



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

SCHEDULE TO

**Tender Offer Statement under
Section 14(d)(1) or 13(e)(1) of the Securities Exchange Act of 1934**

STRATASYS LTD.
(Name of Subject Company (Issuer))

NANO DIMENSION LTD.

(Name of Filing Person (Offeror))

Ordinary Shares, par value NIS 0.01 per share
(Title of Class of Securities)

M85548101
(CUSIP Number of Class of Securities)

**Yael Sandler
Chief Financial Officer
Nano Dimension Ltd.
2 Ilan Ramon, Ness Ziona
7403635, Israel
Telephone: +972-73-7509142**

(Name, address and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

With copies to:

**Oded Har-Even, Esq.
Howard Berkenblit, Esq.
Angela Gomes, Esq.
Eric Victorson, Esq.
Sullivan & Worcester LLP
1633 Broadway
New York, NY 10019
Telephone: (212) 660-3000**

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transaction to which the statement relates:

third-party tender offer subject to Rule 14d-1

issuer tender offer subject to Rule 13e-4

going-private transaction subject to Rule 13e-3

amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:



This Amendment No. 3 (this “Amendment No. 3”) amends and supplements the Tender Offer Statement on Schedule TO (as amended and together with any subsequent amendments and supplements thereto, the “Schedule TO”) filed by Nano Dimension Ltd., a company organized under the laws of the State of Israel (“Nano”), with the U.S. Securities and Exchange Commission on May 25, 2023, as subsequently amended. The Schedule TO relates to the offer by Nano to purchase up to 27,925,689 outstanding ordinary shares, NIS 0.01 par value per share, of Stratasys Ltd. (“Stratasys” and “Stratasys Shares,” respectively), not already owned by Nano, such that Nano would own up to and no more than 55% of the outstanding Stratasys Shares upon consummation of the offer, with a minimum condition of acquiring at least 53% of the outstanding Stratasys Shares, but in any event no less than 5% of the outstanding Stratasys Shares, at the price of \$18.00 per Stratasys Share, to the seller in cash, less any required withholding taxes and without interest, upon the terms of, and subject to the conditions to, the Offer to Purchase, dated May 25, 2023 (together with any amendments or supplements thereto, the “Offer to Purchase”), and in the related Letter of Transmittal (together with any amendments and supplements thereto, the “Letter of Transmittal” and together with the Offer to Purchase, the “offer”), copies of which are attached to the Schedule TO as exhibits (a)(1)(A) and (a)(1)(B), respectively.

Except as otherwise set forth in this Amendment No. 3, the information set forth in the Schedule TO remains unchanged and is incorporated herein by reference in response to all of the items of the Schedule TO and is supplemented by the information specifically provided herein. Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule TO. You should read this Amendment No. 3 together with the Schedule TO and the Offer to Purchase.

ITEMS 1 THROUGH 9 AND ITEM 11.

The Offer to Purchase and Items 1 through 9 and Item 11 of the Schedule TO, to the extent such Items incorporate by reference the information contained in the Offer to Purchase, are hereby amended and supplemented as follows:

- (1) By adding the following disclosure as the last paragraph of Section 1 of the Offer to Purchase, entitled "Background of the Offer; Contacts with Stratasys":

“On June 13, 2023, we delivered a letter to the Stratasys Board demanding that, pursuant to Section 63(b)(2) of the Israeli Companies Law and Article 54 of Stratasys’s Amended and Restated Articles of Association, the Stratasys Board call an Extraordinary General Meeting of the Stratasys shareholders (the “Meeting”), to remove seven (7) of the current Stratasys directors from office, appoint seven (7) new directors proposed by us to replace them and approve certain indemnification arrangements for such replacement directors.

On the same day, we issued a press release announcing our demand for the Meeting and outlining the benefits of demanding the Meeting and replacing a majority of the Stratasys Board. On the same day, we conducted outreach to certain Stratasys shareholders via e-mail.”

- (2) By amending and restating the third sentence under the subsection entitled “Plans for Stratasy’s” of Section 2 of the Offer to Purchase, entitled “Purpose of the Offer; Effects of the Offer; Plans for Stratasy’s” as follows:

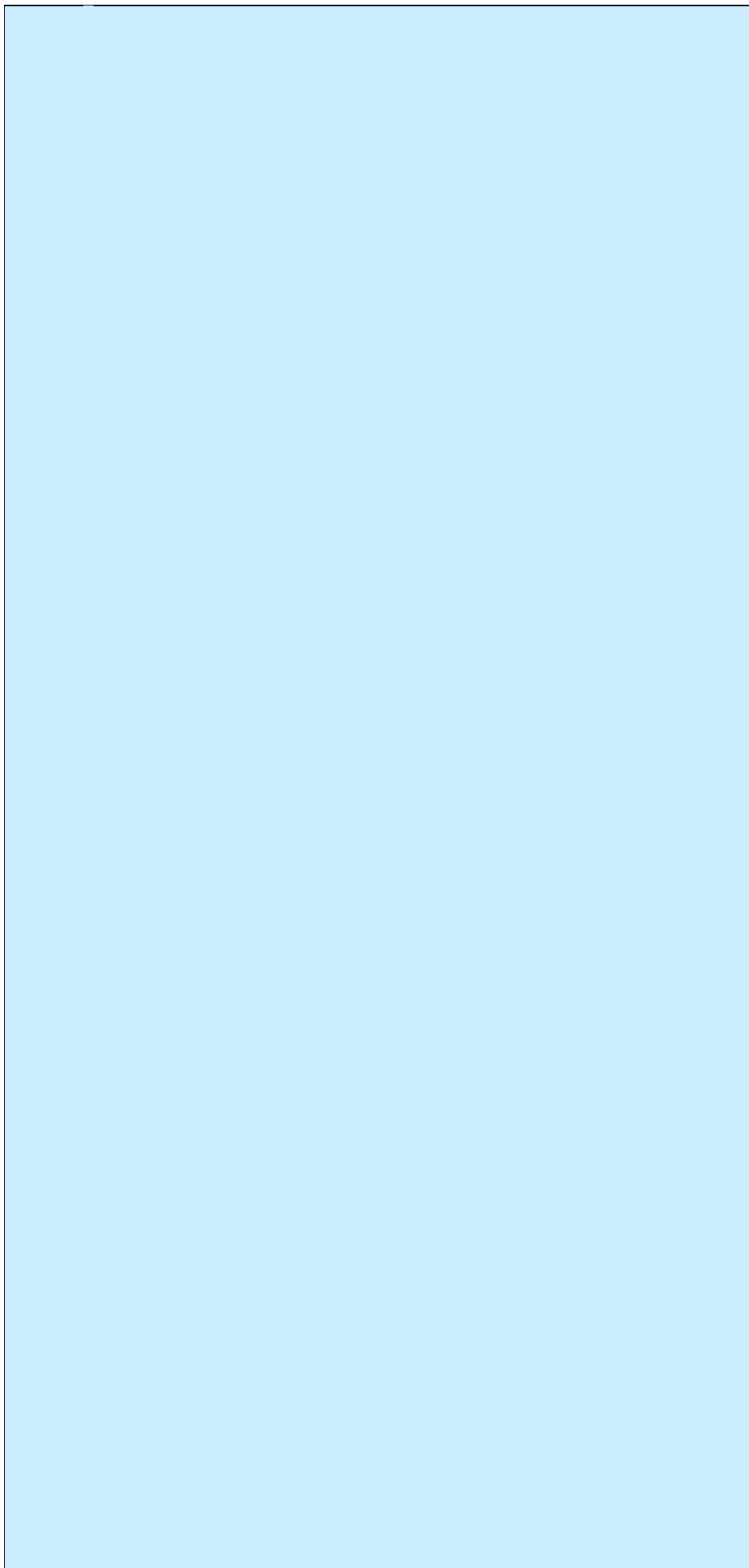
“On June 13, 2023, we delivered a letter to the Stratasys Board demanding that the Stratasys Board call the Meeting, immediately, and no later than August 8, 2023, and hold it no later than 35 days after the calling of the Meeting, as required by the Israeli Companies Law, to remove a majority of the Stratasys Board and replace them with nominees proposed by us. We believe such action is vital to protect the interests of Stratasys shareholders and create a path to establishing a preeminent leader in the rapidly growing additive manufacture market that will drive long-term value. If successful, seven (7) of the eight (8) members of the Stratasys Board will be appointed by Nano and we will control the Stratasys Board.”

