

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

STRATASYS LTD.

(Exact name of registrant as specified in its charter)

Israel

(State or Other Jurisdiction of
Incorporation or Organization)

**c/o Stratasy, Inc.
9600 West 76th Street
Eden Prairie, Minnesota 55344**

Not Applicable

(I.R.S. Employer
Identification Number)

**1 Holtzman Street, Science Park
P.O. Box 2496
Rehovot, Israel 76124**

(Address of Principal Executive Offices)(Zip Code)

Stratasy Ltd. 2012 Omnibus Equity Incentive Plan
(Full Title of the Plans)

**S. Scott Crump
c/o Stratasy, Inc.
9600 West 76th Street
Eden Prairie, MN 55344**

(Name and address of agent for service)

(952) 937-3000

(Telephone number, including area code, of agent for service)

Copies to:

**J. David Chertok, Adv.
David S. Glatt, Adv.
Jonathan M. Nathan, Adv.
Meitar | Law Offices
16 Abba Hillel Silver Rd.
Ramat Gan 5250608, Israel
Tel: +972-3-610-3100**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). (Check one):

Large accelerated filer ☒
Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Accelerated filer ☐
Smaller reporting company ☐
Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered (1)	Amount to be Registered (2)	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Ordinary Shares, par value New Israeli Shekel ("NIS") 0.01 per share (" Ordinary Shares ")	833,421 (3)	\$15.64 (4)	\$13,034,704	\$1,691.90
Ordinary Shares	2,231,579 (5)	\$15.64 (4)	\$34,901,895	\$4,530.27
Ordinary Shares	30,000	\$19.59 (6)	\$587,700	\$76.28
Ordinary Shares	20,000	\$21.82 (6)	\$436,400	\$56.64
Ordinary Shares	75,000	\$22.28 (6)	\$1,671,000	\$216.90
Ordinary Shares	10,000	\$22.47 (6)	\$224,700	\$29.17
Total:	3,200,000		\$50,856,399	\$6,601.16

- (1) This Registration Statement registers the offer, issuance and sale of Ordinary Shares pursuant to equity awards that are currently outstanding or that may be granted under the Stratasys Ltd. 2012 Omnibus Equity Incentive Plan (the "**2012 Plan**").
- (2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "**Securities Act**"), this Registration Statement also covers such indeterminate number of Ordinary Shares as may be offered or issued to prevent dilution resulting from stock splits, stock dividends, or similar transactions pursuant to the terms of the 2012 Plan.
- (3) Consists of Ordinary Shares available for issuance pursuant to potential future grants under the 2012 Plan.
- (4) Calculated in accordance with Rule 457(h)(1) and 457 (c) promulgated under the Securities Act, based on the average of the high and low prices of the registrant's Ordinary Shares on the NASDAQ Global Select Market on February 28, 2020.
- (5) Consists of Ordinary Shares issuable upon vesting and settlement of Restricted Shares Units (RSUs) that settle upon payment of the par value of the shares.
- (6) Calculated in accordance with Rule 457(h)(1) promulgated under the Securities Act, based on the exercise price of outstanding options that have been granted under the 2012 Plan.



EXPLANATORY NOTE

This Registration Statement on Form S-8 (this **"Registration Statement"**) registers the offer, issuance and sale of a total of up to an additional 3,200,000 ordinary shares, par value New Israeli Shekel ("**NIS**") 0.01 per share ("**Ordinary Shares**"), of Stratasys Ltd. ("**Stratasys**," the "**Company**," the "**Registrant**," "**our company**," "**we**" or "**us**") to Stratasys' and/or its subsidiaries' officers, employees, directors and consultants under the Stratasys Ltd. 2012 Omnibus Equity Incentive Plan, as amended (the "**2012 Plan**"), consisting of: (i) 833,421 Ordinary Shares that are available for issuance pursuant to potential future grants under the 2012 Plan; and (ii) a total of 2,366,579 Ordinary Shares that are issuable pursuant to outstanding equity grants under the 2012 Plan.

Pursuant to Instruction E of Form S-8, the content of the Company's registration statement on Form S-8, Commission File No. 333-190963, filed with the Securities and Exchange Commission (the "**Commission**") on September 3, 2013, covering offers, issuances and sales of Ordinary Shares under the 2012 Plan, is incorporated herein by reference, and made a part of this Registration Statement, except as amended or supplemented by the information set forth below.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information*

Item 2. Registrant Information and Employee Plan Annual Information*

*The documents containing the information specified in this Part I of Form S-8 (plan information and registrant information and employee plan annual information) will be sent or given to employees as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the "**Securities Act**"). Such documents are not required to be and are not filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of this Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

Information Required in the Registration Statement

Item 3. Incorporation of Documents by Reference.

