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

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FORM 6-K

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

February 2020

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Commission File Number: 0001723069

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**Tiziana Life Sciences plc**  
(Exact Name of Registrant as Specified in Its Charter)

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**3<sup>rd</sup> Floor,**  
**11-12 St James's Square**  
**London SW1Y 4LB**  
**United Kingdom**  
(Address of registrant's principal executive office)

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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):

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**INFORMATION CONTAINED IN THIS REPORT ON FORM 6-K**

On February 17, 2020, Tiziana Life Sciences plc (the “Company”) issued a regulatory news service (“RNS”) announcement in the United Kingdom announcing the commencement of an underwritten public offering in the United States of American Depositary Shares (“ADSs”), representing ordinary shares of nominal value £0.03 each in the capital of the Company (“Ordinary Shares”) on the NASDAQ Global Market (the “RNS”).

The RNS 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: February 18, 2020

By: /s/ Kunwar Shailubhai

Name: Kunwar Shailubhai

Title: Chief Executive Officer

EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Regulatory News Service Announcement, dated February 17, 2020</a>

**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  
Proposed U.S. Public Offering of ADSs**

New York and London, February 17, 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 announces the commencement of an underwritten public offering in the United States of American Depositary Shares (“**ADSs**”), representing ordinary shares of nominal value £0.03 each in the capital of the Company (“**Ordinary Shares**”) on the NASDAQ Global Market. Each ADS represents five (5) Ordinary Shares. Tiziana expects to grant the underwriters a 45-day option to purchase additional ADSs offered in the public offering. There can be no assurance as to whether or when the Offering may be completed, or as to the actual size or terms of the Offering. The price for the Offering has not yet been determined.

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 will be within existing shareholder authorities.

Tiziana intends to use the net proceeds from the proposed offering to advance the clinical development of Foralumab, and its other research and development programs, working capital and other general corporate purposes.

ThinkEquity (“**ThinkEquity**”), a division of Fordham Financial Management, Inc., is acting as the representative of the underwriters in the Offering.

The Offering is being made only by means of a prospectus supplement, which, for the avoidance of doubt, will not constitute a “prospectus” for the purposes of the Prospectus Regulation (as defined below) and has not been reviewed by any competent authority in any Member State (as defined below).

A shelf registration statement on Form F-3 (File No. 333-236013) relating to the ADSs to be issued in the proposed offering was previously filed with the Securities and Exchange Commission (SEC) and was declared effective on February 6, 2020. This press release shall not constitute an offer to sell or the solicitation of an offer to buy 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 prospectus describing the terms of the proposed offering will be filed with the SEC. The securities may be offered only by means of a prospectus, including a prospectus supplement, forming a part of the effective registration statement. Copies of the preliminary prospectus supplement and the accompanying prospectus relating to the securities being offered may be obtained from ThinkEquity, a division of Fordham Financial Management, Inc., 17 State Street, 22<sup>nd</sup> Floor, New York, New York 10004, by telephone at (877) 436-3673, or by email at [prospectus@think-equity.com](mailto:prospectus@think-equity.com). Electronic copies of the preliminary prospectus supplement and accompanying prospectus will also be available on the website of the SEC at [www.sec.gov](http://www.sec.gov).

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**”) that has implemented the Prospectus Regulation (as defined below), 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.

## 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. 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. 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. 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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