

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 May 2015  
Commission File Number 0-30314

**PORTAGE BIOTECH INC.**

(Translation of registrant's name into English)

**47 Avenue Rd., Suite 200, Toronto, Ontario, Canada M5R 2G3**  
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover 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):

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):

82- \_\_\_\_\_.

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## 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.

Dated: May 19, 2015

PORTAGE BIOTECH INC.

By: /s/ Kam Shah  
Kam Shah  
Chief Financial Officer

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**PORTAGE ANNOUNCES PROPOSED PRIVATE PLACEMENT**

**Toronto, Ontario, May 19, 2015** – Portage Biotech Inc. (“Portage” or “the Company”) (**OTC: PTGEF, Canadian Securities Exchange: PBT.U**), announces that it intends to conduct a Private Placement to raise up to US\$ 5 million for funding its development activities, plan new acquisitions to expand its pipeline and finance clinical activities at Biohaven Pharmaceutical Holding Company Limited, (“Biohaven”).

The Company is proposing to complete a non-brokered offering of up to approximately 35.7 million common shares at a price of US\$0.14 per Share, for gross proceeds of up to US\$5,000,000 (“Private Placement”). Participation in the Private Placement is offered only to “accredited investors” in Canada, the United States and qualified residents in certain other jurisdictions. All securities issuable under the Private Placement will be restricted. The Private Placement will close on June 15, 2015 or earlier if fully subscribed.

Two of the Company’s directors, Dr. Gregory Bailey and Mr. James Mellon, have agreed to subscribe \$ 800,000 each.

MediqVentures Ltd., owned by the three of the directors of the Company, Dr. Bailey, Mr. Mellon and Dr. Doogan , will receive 5% finder’s fee payable in restricted shares as per the consulting agreement.

***About Portage:***

Portage is engaged in researching and developing pharmaceutical and biotech products through to clinical “proof of concept” with an initial focus on unmet clinical needs. Following proof of concept, Portage will look to sell or license the products to large pharmaceutical companies for further development and commercialization.

Portage is seeking discovery and co-development partners in areas such as cancer, infectious disease, neurology and psychiatry developing novel targeted therapies, stem cell therapy and even older marketed products that have been found to have novel patentable characteristics that bring new value to patients.

Portage seeks to work with a wide range of partners, in all phases of development through in-licensing or other types of alliances. The collaboration may include direct funding or investing human capital from our extensive pool of talented scientists and physicians. Specifically Portage will invest sweat equity as well as, or instead of, capital. This internal pool of drug developers, financiers, scientists and physicians will provide unique value-add for our partners including but not limited to mitigating risks, clinical trial design, regulatory expertise and maximizing the rewards.

Portage has two operating subsidiaries – portage Pharmaceuticals Limited (“PPL”) which is wholly owned by Portage and Biohaven Pharmaceutical Holding Company Limited (“Biohaven”) in which Portage holds 54% equity.

***PPL***

PPL has successfully validated a new proprietary cell permeable peptide platform technology derived from human genes. This proprietary platform technology has been shown to efficiently deliver an active pharmacological agent or cargo into a cell without disrupting the cell membrane. The platform has favourable pharmaceutical properties simplifying formulation development for systemic and locally administered conjugates which will allow more rapid development of drug products. PPL has converted its previously filed provisional patent application for this delivery system to an international patent application that includes a variety of structures utilizing cargos that address important areas of medical need.

***Biohaven***

Biohaven’s first drug candidate, BHV-0223, is a reformulated glutamate modulating agent being developed for treatment-resistant mood and anxiety disorders. Biohaven plans to begin a Phase 1 pharmacokinetic and biomarker study by 3Q2015 to confirm optimized drug exposure levels of its novel formulation and fast track its application under Section 505(b)(2) of FDA guidelines.

For further information, contact Dr.Greg Bailey, the Chairman at [gb@portagebiotech.com](mailto:gb@portagebiotech.com) or Kam Shah, Chief Financial Officer, at [\(416\) 929-1806](tel:4169291806).or [ks@portagebiotech.com](mailto:ks@portagebiotech.com) or refer to a website at [www.portagebiotech.com](http://www.portagebiotech.com).

**Forward-Looking Statements**

This news release includes forward-looking statements within the meaning of the U.S. federal and Canadian securities laws. Any such statements reflect Portage’s current views and assumptions about future events and financial performance. Portage cannot assure that future events or performance will occur. Important risks and factors that could cause actual results or events to differ materially from those indicated in our forward-looking statements.

Portage assumes no obligation and expressly disclaims any duty to update the information in this News Release.