We hereby incorporate by reference herein the following documents (or portions thereof) that we have filed with or furnished to the Commission:

(a) Our Annual Report on Form 20-F for the fiscal year ended December 31, 2019, filed with the Commission on February 26, 2020 (the **2019 Form 20-F**).

(b) The description of our Ordinary Shares under "Item 1. Description of Registrant's Securities to be Registered" in our company's registration statement on Form 8-A, filed with the Commission on December 3, 2012, as updated by Exhibit 2.2 to the 2019 Form 20-F, and any amendment or report filed for the purpose of further updating that description.

All other documents filed by us pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act and, to the extent designated therein, Reports of Foreign Private Issuer on Form 6-K furnished by us to the Commission, in each case, subsequent to the effective date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered under the Registration Statement have been sold, or deregistering all securities then remaining unsold, are also incorporated herein by reference and shall be a part hereof from the date of the filing or furnishing of such documents.

Any statement contained in a document incorporated or deemed incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

Exhibit Number	Exhibit
<u>4.1.1</u>	<u>Stratasys Ltd. 2012 Omnibus Equity Incentive Plan (1)</u>
<u>4.1.2</u>	<u>Amendment to Stratasys Ltd. 2012 Omnibus Equity Incentive Plan increasing the number of Ordinary Shares authorized for issuance thereunder (2)</u>
<u>4.2</u>	<u>Articles of Association of the Registrant, as amended (3)</u>
<u>4.3</u>	<u>Memorandum of Association of the Registrant (4)</u>
<u>4.4</u>	<u>Specimen ordinary share certificate of the Registrant (5)</u>
<u>5.1</u>	<u>Opinion of Meitar Law Offices as to the legality of Stratasys Ltd.'s ordinary shares being registered*</u>
<u>23.1</u>	<u>Consent of Kesselman & Kesselman, a member firm of PricewaterhouseCoopers International Limited, an independent registered public accounting firm*</u>
<u>23.4</u>	<u>Consent of Meitar Law Offices (included in Exhibit 5.1)*</u>
<u>24</u>	<u>Power of Attorney (included on the signature page of this Registration Statement)*</u>

- (1) Incorporated by reference to Exhibit 10.6 to Amendment No. 3 to the Registrant's Registration Statement on Form F-4 (Commission File No. 333-182025) filed with the Commission on August 6, 2012.
- (2) Incorporated by reference to Proposal 3 in the proxy statement for the Registrant's extraordinary general meeting of shareholders held on February 25, 2013, serving as Exhibit 99.1 to the Registrant's Report of Foreign Private Issuer on Form 6-K (Commission File No. 001-35751) furnished to the Commission on January 28, 2013.
- (3) Incorporated by reference to Appendix A to the Registrant's proxy statement for its February 3, 2015 extraordinary general meeting of shareholders, attached as Exhibit 99.1 to the Registrant's Report of Foreign Private Issuer on Form 6-K (Commission File No. 001-35751) furnished to the Commission on January 6, 2015.
- (4) Incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form F-4 (Commission File No. 333-182025) filed with the Commission on June 8, 2012.
- (5) Incorporated by reference to Exhibit 4.1 to Amendment No. 3 to the Registrant's Registration Statement on Form F-4 (Commission File No. 333-182025) filed with the Commission on August 6, 2012.

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8, and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rehovot, State of Israel, on this 4th day of March, 2020.

Stratasys Ltd.

By: /s/ Yoav Zeif

Name: Yoav Zeif

Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that the undersigned officers and directors of Stratasys Ltd., an Israeli corporation, do hereby constitute and appoint Yoav Zeif, Chief Executive Officer, and Lilach Payorski, Chief Financial Officer, and each of them, their lawful attorneys-in-fact and agents with full power and authority to do any and all acts and things and to execute any and all instruments which said attorneys and agents, and any one of them, determine may be necessary or advisable or required to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules or regulations or requirements of the Securities and Exchange Commission in connection with this Registration Statement. Without limiting the generality of the foregoing power and authority, the powers granted include the power and authority to sign the names of the undersigned officers and directors in the capacities indicated below to this Registration Statement, to any and all amendments, both pre-effective and post-effective, and supplements to this Registration Statement, and to any and all instruments or documents filed as part of or in conjunction with this Registration Statement or amendments or supplements thereof, and each of the undersigned hereby ratifies and confirms that all said attorneys and agents, or any one of them, shall do or cause to be done by virtue hereof. This Power of Attorney may be signed in several counterparts.

