effective date of the pending registration statement, please provide a written statement from the company acknowledging that:

- should the Commission or the staff, acting pursuant to delegated authority, declare the filing effective, it does not foreclose the Commission from taking any action with respect to the filing;
- the action of the Commission or the staff, acting pursuant to delegated authority, in declaring the filing effective, does not relieve the company from its full responsibility for the adequacy and accuracy of the disclosure in the filing; and
- the company may not assert staff comments and the declaration of effectiveness as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

Please refer to Rules 460 and 461 regarding requests for acceleration. We will consider a written request for acceleration of the effective date of the registration statement as confirmation of the fact that those requesting acceleration are aware of their respective responsibilities under the Securities Act of 1933 and the Securities Exchange Act of 1934 as they relate to the proposed public offering of the securities specified in the above registration statement. Please allow adequate time for us to review any amendment prior to the requested effective date of the registration statement.

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You may contact Mary Mast at 202-551-3613 or Sharon Blume, Accounting Branch Chief, at 202-551-3474 if you have questions regarding comments on the financial statements and related matters. Please contact Dorrie Yale at 202-551-8776 or James Lopez, Legal Branch Chief, at 202-551-3536 with any other questions.

Sincerely,

/s/ James Lopez (for)

Suzanne Hayes  
Assistant Director  
Office of Healthcare & Insurance

cc: Gregg E. Jaclin, Esq.