ITEM 12. EXHIBITS.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibits:

NO.

DESCRIPTION

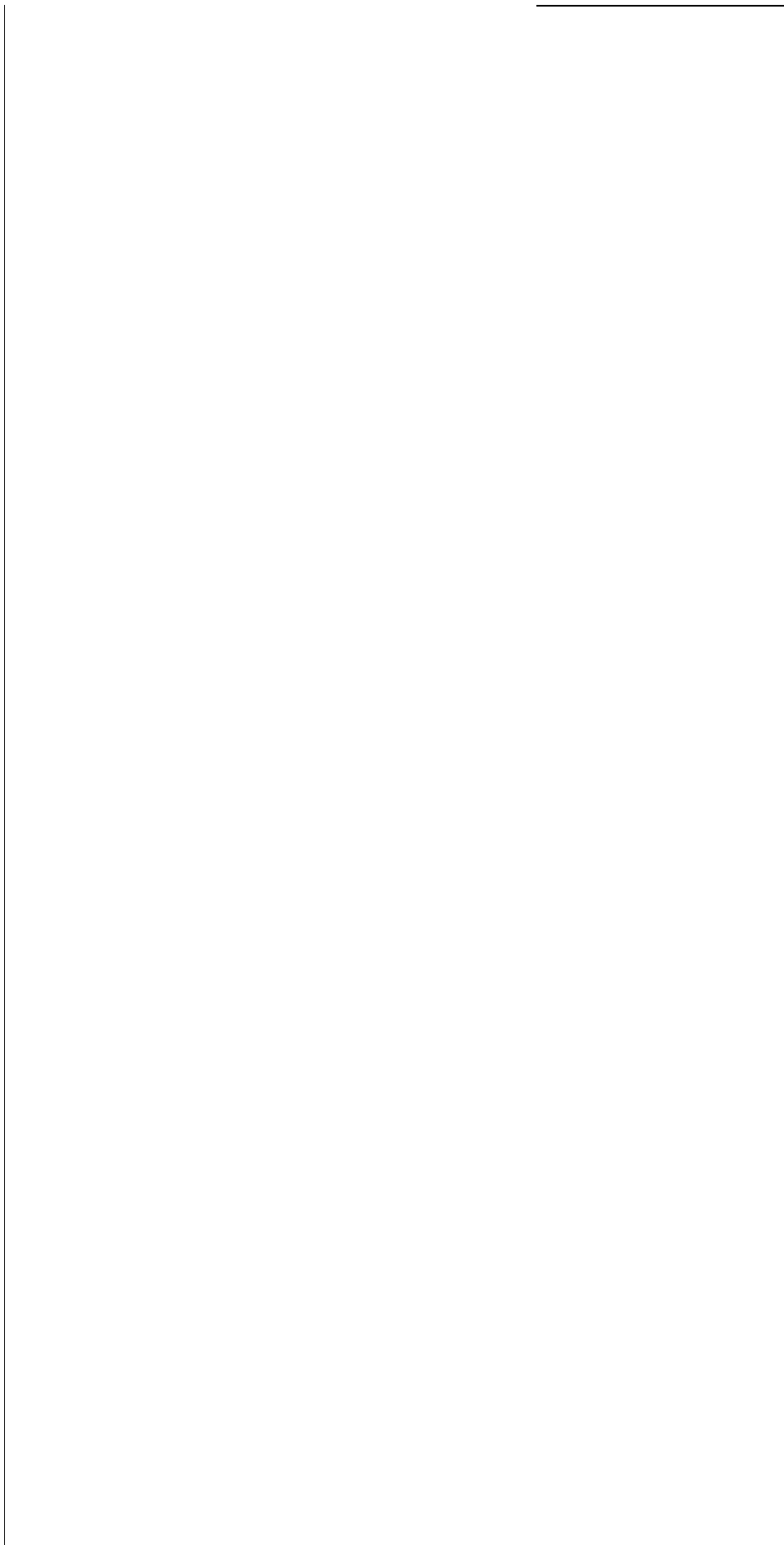


(a)(5)(K) [Form of E-mail sent by Nano to certain Stratasys shareholders on June 13, 2023.](#)

(a)(5)(L) [Digital Advertising Campaign, launched by Nano, on June 13, 2023.](#)

SIGNATURE

After due inquiry and to the best of the knowledge and belief of the undersigned, the undersigned certify that the information set forth in this statement is true, complete and correct.

