

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

For the month of: November 2014

ALCOBRA LTD.

(Translation of registrant's name into English)

Amot Investment Building
2 Weizman St. 9th Floor
Tel Aviv 6423902 Israel

(Address of principal executive offices)

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 Regulations S-T Rule 101(b)(1): _____

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

Indicate by check mark, whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): _____

Attached hereto and incorporated by reference herein is the registrant's press release issued on November 17, 2014.

The GAAP financial statements in this Form 6-K of ALCOBRA LTD. are incorporated by reference into the Registration Statements on Form F-3 (File No. 333-197411) and Form S-8 (File No. 333-194875) of the Company, filed with the Securities and Exchange Commission, to be a part thereof from the date on which this report is submitted, to the extent not superseded by documents or reports subsequently filed or furnished.

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.

Alcobra Ltd.
(Registrant)

By /s/ Dr. Yaron Daniely
Name: Dr. Yaron Daniely

Chief Executive Officer and President

Date: November 17, 2014



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**ALCOBRA ANNOUNCES THIRD QUARTER FINANCIAL RESULTS
 AND PROVIDES CORPORATE UPDATE**

Conference Call & Webcast at 8:30 a.m. Eastern Time/5:30 a.m. Pacific Time

Tel Aviv, Israel –November 17, 2014 – Alcobra Ltd. (NasdaqGM: ADHD), an emerging pharmaceutical company focused on the development of new medications to help patients with cognitive disorders, including Attention Deficit Hyperactivity Disorder (ADHD) and Fragile X Syndrome, today announced financial results for the third quarter ended September 30, 2014 and provided a business update.

Third Quarter Ended September 30, 2014 Financial Results:

- Total operating expenses were \$10.6 million, compared with \$7.8 million in the second quarter of 2014 and \$3.1 million in the third quarter of 2013.
- Net operating expenses, excluding non-cash stock based compensation, were \$9.6 million, compared with \$6.9 million in the second quarter of 2014 and \$2.8 million in the third quarter of 2013.
- Research and development (R&D) expenses were \$8.8 million, compared with \$5.9 million in the second quarter of 2014 and \$2.1 million in the third quarter of 2013. R&D expenses in the third quarter of 2014 consist primarily of costs associated with the conduct of 3 advanced clinical studies, including the first Phase III study which was recently completed.
- Pre-commercialization expenses were \$0.6 million, similar to the second quarter of 2014. Pre-commercialization expenses consist primarily of costs associated with market research and analysis as well as business development.
- Cash, cash equivalents and short-term deposits totaled \$29.4 million at September 30, 2014, compared with \$38.9 million at June 30, 2014.

Third Quarter and Recent Corporate Updates:

- In October, the company announced topline data from its first Phase III trial of MDX in adult subjects with ADHD. The results did not show a statistically significant outcome on the Intent to Treat (ITT) population evaluated on the primary endpoint.
 - A collection of pre-specified as well as post-hoc analyses presented at the time and subsequently at a major conference provided a consistent signal of efficacy.
 - MDX was well-tolerated in the trial, in line with the company's prior studies.
 - The company plans to meet with FDA and launch a second adult Phase III study in 2015. The company is currently evaluating changes to the design and monitoring of the second trial to control the unusually high placebo response and wide response variability observed in the first Phase III study.
 - The company is currently recruiting patients into AL015, its Phase IIb study in adolescents with ADHD. Enrollment is expected to be completed by the end of 2014.
 - The company is also recruiting patients into AL014, its Phase IIb study in adolescents and adults with Fragile X Syndrome. Completion of enrollment is expected in the first quarter of 2015.
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"While we obviously are disappointed with the results of the first Phase III study, we strongly believe in the potential of MDX based on our clinical experience to date," said Dr. Yaron Daniely, President and Chief Executive Officer of Alcobra. "We remain encouraged by the signals of efficacy and the safety profile of the drug, and are confident in our ability to improve the design and execution of future trials".

Conference Call & Webcast

Monday, November 17 @ 8:30am Eastern Time/5:30am Pacific Time

Domestic: 855-469-0611
International: 484-756-4341
Passcode: 23967565
Webcast: <http://www.alcobra-pharma.com/indexInvestor.cfm>

Replays

Domestic: 855-859-2056
International: 404-537-3406
Passcode: 23967565

About Alcobra Ltd.

Alcobra Ltd. is an emerging pharmaceutical company primarily focused on the development and commercialization of a proprietary drug candidate, MDX, to treat cognitive disorders including Attention Deficit Hyperactivity Disorder (ADHD) and Fragile X Syndrome. MDX has completed multiple Phase II studies and a Phase III study in adults with ADHD. The company is conducting separate Phase IIb trials in pediatric ADHD and Fragile X Syndrome. For more information please visit the Company's website, www.alcobra-pharma.com, the content of which is not incorporated herein by reference.

Forward Looking Statements

This press release contains forward-looking statements within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995 and other Federal securities laws. Because such statements deal with future events and are based on Alcobra's current expectations, they are subject to various risks and uncertainties and actual results, performance or achievements of Alcobra could differ materially from those described in or implied by the statements in this press release. For example, forward-looking statements include statements regarding expected enrollment and completion of clinical studies, as well as timing of providing data analysis, timing of meeting with the FDA and launch of a second Phase III study, if such meeting and launch actually occur, and our ability to better design future studies and reduce high placebo response. In addition, historic results of scientific research do not guarantee that the conclusions of future research would not suggest different conclusions or that historic results referred to in this press release would be interpreted differently in light of additional research or otherwise. The forward-looking statements contained or implied in this press release are subject to other risks and uncertainties, including those discussed under the heading "Risk Factors" in Alcobra Ltd.'s Annual Report on Form 20-F for the fiscal year ended December 31, 2013 filed with the Securities and Exchange Commission (SEC) and in subsequent filings with the SEC. Except as otherwise required by law, Alcobra disclaims any intention or obligation to update or revise any forward-looking statements, which speak only as of the date hereof, whether as a result of new information, future events or circumstances or otherwise.