IN WITNESS WHEREOF, each of the undersigned has executed this Power of Attorney as of the date indicated.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Yoav Zeif</u> Yoav Zeif	Chief Executive Officer (Principal Executive Officer)	March 4, 2020
<u>/s/Lilach Payorski</u> Lilach Payorski	Chief Financial Officer (Principal Financial and Accounting Officer)	March 4, 2020
<u>/s/ Elchanan Jaglom</u> Elchanan Jaglom	Chairman of the Board	March 4, 2020
<u>/s/ S. Scott Crump</u> S. Scott Crump	Chairman of the Executive Committee	March 4, 2020
<u>/s/ Victor Leventhal</u> Victor Leventhal	Director	March 4, 2020
<u>/s/ John J. McEleney</u> John J. McEleney	Director	March 4, 2020
<u>/s/ Dov Ofer</u> Dov Ofer	Director	March 4, 2020

Signature	Title	Date
<u>/s/ Ziva Patir</u> Ziva Patir	Director	March 4, 2020
<u>/s/ David Reis</u> David Reis	Vice Chairman of the Board of Directors and Executive Director	March 4, 2020
<u>/s/ Yair Seroussi</u> Yair Seroussi	Director	March 4, 2020
<u>/s/ Adina Shorr</u> Adina Shorr	Director	March 4, 2020

AUTHORIZED REPRESENTATIVE IN
THE UNITED STATES:

Stratasys, Inc.

By: /s/ S. Scott Crump
Name: S. Scott Crump
Title: Chairman of the Board
Date: March 4, 2020

March 4, 2020

Stratasys Ltd.
1 Holtzman Street
Science Park, P.O. Box 2496
Rehovot 76124, Israel

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as Israeli counsel to Stratasys Ltd., a company organized under the laws of the State of Israel (the “**Company**”), in connection with its registration statement on Form S-8 (the “**Registration Statement**”) filed with the Securities and Exchange Commission under the Securities Act of 1933 (the “**Securities Act**”) covering up to 3,200,000 ordinary shares of the Company, par value New Israeli Shekel 0.01 per share (collectively, the “**Shares**”), reserved for issuance under the Stratasys Ltd. 2012 Omnibus Equity Incentive Plan, as amended (the “**Plan**”).

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of the Plan, as amended, the Registration Statement, the Company’s amended Memorandum of Association and Articles of Association, and such other agreements, certificates, resolutions, minutes and other statements of corporate officers and other representatives of the Company and others and other documents provided to us by the Company as we have deemed necessary or appropriate as a basis for this opinion.

In rendering an opinion on the matters hereinafter set forth, we have assumed the authenticity of all original documents submitted to us as certified, conformed or photographic copies thereof, the genuineness of all signatures and the due authenticity of all persons executing such documents. We have assumed the same to have been properly given and to be accurate. We have also assumed the truth of all facts communicated to us by the Company and that all consents, minutes and protocols of meetings of the Company’s board of directors which have been provided to us are true and accurate and have been properly prepared in accordance with the Company’s Articles of Association (as amended) and all applicable laws. In addition, we have assumed that the Company will receive the full consideration for the Shares (which may consist, in part or in full, of services performed for the Company).

Members of our firm are admitted to the Bar in the State of Israel, and we do not express any opinion as to the laws of any other jurisdiction. This opinion is limited to the matters stated herein and no opinion is implied or may be inferred beyond the matters expressly stated.

Based upon and subject to the foregoing, we are of the opinion that the Shares have been duly authorized and reserved for issuance and, when issued and paid for, will be legally issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement. In giving this opinion and such consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act, the rules and regulations of the Securities and Exchange Commission promulgated thereunder or Item 509 of Regulation S-K promulgated under the Securities Act.

This opinion letter is rendered as of the date hereof and we disclaim any obligation to advise you of facts, circumstances, events or developments that may be brought to our attention after the effective date of the Registration Statement that may alter, affect or modify the opinions expressed herein.

Very truly yours,

/s/ Meitar | Law Offices

Meitar | Law Offices



CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Stratasys Ltd. (the "**Company**") of our report dated February 26, 2020 relating to the financial statements, schedule of valuation and qualifying accounts and reserves and the effectiveness of internal control over financial reporting, which appears in the Company's Annual Report on Form 20-F for the year ended December 31, 2019.

/s/ Kesselman & Kesselman

Kesselman & Kesselman
Certified Public Accountants (Isr.)
A member of PricewaterhouseCoopers International Limited

Tel Aviv, Israel
March 4, 2020
