
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 **April 2023**

Commission File Number **001-35751**

STRATASYS LTD.
(Translation of registrant's name into English)

c/o Stratasy, Inc.
7665 Commerce Way
Eden Prairie, Minnesota 55344

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

(Addresses 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 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): ☐

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Completion of Acquisition of Assets

Further to the Report of Foreign Private Issuer on Form 6-K (the **“Form 6-K”**) furnished by Stratasys Ltd. (**“we,” “us,” “Stratasys”** or the **“Company”**) to the U.S. Securities and Exchange Commission (the **“SEC”**) on August 8, 2022, on April 3, 2023 Stratasys completed its acquisition of the additive manufacturing materials business of Covestro Deutschland AG (DAX: 1COV), Covestro (Netherlands) B.V., and certain of their respective subsidiaries (collectively, **“Covestro”**). The assets that we acquired included R&D facilities and activities, global development and sales teams across Europe, the U.S. and China, a portfolio of approximately 60 additive manufacturing materials, and an IP portfolio comprised of hundreds of patents and pending patents. Pursuant to the asset purchase agreement that we entered into on August 5, 2022 with respect to this transaction (the **“Covestro asset purchase agreement”**), we paid Covestro, at the closing, approximately \$42.3 million (43 million Euros) in cash (which is subject to adjustment to reflect the amount of inventory acquired under the Covestro asset purchase agreement, and the accrual with respect to liabilities being assumed under the Covestro asset purchase agreement), as well as 317,505 newly issued Stratasys ordinary shares, par value 0.01 New Israeli Shekels per share (**“Stratasys ordinary shares”**) as the consideration for the purchased assets. Under the terms of the Covestro asset purchase agreement, Covestro may also earn up to an additional 37 million Euros of consideration, subject to the achievement of specified performance metrics, which will be payable via the issuance of additional Stratasys ordinary shares.

Exhibit Index

Filed as Exhibit 5.3 to this Form 6-K is a copy of the legal opinion of Meitar Law Offices, Ramat Gan, Israel, relating to the legality of the 317,505 Stratasys ordinary shares that may be offered and sold by Covestro Deutschland AG, as a selling shareholder, pursuant to the Company’s Registration Statement on Form F-3 (SEC File No. 333-253780) (the **“Registration Statement”**), and the prospectus supplement, dated April 5, 2023 (the **“Prospectus Supplement”**), which supplements the prospectus contained in the Registration Statement, and which is being filed with the SEC pursuant to Rule 424(b)(7) under the Securities Act of 1933, as amended.

The Company hereby files the following exhibits to this Form 6-K, which are incorporated by reference as exhibits to the Registration Statement (except for Exhibit 99.1, which is hereby furnished to the SEC, not filed, and which shall not be incorporated by reference into the Registration Statement):

Exhibit	Description
5.3	Opinion of Meitar Law Offices, dated April 5, 2023, as to the legality of Stratasys Ltd.’s ordinary shares being offered and sold by the selling shareholder under the Registration Statement and Prospectus Supplement
23.1	Consent of Meitar Law Offices (included in Exhibit 5.3)
99.1	Press release issued on April 5, 2023, announcing the closing under the Covestro asset purchase agreement

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.

STRATASYS LTD.

Dated: April 5, 2023

By: /s/ Eitan Zamir
Name: Eitan Zamir
Title: Chief Financial Officer



April 5, 2023

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

Re: Prospectus Supplement and Registration Statement on Form F-3

Ladies and Gentlemen:

We have acted as counsel to Stratasys Ltd., a company organized under the laws of the State of Israel (the "Company"), in connection with the registration statement on Form F-3 (File No. 333-253780) (the "Registration Statement") filed by the Company with the Securities and Exchange Commission (the "SEC") under the Securities Act of 1933 (the "Securities Act") on March 2, 2021, including the prospectus contained therein, as supplemented by the prospectus supplement, dated April 5, 2023, filed by the Company with the SEC on the date hereof pursuant to Rule 424(b)(7) under the Securities Act (the "Prospectus Supplement"), covering the resale by the selling shareholder named therein of up to 317,505 ordinary shares of the Company, par value New Israeli Shekel 0.01 per share ("Ordinary Shares") (the "Shares") issued to it as consideration for the Company's acquisition of the additive manufacturing materials business of Covestro Deutschland AG (DAX: 1COV), Covestro (Netherlands) B.V., and certain of their respective subsidiaries pursuant to the asset purchase agreement, dated August 5, 2022 (the "Asset Purchase Agreement").

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of the Registration Statement, the Prospectus Supplement, the Asset Purchase Agreement 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 memorandum and articles of association, as amended, and all applicable laws.

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, upon issuance in accordance with the terms set forth in the Asset Purchase Agreement, are validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement. We also consent to the appearance of our firm's name under the caption "Legal Matters" in the Prospectus Supplement. In giving this 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 SEC 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 date of the Prospectus Supplement that may alter, affect or modify the opinions expressed herein.