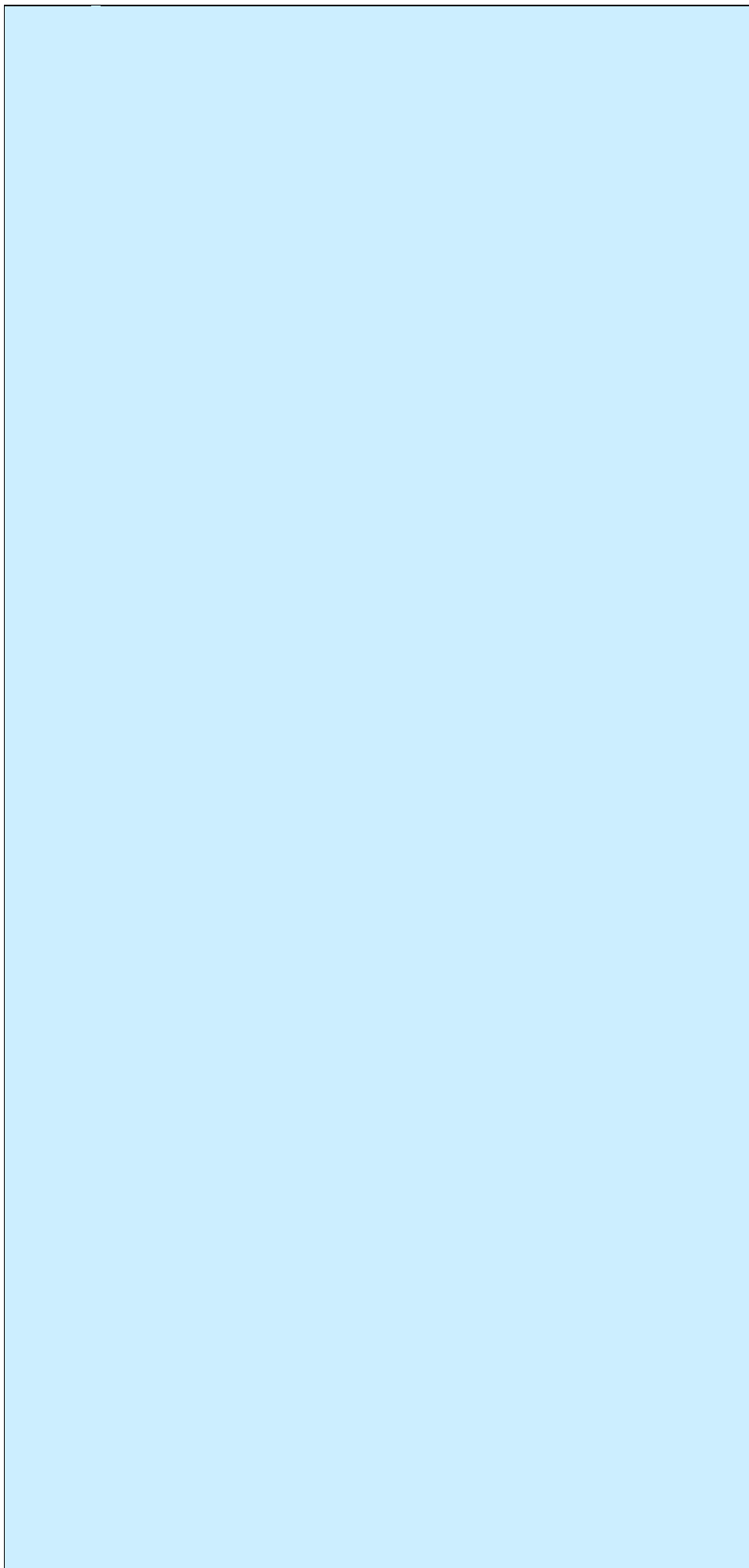


Dated: June 13, 2023

EXHIBIT INDEX

NO.

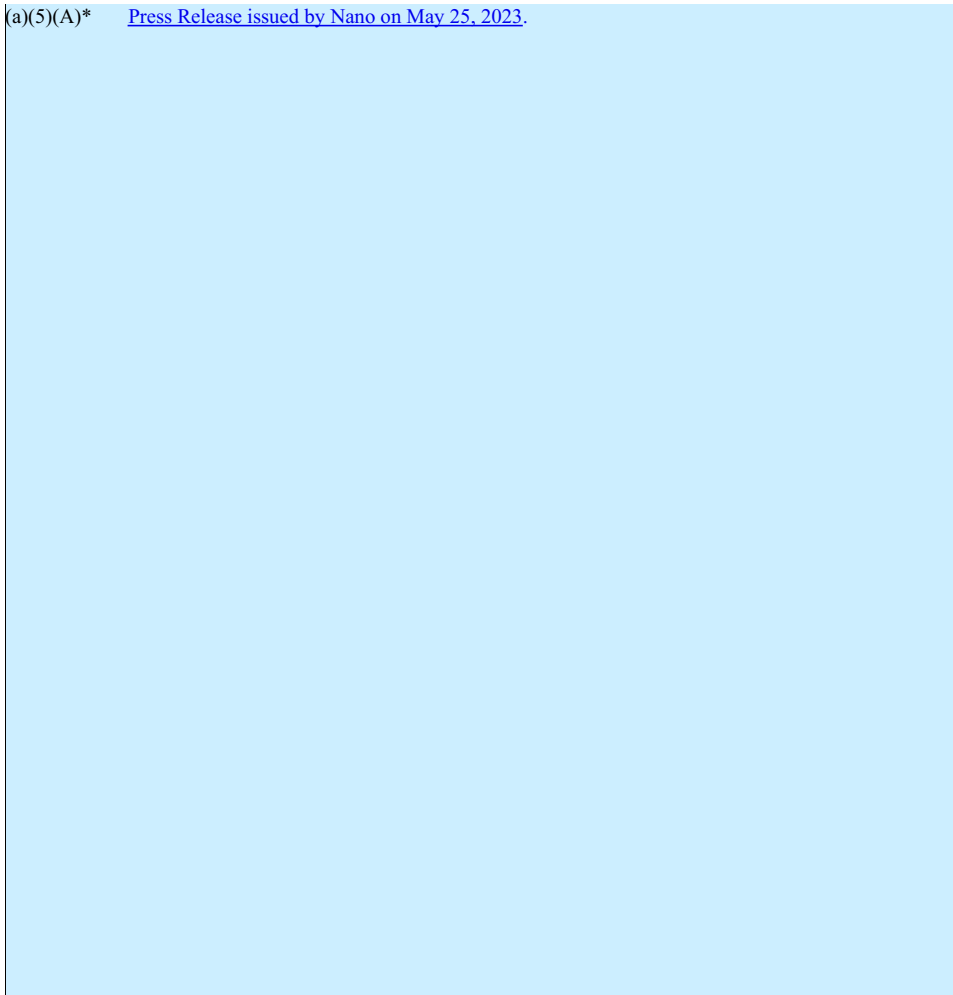
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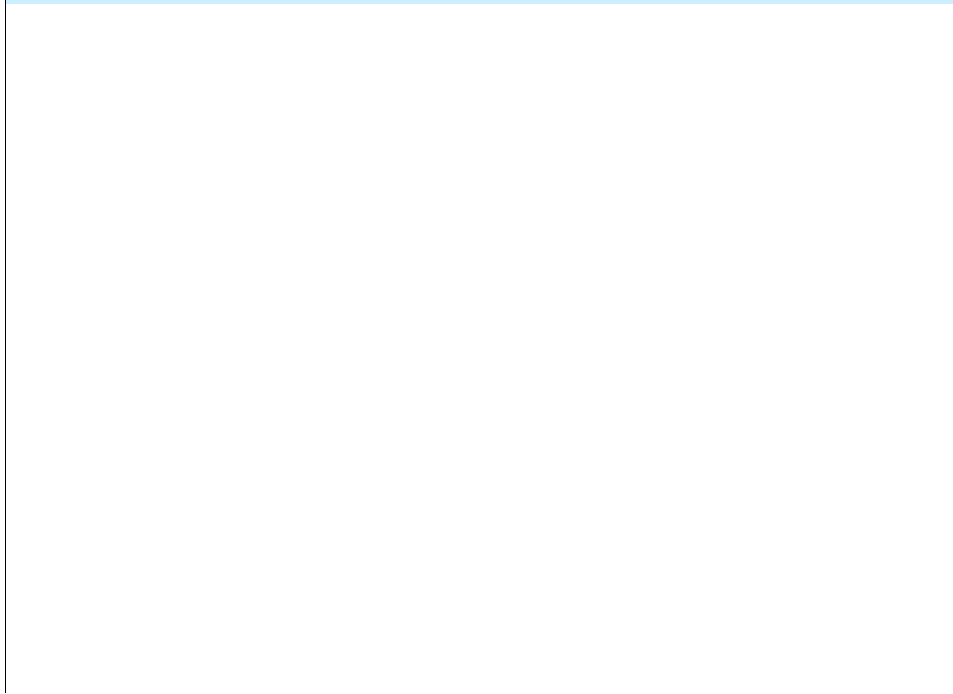
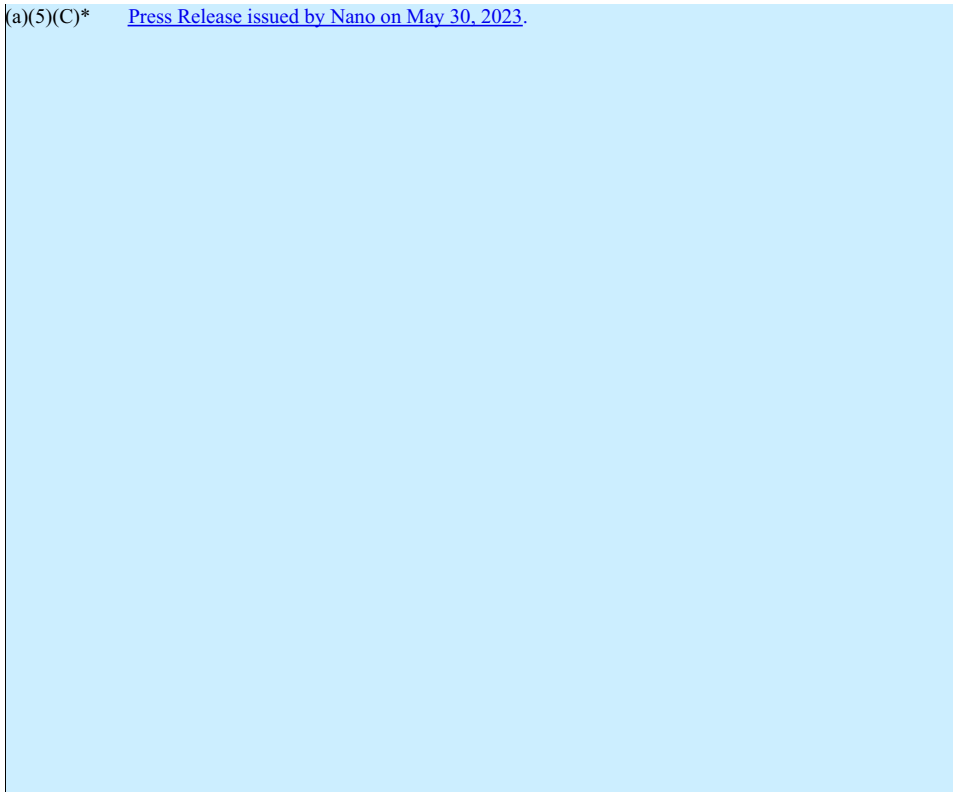


