

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 Stratasys, Inc.  
7665 Commerce Way  
Eden Prairie, Minnesota 55344**

(Address of Principal Executive Offices) (Zip Code)

**Stratasys Ltd. 2021 Employee Share Purchase Plan**  
(Full Title of the Plan)

**Richard Garrity  
c/o Stratasys, Inc.  
7665 Commerce Way  
Eden Prairie, Minnesota 55344**  
(Name and address of agent for service)

**(952) 937-3000**  
(Telephone number, including area code, of agent for service)

Copies to:

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

**Not Applicable**

(I.R.S. Employer  
Identification Number)

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

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 Exchange Act of 1934, as amended.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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.

**Proposed sale to take place as soon after the effective date of the  
registration statement as Ordinary Shares are purchased under the ESPP.**



**EXPLANATORY NOTE**

This Registration Statement on Form S-8 (this "**Registration Statement**") registers the offer, issuance and sale of a total of up to 5,200,000 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' employees under the Stratasys Ltd. 2021 Employee Share Purchase Plan (the "**ESPP**").

**PART I  
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

**Item 1. Plan Information.**

The documents containing the information concerning the ESPP required by Item 1 of this Registration Statement, and the statement of availability of registrant

information and other information required by Item 2 of Form S-8, will be sent or given to persons eligible to participate in the ESPP as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the “**Securities Act**”). We will maintain a file of such documents in accordance with the provisions of Rule 428 and, upon request, will furnish to the Securities and Exchange Commission (the “**Commission**”) or its staff a copy or copies of documents included in such file. Pursuant to the instructions to Form S-8, these documents are not required to be and are not being filed 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 Form S-8, taken together, constitute part of a prospectus that meets the requirements of Section 10(a) of the Securities Act.

## **Item 2. Registrant Information and Employee Plan Annual Information.**

Any of the documents incorporated by reference in Item 3 of Part II of this Registration Statement (which documents are incorporated by reference in this prospectus) and the other documents required to be delivered to employees pursuant to Rule 428(b) under the Securities Act, will be available without charge to participants in the ESPP upon written or oral request by contacting:

Stratasys Ltd.  
1 Holtzman Street  
Science Park, P.O. Box 2496  
Rehovot 76124, Israel  
Telephone: +972-74-745-4029  
Attn: Vered Ben Jacob, General Counsel

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## **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, 2021, filed with the Commission on February 24, 2021 (the **2021 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 2021 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 4. Description of Securities.**

Not applicable.

### **Item 5. Interests of Named Experts and Counsel.**

None.

### **Item 6. Indemnification of Directors and Officers.**

Under the Israeli Companies Law, 5759-1999 (the “**Companies Law**”), a company may not exculpate an office holder from liability for a breach of the duty of loyalty. An Israeli company may exculpate an office holder in advance from liability to the company, in whole or in part, for damages caused to the company as a result of a breach of duty of care but only if a provision authorizing such exculpation is included in its articles of association. Our amended and restated articles of association include such a provision. The company may not exculpate in advance a director from liability arising out of a prohibited dividend or distribution to shareholders.

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Under the Companies Law, a company may indemnify an office holder in respect of the following liabilities and expenses incurred for acts performed by him or her as an office holder, either pursuant to an undertaking made in advance of an event or following an event, provided its articles of association include a provision authorizing such indemnification:

- a financial liability incurred by or imposed on him or her in favor of another person pursuant to a judgment, including a settlement or arbitrator’s award approved by a court. However, if an undertaking to indemnify an office holder with respect to such liability is provided in advance, then such an undertaking must be limited to events which, in the opinion of the board of directors, can be foreseen based on the company’s activities when the undertaking to indemnify is given, and to an amount or according to criteria determined by the board of directors as reasonable under the circumstances, and such undertaking shall detail the above-mentioned foreseen events and amount or criteria;
- reasonable litigation expenses, including attorneys’ fees, incurred by the office holder (1) as a result of an investigation or proceeding instituted against him or her by an authority authorized to conduct such investigation or proceeding, provided that (i) no indictment was filed against such office holder as a result of such investigation or proceeding; and (ii) no financial liability was imposed upon him or her as a substitute for the criminal proceeding as a result of such investigation or proceeding or, if such financial liability was imposed, it was imposed with respect to an offense that does not require proof of criminal intent; and (2) in connection with a monetary sanction;

