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

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

March 2020

Commission File Number: 0001723069

Tiziana Life Sciences plc

(Exact Name of Registrant as Specified in Its Charter)

**3rd Floor,
11-12 St James's Square
London SW1Y 4LB
United Kingdom**

(Address of registrant's principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

INFORMATION CONTAINED IN THIS REPORT ON FORM 6-K

On March 12, 2020, Tiziana Life Sciences plc (the "Company") issued a regulatory news service announcement in the United Kingdom Reporting Pricing of U.S. Follow-On Offering of ADSs Raising \$10 million (the "RNS Announcement").

The RNS Announcement is furnished herewith as Exhibit 99.1 to this Report on Form 6-K. The information in the attached Exhibit 99.1 is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference in any filing made by the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, except as otherwise set forth herein or as shall be expressly set forth by specific reference in such a filing.

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.

TIZIANA LIFE SCIENCES PLC

Date: March 12, 2020

By: /s/ Kunwar Shailubhai

Name: Kunwar Shailubhai

Title: Chief Executive Officer

EXHIBIT INDEX

Exhibit No.	Description
99.1	Regulatory News Service Announcement, dated March 12, 2020

**THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION FOR
THE PURPOSES OF ARTICLE 7 OF REGULATION (EU) NO 596/2014**

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, IN OR INTO OR FROM ANY JURISDICTION
WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION**

Tiziana Announces Pricing of U.S. Follow-On Offering of ADSs Raising \$10 million

New York and London, March 12, 2020 – Tiziana Life Sciences plc (NASDAQ: TLSA; AIM: TILS) (the “**Company**” or “**Tiziana**”), a U.S. and U.K. biotechnology company that focuses on the discovery and development of novel molecules to treat human disease in oncology and immunology, today announced the pricing of its underwritten follow-on public offering (the “**Offering**”) of American Depositary Shares (“**ADSs**”) on the NASDAQ Global Market. Tiziana will issue 3,333,333 ADSs (representing 16,666,665 new ordinary shares of nominal value £0.03 each in the capital of the Company (“**Ordinary Shares**”)) at a price to the public of \$3.00 per ADS raising gross proceeds of approximately \$10 million (before deducting underwriting discount, commissions and offering expenses). Each ADS offered represents five (5) Ordinary Shares. In addition, Tiziana has granted the underwriters a 45-day option to purchase up to an additional 500,000 ADSs on the same terms and conditions (the “**Option**”). All ADSs to be sold in the Offering will be offered by the Company. The number of Ordinary Shares represented by ADSs comprised in the Offering (including by way of the exercise of the Option) will be within existing shareholder authorities.

ThinkEquity, a division of Fordham Financial Management, Inc., is acting as the sole book-running manager for the Offering.

The closing of the Offering is expected to occur on March 16, 2020, subject to customary closing conditions.

Tiziana intends to use the net proceeds received from this Offering (i) to advance the clinical development of Foralumab for Crohn’s Disease and progressive multiple sclerosis, (ii) to expedite clinical development of TZLS-501 for coronavirus COVID-19, and (iii) for working capital and other general corporate purposes.

Tiziana’s Ordinary Shares are admitted to trading on AIM, a market of the London Stock Exchange plc (“**AIM**”), under the symbol “**TILS**”. The ADSs are listed for trading on the Nasdaq Global Market under the symbol “**TLSA**”.

This Offering is being made pursuant to a registration statement on Form F-3, as amended (File No. 333-236013), previously filed with the U.S. Securities and Exchange Commission (the “**SEC**”), which became effective on February 6, 2020.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any of the securities described herein, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. A preliminary prospectus supplement and accompanying base prospectus relating to this offering have been filed with the SEC and are available at the SEC’s website at <http://www.sec.gov>. Before investing in Tiziana’s securities, you should read the preliminary prospectus supplement and the accompanying base prospectus and the documents incorporated by reference therein for information about Tiziana and this Offering. A final prospectus supplement related to the Offering will also be filed with the SEC.

Copies of the final prospectus supplement and accompanying prospectus relating to the offering, when available, may be obtained from ThinkEquity, a division of Fordham Financial Management, Inc., 17 State Street, 22nd Floor, New York, New York 10004, by telephone at (877) 436-3673, by email at prospectus@think-equity.com. Electronic copies of the final prospectus supplement and accompanying prospectus will also be available on the SEC's website at <http://www.sec.gov>.

In conformity with DTR 5.6.1, the Company notifies that as at the date of this announcement, it has a single class of shares in issue being Ordinary Shares and that following the issue of the Ordinary Shares to be issued in the Offering (excluding any to be issued pursuant to the Option), the total number of Ordinary Shares in issue will be 153,321,181. There are no Ordinary Shares held in treasury. Each Ordinary Share entitles the holder to a single vote at general meetings of the Company.