Very truly yours,

/s/ Meitar Law Offices
Meitar Law Offices

STRATASYS COMPLETES ACQUISITION OF COVESTRO'S ADDITIVE MANUFACTURING MATERIALS BUSINESS

Positions Stratasys to expand engagement with all Covestro AM materials customers with global breadth of Stratasys sales, service, and support infrastructure

Expands its differentiated 3D printed materials offering in stereolithography, DLP, and powders to address more manufacturing industry applications

EDEN PRAIRIE, Minn., and REHOVOT, Israel, April 5, 2023 – Stratasys Ltd. (NASDAQ: SSYS), a leader in polymer 3D printing solutions, today announced it has completed the acquisition of the additive manufacturing materials business of Covestro AG (DAX: 1COV). The acquisition, which is immediately accretive, includes R&D facilities and activities, global development and sales teams across Europe, the U.S. and Asia, a portfolio of approximately 60 additive manufacturing materials, and an extensive IP portfolio comprised of hundreds of patents and patents pending.

The materials, IP portfolio, and talent Stratasys acquired from Covestro will help Stratasys address new applications in key technology categories such as stereolithography, P3/DLP, and powder bed fusion, including SAF™ technology. They complement Stratasys' existing deep materials expertise for PolyJet and FDM® technologies.



Automotive air vent prototypes 3D printed with Somos WaterShed Black resin on Neo450 3D printers from Stratasys.

“Today marks a significant milestone for us as we solidify our leadership in the polymer additive manufacturing industry,” said Stratasys CEO Dr. Yoav Zeif. “With this acquisition, we’re not just expanding our materials portfolio for our broad array of 3D printing technologies – we’re also paving the way for more new innovations. Additionally, our growing team of in-house materials experts will be in a stronger position to collaborate with our materials ecosystem partners. Together, we’ll be able to address more applications faster, pushing the boundaries of what’s possible in additive manufacturing.”

All materials are available through Stratasys and its global partners under the Somos[®] and Addigy[®] brands, benefiting customers with greater global sales, service and support infrastructure. Stratasys will continue to fully support customers whether the materials are used with Stratasys or third-party 3D printers.

According to Hugo da Silva, previously Vice President of Covestro Additive Manufacturing and now Vice President of Strategy, M&A and Venturing at Stratasys, the acquisition advances Stratasys' focus on complete solutions for specific use cases to grow 3D printing's footprint further into manufacturing. "A new material can be as transformative to a market as a new 3D printer," da Silva said. "Whether it's flame, heat and smoke resistant materials for aerospace, new biocompatible materials for medical applications, or resilient materials with ESD properties for electric vehicles, we know that the more we bring new materials innovations to market as part of use case solutions, the more we can transform how everything is manufactured around the world."

For more information on Stratasys materials for additive manufacturing, visit www.stratasys.com/materials.

About Stratasys

Stratasys is leading the global shift to additive manufacturing with innovative 3D printing solutions for industries such as aerospace, automotive, consumer products and healthcare. Through smart and connected 3D printers, polymer materials, a software ecosystem, and parts on demand, Stratasys solutions deliver competitive advantages at every stage in the product value chain. The world's leading organizations turn to Stratasys to transform product design, bring agility to manufacturing and supply chains, and improve patient care.

To learn more about Stratasys, visit www.stratasys.com, the Stratasys [blog](#), [Twitter](#), [LinkedIn](#), or [Facebook](#). Stratasys reserves the right to utilize any of the foregoing social media platforms, including the company's websites, to share material, non-public information pursuant to the SEC's Regulation FD. To the extent necessary and mandated by applicable law, Stratasys will also include such information in its public disclosure filings.

Stratasys, FDM, P3, SAF, Somos, and Addigy are trademarks or registered trademarks of Stratasys Ltd. and/or its affiliates. All other trademarks are the property of their respective owners, and Stratasys assumes no responsibility with regard to the selection, performance, or use of these non-Stratasys products.

Cautionary Statement Regarding Forward-Looking Statements

The statements in this press release regarding Stratasys's intentions with respect to the proposed transaction are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements may include, but are not limited to, statements relating to the anticipated completion of the combination of MakerBot and Ultimaker, the financial position and prospects of the new combined company, and the desktop 3D printing market. Forward-looking statements are subject to significant risks and uncertainties, and actual results could differ materially from those projected. There can be no assurance that Stratasys will be able to complete the transaction on the anticipated terms, or at all. Important factors that could cause actual results and developments to differ materially from those anticipated in these forward-looking statements include, among other things, risks and uncertainties related to market conditions, satisfaction of customary closing conditions related to the transaction and the risk factors and other matters referred to under "Risk Factors", and generally in Stratasys' Annual Report on Form 20-F for the year ended December 31, 2022 filed with the U.S. Securities and Exchange Commission, or SEC, on March 3, 2023, and in other reports that Stratasys furnishes to or files with the SEC from time to time. Readers are urged to carefully review and consider the various disclosures made in Stratasys' SEC reports, which are designed to advise interested parties of the risks and other factors that may affect its business, financial condition, results of operations and prospects. The forward-looking statements in this release speak only as of this date, and Stratasys disclaims any intent or obligation to revise or update publicly any forward-looking statement except as required by law.

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