- reasonable litigation expenses, including attorneys' fees, incurred by the office holder or imposed by a court in proceedings instituted against him or her by the company, on its behalf, or by a third party, or in connection with criminal proceedings in which the office holder was acquitted, or as a result of a conviction for an offense that does not require proof of criminal intent; and
- reasonable litigation expenses, including attorneys' fees, incurred by the office holder in respect of certain administrative proceedings under the Israeli Securities Law.

Under the Companies Law, a company may insure an office holder against the following liabilities incurred for acts performed by him or her as an office holder, if and to the extent provided in the company's articles of association:

- a breach of the duty of loyalty to the company, provided that the office holder acted in good faith and had a reasonable basis to believe that the act would not harm the company;
- a breach of duty of care to the company or to a third party, to the extent such a breach arises out of the negligent conduct of the office holder; and
- a financial liability imposed on the office holder in favor of a third party.

Under the Companies Law, a company may not indemnify, exculpate or insure an office holder against any of the following:

- a breach of the duty of loyalty, except for indemnification and insurance for a breach of the duty of loyalty to the company to the extent that the office holder acted in good faith and had a reasonable basis to believe that the act would not harm the company;
- a breach of duty of care committed intentionally or recklessly, excluding a breach arising solely out of the negligent conduct of the office holder;
- an act or omission committed with intent to derive illegal personal benefit; or
- a fine, civil fine, monetary sanction or forfeit levied against the office holder.

Under the Companies Law, exculpation, indemnification and insurance of office holders in a public company must be approved by the compensation committee and the board of directors and, with respect to certain office holders or under certain circumstances, also by the shareholders.

Our articles of association permit us to exculpate, indemnify and insure our office holders to the fullest extent permitted or to be permitted by the Companies Law. We have obtained directors' and officers' liability insurance for the benefit of our office holders and intend to continue to maintain such coverage and pay all premiums thereunder to the fullest extent permitted by the Companies Law. In addition, we have entered into agreements with each of our directors and executive officers exculpating them from liability to us for damages caused to us as a result of a breach of duty of care and undertaking to indemnify them, in each case, to the fullest extent permitted by our articles and Israeli law, including with respect to liabilities resulting from a public offering of our shares, to the extent that these liabilities are not covered by insurance.

Each of the foregoing indemnification obligations is limited both in terms of amount and coverage. In the opinion of the Commission, however, indemnification of directors and office holders for liabilities arising under the Securities Act is against public policy and therefore unenforceable.

#### Item 7. Exemption from Registration Claimed.

Not applicable.

#### Item 8. Exhibits.

Exhibit Number	Exhibit
4.1	<a href="#">Stratasys Ltd. 2021 Employee Share Purchase Plan (1)</a>
4.2	<a href="#">Articles of Association of the Registrant, as amended (2)</a>
4.3	<a href="#">Memorandum of Association of the Registrant (3)</a>
4.4	<a href="#">Specimen ordinary share certificate of the Registrant (4)</a>
5.1	<a href="#">Opinion of Meitar   Law Offices as to the legality of Stratasys Ltd.'s ordinary shares being registered*</a>
23.1	<a href="#">Consent of Kesselman &amp; Kesselman, a member firm of PricewaterhouseCoopers International Limited, an independent registered public accounting firm*</a>
23.2	<a href="#">Consent of Meitar   Law Offices (included in Exhibit 5.1)*</a>
24	<a href="#">Power of Attorney (included on the signature page of this Registration Statement)*</a>
107	<a href="#">Filing Fee Table</a>

- (1) Incorporated by reference to Appendix A to the Registrant's proxy statement for its November 23, 2021 annual general meeting of shareholders, attached as Exhibit 99.22 to the Registrant's Report of Foreign Private Issuer on Form 6-K (Commission File No. 001-35751) furnished to the Commission on October 13, 2021.
- (2) 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.
- (3) 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.
- (4) 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

#### Item 9. Undertakings.

(a) The Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
  - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
  - (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and
  - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the Registration Statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the Registrant pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## 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 Tel Aviv, Israel, on this 24th day of February, 2022.