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Alcobra Ltd.
Consolidated Statement of Operations
(In thousands, except share and per share amounts)

| | Three Months Ended | | Nine Months Ended | |
|---|--------------------|-------------|-------------------|-------------|
| | September 30, | | September 30, | |
| | 2014 | 2013 | 2014 | 2013 |
| | (unaudited) | (unaudited) | (unaudited) | (unaudited) |
| Research and development expenses | 8,757 | 2,067 | 20,197 | 2,463 |
| Pre commercialization expenses | 562 | - | 1,651 | - |
| General and administrative | 1,266 | 1,069 | 4,403 | 2,183 |
| Operating loss | 10,585 | 3,136 | 26,251 | 4,646 |
| Financial expenses (income), net | (59) | (8) | (194) | 198 |
| Loss before taxes on income | 10,526 | 3,128 | 26,057 | 4,844 |
| Taxes on income | (40) | - | (25) | - |
| Net loss attributable to holders of Ordinary shares | 10,486 | 3,128 | 26,032 | 4,844 |
| Net basic and diluted loss per share | \$ (0.77) | \$ (0.28) | \$ (1.90) | \$ (0.52) |
| Weighted average number of Ordinary shares used in computing basic and diluted net loss per share | 13,696,525 | 11,128,001 | 13,665,459 | 9,320,696 |

Alcobra Ltd.
Consolidated Balance Sheet
(In thousands)

ASSETS

| | September 30, 2014 (unaudited) | December 31, 2013 |
|----------------------------------|--------------------------------------|----------------------|
| Current assets: | | |
| Cash and cash equivalents | \$ 2,714 | \$ 22,095 |
| Short-term bank deposits | 26,724 | 28,008 |
| Receivables and prepaid expenses | 1,214 | 115 |
| Total current assets | 30,652 | 50,218 |
| Long-term assets: | | |
| Other long-term assets | 104 | 57 |
| Property and equipment, net | 107 | 49 |
| Total long-term assets | 211 | 106 |
| Total assets | \$ 30,863 | \$ 50,324 |

**LIABILITIES AND
SHAREHOLDERS' EQUITY**

| | | |
|---|------------------|------------------|
| Current liabilities: | | |
| Trade payables | \$ 1,532 | \$ 47 |
| Accrued expenses and other liabilities | 3,373 | 1,589 |
| Total current liabilities | 4,905 | 1,636 |
| Shareholders' equity: | | |
| Ordinary shares | 39 | 39 |
| Additional paid-in capital | 70,685 | 67,383 |
| Accumulated deficit | (44,766) | (18,734) |
| Total shareholders' equity | 25,958 | 48,688 |
| Total liabilities and shareholders' equity | \$ 30,863 | \$ 50,324 |

Alcobra Ltd.
Consolidated Cash Flow
(In thousands)

| | Three Months Ended | | Nine Months Ended | |
|---|--------------------|-------------|-------------------|-------------|
| | September 30, | | September 30, | |
| | 2014 | 2013 | 2014 | 2013 |
| | (unaudited) | (unaudited) | (unaudited) | (unaudited) |
| Cash flow from operating activities: | | | | |
| Net loss | \$ (10,486) | \$ (3,128) | \$ (26,032) | \$ (4,844) |
| Adjustments to reconcile net income to net cash used in operating activities: | | | | |
| Depreciation | 8 | 1 | 22 | 4 |
| Interest on convertible notes | - | - | - | 203 |
| Stock based compensation | 1,026 | 292 | 3,302 | 1,036 |
| Gain from sale of property and equipment | - | - | - | 1 |
| Change in operating assets and liabilities: | | | | |
| Receivables and prepaid expenses | (193) | (95) | (1,099) | (99) |
| Other long-term assets | 3 | - | (47) | - |
| Trade payables | 74 | (36) | 1,485 | 8 |
| Accrued expenses and other liabilities | 77 | 974 | 1,784 | 1,167 |
| Net cash used in operating activities | (9,491) | (1,992) | (20,585) | (2,524) |
| Cash flow from investing activities: | | | | |
| Purchase of property and equipment | (8) | (17) | (80) | (20) |
| Decrease in long-term deposit | - | (44) | - | (48) |
| Investment in (proceeds from) short-term bank deposit | 5,301 | (11,000) | 1,284 | (15,000) |
| Net cash (used in) provided by investing activities | 5,293 | (11,061) | 1,204 | (15,068) |
| Cash flow from financing activities: | | | | |
| Issuance of share capital upon initial public offering | - | - | - | 21,920 |
| Proceeds from issuance of convertible notes | - | - | - | 115 |
| Net cash provided by financing activities | - | - | - | 22,035 |
| Increase (decrease) in cash and cash equivalents | (4,198) | (13,053) | (19,381) | 4,443 |
| Cash and cash equivalents at the beginning of the period | 6,912 | 17,593 | 22,095 | 97 |
| Cash and cash equivalents at the end of the period | \$ 2,714 | \$ 4,540 | \$ 2,714 | \$ 4,540 |
| Supplemental disclosure of non-cash activities: | | | | |
| Issuance of ordinary shares upon conversion of convertible notes | - | - | - | 979 |