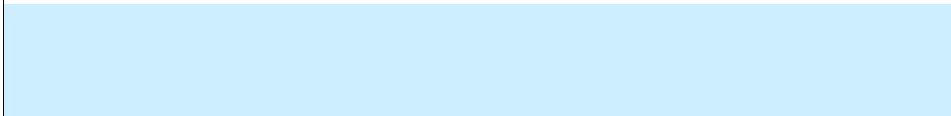
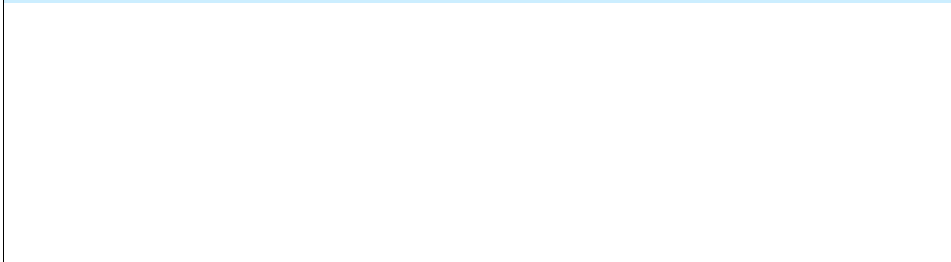
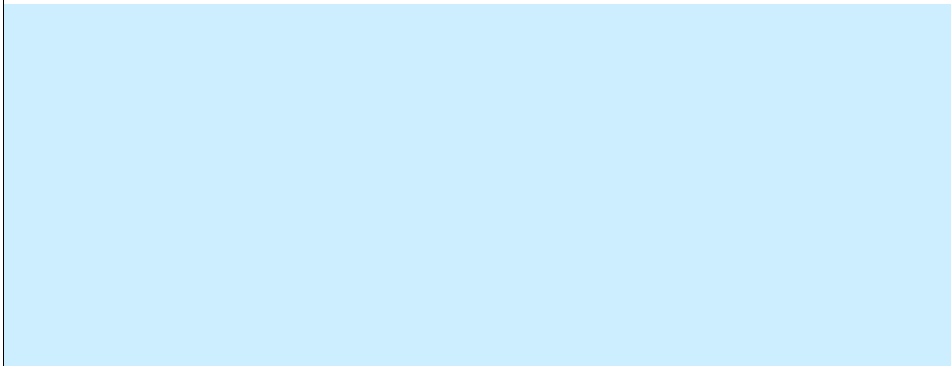
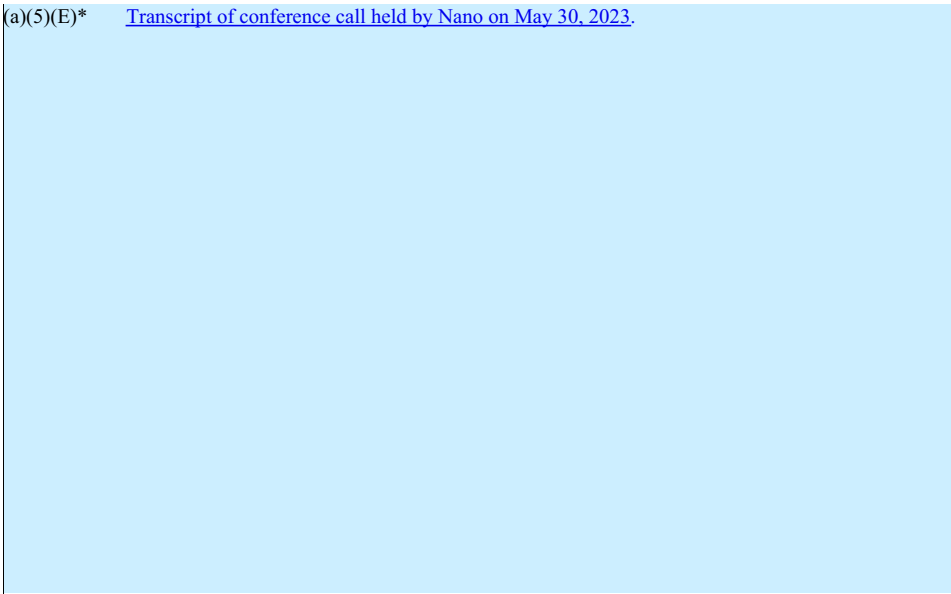
(a)(1)(E)* [Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.](#)

(a)(1)(F)* [Notice of Objection.](#)

(a)(1)(G)** Declaration Form ("Declaration of Status for Israeli Income Tax Purposes").







