SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*
Toledano Miranda Jayne
(Last) (First) (Middle)
KIRYAT HADASSAH
MINRAV BUILDING, 5TH FLOOR
(Street)
JERUSALEM 9112002
(City) (State) (Zip)
ISRAEL
(Country)

2. Issuer Name **and** Ticker or Trading Symbol
Entera Bio Ltd. [ENTX]
Foreign Trading Symbol

3. Date of Earliest Transaction (Month/Day/Year)
08/07/2026

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
☑ Director ☐ 10% Owner
☑ Officer (give title below) ☐ Other (specify below)
Chief Executive Officer

6. Individual or Joint/Group Filing (Check Applicable Line)
☑ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	$1.37	08/07/2026		A		500,000		(1)	05/06/2036	Ordinary Shares, par value NIS 0.0000769 per share	500,000	$0	500,000	D	
Stock Option (right to buy)	$2.81	08/07/2026		A		200,000		(2)	08/07/2036	Ordinary Shares, par value NIS 0.0000769 per share	200,000	$0	200,000	D	

Explanation of Responses:

1. Represents a grant of options to purchase ordinary shares. This grant of options was approved by the Board of Directors (the "Board") of Entera Bio Ltd. (the "Company") on May 7, 2026, subject to (i) approval by the Company's shareholders, which was obtained on July 14, 2026 and (ii) the filing by the Company of a Registration Statement on Form S-8 registering the ordinary shares underlying the option grant, which occurred on August 7, 2026. The options vest over a three year period which began on May 7, 2026, with one third of the options vesting on May 7, 2027 and the remaining two-thirds vesting ratably on a quarterly basis over the remaining two-year period, subject to full acceleration upon a Change in Control (as defined in the Company's 2018 Equity Incentive Plan (the "Plan")).

2. Represents a grant of options to purchase ordinary shares. This grant of options was originally approved by the Board on July 15, 2022, subject to (i) approval by the Company's shareholders, which was obtained on September 7, 2022, (ii) the occurrence of a Triggering Event (as defined and specified in Ms. Toledano's employment agreement), which was satisfied upon the Company obtaining the necessary resources to fund its Phase 3 trial through the consummation of the Company's July 2026 financing transaction, and (iii) the filing by the Company of a Registration Statement on Form S-8 registering the ordinary shares underlying the option grant, which occurred on August 7, 2026. The options vest over a four-year period that commenced on August 7, 2026, with 25% of the options vesting on the first anniversary of the vesting commencement date. The remaining options vest ratably on a quarterly basis over the remaining three-year period.

/s/ Dana Yaacov-Garbeli, Attorney-in-Fact — 08/07/2026
** Signature of Reporting Person — Date

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

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

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

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

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