Application will be made to the London Stock Exchange for the Ordinary Shares to be admitted to trading on AIM ("Admission"). Admission is expected to occur on or around 17 March 2020.

The figure of 153,321,181 Ordinary Shares may be used by shareholders (and others with notification obligations) as the denominator for the calculations by which they will determine whether they are required to notify their interest in, or a change to their interest in, the Company under the Financial Conduct Authority's Disclosure Guidance and Transparency Rules.

Following admission of the Ordinary Shares to be issued in the Offering (excluding any to be issued pursuant to the Option), the fully diluted issued share capital of the Company will consist of 179,148,059 Ordinary Shares.

The person who arranged for the release of this announcement on behalf of the Company was Tiziano Lazzaretti, Chief Financial Officer of Tiziana.

About Tiziana Life Sciences plc

Tiziana Life Sciences is a UK biotechnology company that focuses on the discovery and development of novel molecules to treat human disease in oncology and immunology. We believe Foralumab is the only fully human anti-CD3 mAb in clinical development in the world. This compound has potential application in a wide range of autoimmune and inflammatory diseases, such as NASH, primary biliary cholangitis (PBS), ulcerative colitis, MS, type-1 diabetes (T1D), inflammatory bowel disease (IBD), psoriasis and rheumatoid arthritis, where modulation of a T-cell response is desirable.

For readers in the European Economic Area

In any member state in the European Economic Area (each, a "**Member State**"), this announcement is only addressed to and directed at qualified investors in that Member State within the meaning of the Prospectus Regulation. The term "**Prospectus Regulation**" means Regulation (EU) 2017/1129.

For readers in the United Kingdom

This announcement, in so far as it constitutes an invitation or inducement to enter into investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000, as amended) in connection with the securities which are the subject of the Offering described in this announcement or otherwise, is being directed only at (i) persons who are outside the United Kingdom or (ii) persons who have professional experience in matters relating to investments who fall within Article 19(5) (“**Investment professionals**”) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Order**”) or (iii) certain high value persons and entities who fall within Article 49(2)(a) to (d) (“High net worth companies, unincorporated associations etc.”) of the Order; or (iv) any other person to whom it may lawfully be communicated (all such persons in (i) to (iv) together being referred to as “relevant persons”). The ADSs offered in the Offering are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such ADSs will be engaged in only with relevant persons. Any person who is not a relevant person should not act or rely on this announcement or any of its contents.

For distributors

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended (“**MiFID II**”); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the “**MiFID II Product Governance Requirements**”), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any “manufacturer” (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the ADSs offered in the Offering have been subject to a product approval process, which has determined that the ADSs offered in the Offering are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the “**Target Market Assessment**”). Notwithstanding the Target Market Assessment, distributors should note that: the price of the ADSs offered in the Offering may decline and investors could lose all or part of their investment; the ADSs offered in the Offering offer no guaranteed income and no capital protection; and an investment in the ADSs offered in the Offering is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offering. Furthermore, it is noted that, notwithstanding the Target Market Assessment, ThinkEquity will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to, the ADSs offered in the Offering.

ThinkEquity, a division of Fordham Financial Management, Inc., is responsible for undertaking its own Target Market Assessment in respect of the ADSs offered in the Offering and determining appropriate distribution channels.

Forward-Looking Statements

Certain statements made in this announcement are forward-looking statements including with respect to the creation of a trading market for ADSs representing the Ordinary Shares in the United States and the intended use of proceeds from the Offering. These forward-looking statements are not historical facts but rather are based on the Company's current expectations, estimates, and projections about its industry; its beliefs; and assumptions. Words such as 'anticipates,' 'expects,' 'intends,' 'plans,' 'believes,' 'seeks,' 'estimates,' and similar expressions are intended to identify forward-looking statements and include statements regarding the anticipated use of proceeds and the anticipated closing. These statements are not guarantees of future performance and are subject to known and unknown risks, uncertainties, and other factors, some of which are beyond the Company's control, are difficult to predict, and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements including market conditions, whether the proposed offering is completed and the satisfaction of customary closing conditions related to the proposed offering. The Company cautions security holders and prospective security holders not to place undue reliance on these forward-looking statements, which reflect the view of the Company only as of the date of this announcement. The forward-looking statements made in this announcement relate only to events as of the date on which the statements are made. The Company will not undertake any obligation to release publicly any revisions or updates to these forward-looking statements to reflect events, circumstances, or unanticipated events occurring after the date of this announcement except as required by law or by any appropriate regulatory authority.

END

For further enquiries:

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