(a)(5)(L)** [Digital Advertising Campaign, launched by Nano, on June 13, 2023.](#)

(b) – (h) Not applicable.

* Previously filed.

** Filed herewith.

*** To be filed by amendment.



Nano Dimension's All-Cash Special Tender Offer for the Acquisition of a Controlling Interest in Stratasys

On May 25, 2023, Nano Dimension Ltd. ("Nano") commenced a special tender offer to purchase between 38.8% and 40.8% of the outstanding ordinary shares ("Stratasys Shares") of Stratasys Ltd. ("Stratasys") not already owned by Nano Dimension, such that Nano Dimension would own up to and no more than 55% of the outstanding Stratasys Shares upon consummation of the special tender offer,¹ with a minimum condition of acquiring at least 53% of the outstanding Stratasys Shares at the price of \$18.00 per Stratasys Share, to the seller in cash, delivering near-term certain value to Stratasys shareholders.²



Near-Term Certainty



Guaranteed Cash



Premium Over Relevant Trading Metrics

Nano's all-cash special tender offer price of \$18.00 per Share

- Represents a premium to all relevant Stratasys historical trading levels, a **26% premium to the unaffected Stratasys closing price as of March 3rd, 2023** and a **39% premium to the 60-day volume-weighted average price as of March 3rd, 2023**.
- Represents a **12.5% premium to the \$18.00 future target price published by Stratasys' own financial advisor, J.P. Morgan, on March 2nd, 2023** before dropping coverage of Stratasys.
- Provides a **certain value creation opportunity to Stratasys Shareholders**, as opposed to the uncertainty that comes with Stratasys as a standalone company or through a combination with another company in the industry.

The special tender offer creates a path to establishing a market leader in Additive Manufacturing

- Transaction provides the opportunity to establish a **market-leading portfolio of complementary products and solutions** addressing a significant Additive Manufacturing market opportunity.
- Presents **significant opportunities to deepen existing customer relationships** by providing more value-added services and solutions **and capture new customer acquisition opportunities** with expanded and diversified joint offerings

How to Accept the Tender Offer

If you have any questions, please call the Information Agent for the offer, Georgeson LLC, toll free at (877) 668-1646.

All holders of Stratasys Shares should tender their Stratasys Shares to the Depository for the offer, Computershare N.A., by following the procedures and instructions in the Offer to Purchase.

If you hold your Shares through a bank or broker, you should receive instructions from your bank or broker regarding how to tender your Shares. If you have not received instructions, please contact your bank or broker at the number below as soon as possible to instruct them to tender your Shares.

If you are a registered holder, you should tender your Stratasys Shares to the Depository for the offer, Computershare N.A., by following the procedures and instructions in the Offer to Purchase and related Letter of Transmittal. You should have received or will receive material in the mail on tendering your Shares.

All of the Stratasys Shares validly tendered pursuant to the offer and not properly withdrawn will be paid for promptly following the Final Expiration Date, subject to proration and satisfaction or waiver of all conditions to the offer.

¹ The successful completion of the special tender offer would result in Nano's ownership of between 53% and 55% of the outstanding Stratasys Shares, inclusive of the approximately 14.1% of the outstanding Stratasys Shares that Nano currently owns as of May 24, 2023.

² Less any required withholding taxes and without interest (the "Offer Price"). Upon the terms and subject to the conditions set forth in the Offer to Purchase (as it may be amended, supplemented, or otherwise modified from time to time, the "Offer to Purchase") and in the related Letter of Transmittal (as it may be amended, supplemented, or otherwise modified from time to time, the "Letter of Transmittal," which, together with this Offer to Purchase, collectively constitute the "offer").

Disclaimer

Forward-Looking Statements

This website of Nano Dimension Ltd. (the "Company" or "Nano Dimension") contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act and other securities laws. Words such as "expects," "anticipates," "intends," "plans," "believes," "seeks," "estimates" and similar expressions or variations of such words are intended to identify forward-looking statements. For example, the Company is using forward-looking statements when it discusses the special partial tender offer, the satisfaction of conditions precedent to the closing of the tender offer, anticipated impact of the special partial tender offer, the potential integration of Stratasys Ltd.'s ("Stratasys") assets, business verticals, and customer base into the Company's current operations, the percentage of ownership in Stratasys to be acquired by the Company upon the completion of the tender offer, the potential upside of the Company's and Stratasys' products, opportunities, strategic growth plan (including the Company's vision upon completion of the tender offer), new markets, the size of the Company's and Stratasys' addressable market, market growth, and expected revenue growth. Because such statements deal with future events and are based on the Company's current expectations, they are subject to various risks and uncertainties. Actual results, performance, or achievements of Company could differ materially from those described in or implied by the statements in these forward-looking statements are not historical facts, and are based upon management's current expectations, beliefs and projections, many of which, by their nature, are inherently uncertain. Such expectations, beliefs and projections are expressed in good faith. However, there can be no assurance that management's expectations, beliefs and projections will be achieved, and actual results may differ materially from what is expressed in or indicated by the forward-looking statements. Forward-looking statements are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in the forward-looking statements. For a more detailed description of the risks and uncertainties affecting the Company and Stratasys, reference is made to the Company's and Stratasys' reports filed from time to time with the Securities and Exchange Commission ("SEC"), including, but not limited to, the risks detailed in the Company's annual report for the year ended December 31, 2022, and the risks detailed in Stratasys' annual report for the year ended December 31, 2022, filed with the SEC. Forward-looking statements speak only as of the date the statements are made. The Company assumes no obligation to update forward-looking statements to reflect actual results, subsequent events or circumstances, changes in assumptions or changes in other factors affecting forward-looking information except to the extent required by applicable securities laws. If the Company does update one or more forward-looking statements, no inference should be drawn that the Company will make additional updates with respect thereto or with respect to other forward-looking statements.

No Offer or Solicitation

This website is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell any ordinary shares of Stratasys or any other securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction, nor is it a substitute for the tender offer materials described herein.

Important Information About the Special Tender Offer

This document is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell any ordinary shares of Stratasys or any other securities, nor is it a substitute for the tender offer materials described herein. A tender offer statement on Schedule TO, including an Offer to Purchase, a related Letter of Transmittal and other tender offer documents, was filed with the SEC by Nano Dimension on May 25, 2023, as subsequently amended. Stratasys filed with the SEC a solicitation/recommendation statement on Schedule 14D-9, as required by the tender offer rules, on May 30, 2023, as subsequently amended.

INVESTORS AND SECURITY HOLDERS ARE URGED TO CAREFULLY READ BOTH THE TENDER OFFER MATERIALS (INCLUDING THE OFFER TO PURCHASE, RELATED LETTER OF TRANSMITTAL AND CERTAIN OTHER TENDER OFFER DOCUMENTS) AND THE SOLICITATION/RECOMMENDATION STATEMENT ON SCHEDULE 14D-9 REGARDING THE OFFER, AS THEY MAY BE AMENDED FROM TIME TO TIME, BECAUSE THEY CONTAIN AND WILL CONTAIN IMPORTANT INFORMATION THAT INVESTORS AND SECURITY HOLDERS SHOULD CONSIDER BEFORE MAKING ANY DECISION REGARDING TENDERING THEIR SECURITIES.