**Stratasy 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 Stratasy 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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Yoav Zeif</u> Yoav Zeif	Chief Executive Officer (Principal Executive Officer)	February 24, 2022
<u>/s/ Lilach Payorski</u> Lilach Payorski	Chief Financial Officer (Principal Financial and Accounting Officer)	February 24, 2022
<u>/s/ Dov Ofer</u> Dov Ofer	Chairman of the Board	February 24, 2022
<u>/s/ S. Scott Crump</u> S. Scott Crump	Director	February 24, 2022

<u>/s/ John J. McElenev</u> John J. McElenev	Director	February 24, 2022
<u>/s/ Ziva Patir</u> Ziva Patir	Director	February 24, 2022
<u>/s/ David Reis</u> David Reis	Director	February 24, 2022
<u>/s/ Michael Schoellhorn</u> Michael Schoellhorn	Director	February 24, 2022
<u>/s/ Yair Seroussi</u> Yair Seroussi	Director	February 24, 2022
<u>/s/ Adina Shorr</u> Adina Shorr	Director	February 24, 2022

AUTHORIZED REPRESENTATIVE IN  
THE UNITED STATES:

**Stratasys, Inc.**

By: /s/ Richard Garrity  
Name: Richard Garrity  
Title: President  
Date: February 24, 2022



February 24, 2022

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 5,200,000 shares of the Company, par value New Israeli Shekel 0.01 per share (collectively, the "**Shares**"), reserved for issuance under the Stratasys Ltd. 2021 Employee Share Purchase Plan (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 Memorandum of Association and amended and restated Articles of Association, as amended, 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 amended and restated 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.

Very truly yours,

/s/ Meitar | Law Offices

Meitar | Law Offices



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Stratasys Ltd. of our report dated February 24, 2022 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Stratasys Ltd.'s Annual Report on Form 20-F for the year ended December 31, 2021.

Tel-Aviv, Israel  
February 24, 2022

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

Kesselman & Kesselman, 146 Derech Menachem Begin St. Tel-Aviv 6492103, Israel,  
P.O Box 7187 Tel-Aviv 6107120, Telephone: +972 -3- 7954555, Fax:+972 -3- 7954556, [www.pwc.com/il](http://www.pwc.com/il)

## Calculation of Filing Fee Table

Form S-8  
(Form Type)

Stratasys Ltd.  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Fees to Be Paid	Equity	Ordinary Shares, par value New Israeli Shekel 0.01 per share (“ordinary shares”)	Other <sup>(2)</sup>	5,200,000 <sup>(3)</sup>	\$21.32 <sup>(2)</sup>	\$110,864,000	\$0.0000927	\$10,278
<b>Total Offering Amounts</b>						\$110,864,000		\$10,278
<b>Total Fees Previously Paid</b>								--
<b>Total Fee Offsets</b>								--
<b>Net Fee Due</b>								\$10,278

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional ordinary shares of the Registrant that become issuable under the Stratasys Ltd. 2021 Employee Share Purchase Plan (the “ESPP”) to prevent dilution resulting from any share dividend, share split, recapitalization or other similar transaction effected without the receipt of consideration that increases the number of outstanding ordinary shares.
- (2) Estimated in accordance with Rules 457(c) and 457(h) solely for the purpose of calculating the registration fee based on \$21.32 per ordinary share, which represents 85% of the average of the high and low prices of the ordinary shares as reported on the Nasdaq Global Select Market on February 22, 2022. Under the ESPP, the purchase price per ordinary share applicable to purchases made during each purchase period will be eighty-five percent (85%) of the lower of (i) the fair market value per share of the ordinary shares on the first day of the offering period or (ii) the fair market value per share of the ordinary shares on the last date of the purchase period.
- (3) Represents ordinary shares initially available for purchase under the ESPP.