Investors and security holders may obtain a free copy of the Offer to Purchase, the related Letter of Transmittal, certain other tender offer documents and the solicitation/recommendation statement and other documents filed with the SEC at the website maintained by the SEC at www.sec.gov or by directing such requests to Georgeson LLC, the Information Agent for the tender offer, named in the tender offer statement. In addition, Stratasys files annual reports, interim financial statements and other information with the SEC, and Nano Dimension files annual reports, interim financial statements and other information with the SEC, which are available to the public at the website maintained by the SEC at www.sec.gov. Copies of the documents filed with the SEC by Stratasys may be obtained at no charge on the investor relations page of Stratasys' website at www.stratasys.com. Copies of the documents filed with the SEC by Nano Dimension may be obtained at no charge on the investor relations page of Nano Dimension's website at www.nano-di.com.

About the Tender Offer and Eligibility

We are Nano Dimension Ltd. ("Nano Dimension" or "Nano"), a company organized under the laws of the State of Israel. Nano Dimension is a leading supplier of Additively Manufactured Electronics and multi-dimensional polymer, metal & ceramic Additive Manufacturing 3D printers. On May 25, 2023, we commenced an all-cash special tender offer to purchase between 38.8% and 40.8% of the outstanding ordinary shares ("Stratasys Shares") of Stratasys Ltd. ("Stratasys"), not already owned by Nano Dimension.

The special tender offer would result in Nano Dimension owning up to and no more than 55% of the outstanding Stratasys Shares upon consummation of the offer, with a minimum condition of acquiring at least 53% of the outstanding Stratasys Shares at the price of \$18.00 per Stratasys Share, to the seller in cash, less any required withholding taxes and without interest (the "Offer Price").

The full terms and conditions of the offer are set forth in the Offer to Purchase (as it may be amended, supplemented, or otherwise modified from time to time, the "Offer to Purchase") and in the related Letter of Transmittal (as it may be amended, supplemented, or otherwise modified from time to time, the "Letter of Transmittal," filed with the U.S. Securities and Exchange Commission (the "SEC") which, together with the Offer to Purchase, collectively constitute the "offer").

[Close All](#)

Why are you conducting this offer?

Nano Dimension believes there are important benefits of the special tender offer to Stratasys' shareholders, including an attractive cash value at a premium to all relevant Stratasys historical trading levels, and, for the combined company, longer-term strategic benefits.

How long do I have to decide whether to accept the offer and tender my shares?

You may tender your Stratasys Shares until 11:59 p.m. EST, on June 26, 2023, or, if we extend the offer, before 11:59 p.m., EST, on the date to which the offer is extended ¹.

How many shares are sought in this offer?

Subject to certain conditions, Nano Dimension is offering to purchase a minimum of 26,557,660 Stratasys Shares, representing 38.8% of the outstanding Stratasys Shares, and up to 27,925,689 Stratasys Shares, representing approximately 40.8% of the outstanding Stratasys Shares as of the Expiration Date.

How much are you offering to pay and what is the form of payment?

We are offering to pay \$18.00 per Stratasys Share, to you in cash, less any required withholding taxes and without interest. The Offer Price will be paid in U.S. dollars.

What is the value of Nano Dimension's offer compared to the market value of my Stratasys Shares as of a recent date?

Nano Dimension's all-cash special tender offer for \$18.00 per Stratasys Share represents a premium of 26% to the unaffected closing price on Nasdaq on March 3rd, 2023, and a 39% premium to the 60-day volume-weighted average price as of March 3rd, 2023.

On May 24, 2023, the last trading day before Nano Dimension commenced the offer, the closing price per Stratasys Share reported on Nasdaq was \$14.88. The Offer Price, \$18.00 per Stratasys Share, is 21% greater than such reported price on Nasdaq.

What percentage of the Stratasys Shares does Nano Dimension currently own?

As of May 25, 2023, Nano Dimension owned 9,695,115 Stratasys Shares, or approximately 14.1% of the outstanding Stratasys Shares as of May 24, 2023.

Who can participate in the offer?

The offer is open to all record and beneficial owners of Stratasys Shares.

Do you have the financial resources to pay the purchase price in the offer?

Yes. Nano Dimension possesses all of the necessary funds to consummate the offer from cash and cash equivalents on hand. The offer is not conditioned on the availability of financing.

What are the most significant conditions of the offer?

The offer is subject to a number of conditions described on pages 29-31 of the Offer to Purchase, which can be found [on the website maintained by the SEC](#).

What will happen if the conditions of the offer are not satisfied?

If any condition is not satisfied, we may elect not to purchase, or may be prohibited from purchasing, any Stratasys Shares tendered pursuant to the offer, or, subject to applicable law, we may waive such conditions.

If Stratasys' shareholder Rights Plan is upheld by the Israeli courts, will Nano Dimension terminate the tender offer?

Nano Dimension will not be required to accept for payment and pay for any tendered Stratasys Shares if the Rights Plan Condition, as defined and described in the Offer to Purchase, is not satisfied.

The Rights Plan Condition will not be satisfied if Nano Dimension is not satisfied in its sole discretion that the Rights will not be triggered as a result of the offer.

Nano Dimension has the right to waive the Rights Plan Condition but does expect to waive this condition.

Can Nano Dimension call a shareholder meeting to remove the Stratasys Board of Directors?

Nano Dimension is conducting a detailed review of Stratasys and its assets, corporate structure, capitalization, operations, properties, policies, management and personnel. As part of this review, Nano Dimension intends to take actions to place the Stratasys Board of Directors at the next annual general meeting of Stratasys shareholders or by requesting that Stratasys call an extraordinary general meeting of Stratasys shareholders for the purpose of electing directors.

Does the announcement by Stratasys of entering into a merger agreement with Desktop Metal trigger the Change of Business Condition contained in the offer?

On May 25, 2023, the same date as Nano Dimension's offer, Stratasys and Desktop Metal announced the entering into a merger agreement by and among Stratasys, Desktop Metal and Tetris Sub Inc., a wholly-owned subsidiary of Stratasys, wherein Tetris Sub Inc. would merge with and into Desktop Metal, with Desktop Metal surviving the merger as a wholly-owned subsidiary of Stratasys. Under the merger agreement, Stratasys would issue to the stockholders of Desktop Metal as consideration in the Merger 0.123 of Stratasys' ordinary shares in exchange for each share of Desktop Metal common stock held by them immediately prior to the merger.

Nano Dimension does not consider the entering into such merger agreement to have triggered the Change of Business Condition and does not expect the merger to close before the expiration of the tender offer. For the avoidance of doubt, Nano Dimension has not waived the Change of Business Condition and reserves all rights afforded to it under the Change of Business Condition set forth in more detail in the Offer to Purchase.

How does the proposed transaction between Stratasys and Desktop Metal compare to the offer? Will it affect the offer?

Our \$18.00 per share all-cash offer represents a more compelling value creation opportunity for Stratasys shareholders than the proposed Desktop Metal transaction with Stratasys.

As the largest shareholder of Stratasys, Nano Dimension plans to vote against the proposed transaction between Stratasys and Desktop Metal.

Who can I talk to if I have questions about the offer?

If you have any questions, you can call Georgeson LLC, the Information Agent for the offer, toll free at (877) 668-1646.

Is this deal subject to CFIUS review? Are you concerned that CFIUS will have comments?

The tender offer is subject to mandatory CFIUS review. CFIUS has 30 calendar days from the date a complete declaration filing is approved for review to perform an initial assessment of the transaction. CFIUS is evaluating the declaration filing now. Following the end of such 30-day assessment, CFIUS will either (i) clear the transaction, (ii) require the parties to resubmit a more robust notice filing for review, or (iii) inform the parties that it does not have enough information to clear the transaction, and that the parties may resubmit a voluntary notice filing in their discretion. If CFIUS clears the transaction during the initial 30-day assessment, we will close the transaction. In contrast, if we do not receive CFIUS clearance at such time or are required to resubmit a notice filing, we will have discretion to close the transaction without CFIUS clearance. Following the resubmission of a notice filing, CFIUS would have an additional 45 days to reassess the transaction and an optional additional 45 days to investigate the transaction.

Until the successful completion of the tender offer, Nano Dimension and Stratasys will operate independently.

We understand that Stratasys produces certain critical technologies and has several contacts with the United States government. Both such points will likely bring the transaction under closer CFIUS scrutiny. As such, we expect that CFIUS may not clear the transaction after the initial 30-day assessment, and that CFIUS may impose certain conditions on the transaction following the completion of their review.

Deadlines and Extensions

[Close All](#)

Can the offer be extended and under what circumstances?

Nano Dimension has the right, in its sole discretion, to extend the Expiration Date, subject to applicable law. In addition, in certain circumstances, we may be required by applicable law to extend the Expiration Date.

How will I be notified if the offer is extended?

If Nano Dimension decides to extend the Expiration Date, the Company will publicly announce the new Expiration Date in a press release in accordance with applicable law and inform the Depository and Information Agent.

If enough Stratasys shareholders tender their shares in the offer before the deadline, would you make an announcement before the expiration date?

No, the tender offer must remain open for at least 20 business days.

Tendering Stratasys Shares and Receiving Cash Payment

[Close All](#)

How can I tender my shares?

If you are the record owner of your Stratasys Shares, you should tender your Stratasys Shares to Computershare Trust Company, N.A. by following the procedures and instructions in the Offer to contact the Information Agent for the offer, Georgeson LLC, toll free at (877) 668-1646 if you need additional copies of materials or have questions about how to tender.

If you hold your Stratasys Shares through a bank or broker, you should receive instructions from your bank or broker regarding how to tender your shares. If you have not received instructions, please contact your bank or broker as soon as possible to instruct them to tender your shares.

What is the timeline for receiving the \$18.00/share in cash?

We will deposit with the Depository an amount sufficient to make such payment to Stratasys shareholders within four U.S. business days following the Final Expiration Date (June 30, unless the offer is extended).

After the expiration of the offer our Depository will launch a tax information portal and you will receive a link to this tax portal to complete the Tax Declaration Form.

If you are a registered holder of your shares, you will submit the Tax Declaration Form through the tax portal.

If you are a beneficial holder of your shares, you will submit the Tax Declaration form to your broker and your broker will send it to the Depository and the Depository will forward your form to the Israeli Tax Agent for review.

Following the review process, you will receive payment for your shares.

Will I have to pay any fee or commission?

If you are the record owner of your Stratasys Shares and you directly tender your Stratasys Shares to Computershare Trust Company, N.A. you generally will not have to pay brokerage fees or similar expenses. Nano Dimension will pay the fees and expenses of the Depositary in connection with the offer.

If you own your Stratasys Shares through a broker or other nominee, and your broker or other nominee tenders your Stratasys Shares on your behalf, your broker or other nominee may charge you a fee for doing so. You should consult your broker or other nominee to determine whether any charges apply.

If I tender only a portion of my shares, will the remainder fall sharply post-tender?

While we can't speculate on the share price movement, if the offer is consummated, Stratasys' "public float," that is the number of Stratasys Shares owned by Stratasys' non-affiliated shareholders and available for trading in the securities markets, may be reduced. This may result in lower share prices or reduced liquidity in the trading market for Stratasys Shares in the future.

What happens if the offer is oversubscribed?

If more than 27,925,689 Stratasys Shares are validly tendered and not properly withdrawn prior to the Expiration Date, the Stratasys Shares will be subject to proration. Nano Dimension will purchase 27,925,689 Stratasys Shares on a *pro rata* basis according to a proration factor that will be announced promptly following the Final Expiration Date.

Objecting To the Tender Offer or Withdrawing Previously Tendered Stratasys Shares

[Close All](#)

If I decide not to tender, how will the offer affect my shares?

Shares held by non-tendering Shareholders will not be affected by the completion of the offer.

Can I object to the offer?

Under Israeli law, you may respond to the offer by accepting the offer or sending a Notice of Objection.

Alternatively, you may simply not respond to the offer and not tender your Stratasys Shares. You are not deemed to object to the offer if you do not tender your Stratasys Shares.

Until what time may I withdraw previously tendered Stratasys Shares?

You may withdraw your tendered Stratasys Shares at any time before 11:59 p.m. EST on June 26, 2023 or, if we extend our offer, before 11:59 p.m., New York time, on the date to which the offer is extended.

How do I withdraw previously tendered Stratasys Shares?

To withdraw previously tendered Stratasys Shares, you must deliver a written notice of withdrawal, while you still have the right to withdraw your Stratasys Shares, to the Depositary at one its addresses set forth below:

By Mail:

By Overnight Courier:

Computershare Trust Company, N.A.
c/o Voluntary Corporate Actions
P.O. Box 43011
Providence, RI 02940-3011

Computershare Trust Company, N.A.
c/o Voluntary Corporate Actions
150 Royall Street, Suite V
Canton, MA 02021

If you tendered your Stratasys Shares by giving instructions to a broker, banker or other nominee, you must instruct the broker, banker or other nominee to arrange for the withdrawal of your Stratasys Shares.

¹ The period of time during which the offer remains open, as may be extended or adjusted for earlier termination of the offer, is referred to as the "Offer Period" and the date of completion of the Offer Period is referred to as the "Expiration Date". As required under Israeli law, if (i) the conditions of the offer have been satisfied or, subject to applicable law, waived by us; and (ii) with respect to each Stratasys Share owned by you, you have (a) not yet responded to the offer, (b) notified us of your objection to the offer, or (c) tendered such Stratasys Share but have properly withdrawn your tender during the Offer Period, then, you will be afforded an additional four (4) calendar-day period, during which you may tender each such Stratasys Share (we refer to this additional period as the "Additional Offer Period").

Tender Offer Info

Time to Accept the Tender Offer

The special tender offer will **expire at 11:59 p.m. EDT on Monday, June 26th, 2023**, unless extended or earlier terminated in accordance with the Offer to Purchase and the applicable rules and regulations of the U.S. Securities and Exchange Commission (the "SEC") and Israeli law.

Under Israeli law and subject to certain conditions, Stratasys shareholders may be able to tender their Stratasys Shares for an additional four calendar-day period¹. The additional period is referred to as the "Additional Offer Period" and the expiration of such period is referred to as the "Final Expiration Date."

The date of completion of the Additional Offer Period will change if Nano decides to extend the Offer Period. Stratasys Shares tendered during the Offer Period may be withdrawn at any time prior to 11:59 p.m., New York time, on the Expiration Date, but not during the Additional Offer Period.

Conditions to the Tender Offer

The closing of the special tender offer is subject to certain conditions, outlined in the Offer to Purchase.

How to Accept the Tender Offer

If you have any questions, please call the Information Agent for the offer, Georgeson LLC, toll free at (877) 668-1646.

All holders of Stratasys Shares should tender their Stratasys Shares to the Depository for the offer, Computershare N.A., by following the procedures and instructions in the Offer to Purchase. Shareholders are strongly recommended to submit their decision to tender early, as banks' deadlines can be before the official deadline stated above.

If you hold your Stratasys Shares through a bank or broker, you should receive instructions from your bank or broker regarding how to tender your Stratasys Shares. If you have not received instructions, please contact your bank or broker at the number below as soon as possible to instruct them to tender your Stratasys Shares.

If you are a registered holder, you should tender your Stratasys Shares to the Depository for the offer, Computershare N.A., by following the procedures and instructions in the Offer to Purchase and related Letter of Transmittal. You should have received or will receive material in the mail on tendering your Stratasys Shares.

All of the Stratasys Shares validly tendered pursuant to the offer and not properly withdrawn will be paid for promptly following the Final Expiration Date, subject to proration and satisfaction or waiver of all conditions to the offer.

¹ As required under Israeli law, if (i) the conditions of the offer have been satisfied or, subject to applicable law, waived by us; and (ii) with respect to each Stratasys Share owned by you, you have (a) not yet responded to the offer, (b) notified us of your objection to the offer, or (c) tendered such Stratasys Share but have properly withdrawn your tender during the Offer Period, then, you will be afforded an additional four (4) calendar-day period, during which you may tender each such Stratasys Share (we refer to this additional period as the "Additional Offer Period").

Materials

You may obtain a free copy of the Offer to Purchase, the related Letter of Transmittal, certain other tender offer documents and other documents filed with the SEC at the website maintained by the SEC at www.sec.gov or by directing such requests to Georgeson LLC.

Offer to Purchase

- › [Tender Offer Statement filed by Nano Dimension](#)
- › [Amendment No. 1](#)
- › [Amendment No. 2](#)

Press Releases

- › [Nano Dimension Reaffirms \\$18 Per Share All-Cash Tender Offer for Stratasys Shareholders to Receive Near-Term Value by Tendering Their Shares](#)
June 13, 2023
- › [Nano Dimension Highlights Advantages of Its \\$18.00 Cash Per Share Special Tender Offer for Stratasys vs. Other Alternatives](#)
June 8, 2023
- › [Nano Dimension Launches \\$18.00 Per Share All-Cash Special Tender Offer to Increase Ownership in Stratasys to between 53% and 55% of Its Outstanding Shares](#)
May 25, 2023
- › [Nano Dimension Revises Proposal to Acquire Stratasys for \\$20.05 in Cash and Accelerates A Strategy](#)
April 3, 2023
- › [Nano Dimension Increases Offer to Acquire Stratasys to \\$19.55 Per Share in Cash](#)
March 29, 2023
- › [Nano Dimension Announces Formal Offer to Acquire Stratasys for \\$18.00 Per Share to Create Additive Manufacturing Industry Leader](#)
March 9, 2023

Presentations

- › [Process for Tendering Stratasys Shares](#)
- › [Stratasys Special Tender Offer Investor Call](#)
- › [Nano Dimension's Special Tender Offer for the Acquisition of a Controlling Interest in Stratasys](#)
- › [Nano Dimension's All Cash Special Tender Offer For Stratasys: Superior to Uncertain Alternatives](#)





Nano Dimension Reaffirms \$18 Per Share All-Cash Tender Offer for Stratasys Shareholders to Receive Near-Term Value by Tendering Their Shares

Committed to Creating Value for Stratasys Shareholders and Seeks to Replace Seven of Stratasys' Complacent Directors

Nano Demands Special Shareholder Meeting for Board Replacement To Be Called Immediately by Stratasys

Stratasys Shareholders Have Until June 26th, 2023, to Tender Their Shares for Guaranteed Cash Value

Contact Geogeson Toll-Free at (877) 668-1646 for More Information

Learn More at www.StratasyValueNow.com

Waltham, Mass., June 13, 2023 (GLOBE NEWSWIRE) — Nano Dimension Ltd. (Nasdaq: NNDM) (“Nano Dimension”, “Nano” or the “Company”), a leading supplier of Additively Manufactured Electronics (“AME”) and multi-dimensional polymer, metal & ceramic Additive Manufacturing (“AM”) 3D printers, today reinforced its plan to deliver long-term value to Stratasys Ltd. (Nasdaq: SSYS) (“Stratasys”) shareholders, which includes:

1. An \$18.00 per share special tender offer to provide **certain, near-term premium and all-cash value** to Stratasys shareholders.

2. Nano demands that the Stratasys Board call an **Extraordinary General Meeting** of Stratasys shareholders **following the completion of the \$18-per-share-special-tender** for the purpose of removing the majority of the Stratasys Board of Directors and replacing them with highly qualified nominees proposed by Nano. Nano believes such action is vital to **prevent further value destruction** and create a path to establishing a **preeminent leader in the rapidly growing AM market** that will **drive long-term value**.

Nano Dimension is offering a straightforward plan to deliver value:

- **Delivers IMMEDIATE \$18 cash value** to Stratasys shareholders.

- **Nano leadership** will set up management to be committed, motivated and compensated based on demonstrating efficacy in driving the performance of Stratasys, which will become the main business asset of Nano following the successful tender, reversing years of lagging Stratasys growth and profits.

The immediate value of Nano's \$18 per share all-cash tender is clear:

- **Provides a premium** to all relevant Stratasys historical trading levels, including a **39% premium** to the unaffected 60-day VWAP as of March 3rd, 2023.

- **Provides more certainty** than the pending Desktop Metal Ltd. (NYSE: DM) (“Desktop Metal”) merger agreement or the 3D Systems Corp. (NYSE: DDD) (“3D Systems”) unsolicited, unclear & dubious proposal.

- Nano has approximately **\$1 billion** in cash and cash equivalents on hand to complete the special tender offer, which is **not subject to Nano shareholder approval**. **The board of directors of Nano has full authority to effect the tender offer as confirmed by the Israeli courts.**



Nano believes urgent change is needed. Stratasys' current Board of Directors is not fulfilling its fiduciary duties and not acting in its shareholders' interests:

- **Stratasys directors refused to negotiate with Nano, a well-funded and reputable peer that made multiple all-cash offers at compelling premia,** disregarding Nano's efforts to reach a mutually agreeable all-cash acquisition of all outstanding ordinary shares of Stratasys not currently owned by Nano. Those offers included:

- **\$18.00, \$19.55, and \$20.05 per share**, reflecting premiums of **26%, 37%** and **41%** to the unaffected closing stock price as of March 3rd, 2023, submitted to Stratasys on March 22nd, 29th and April 3rd, 2023, respectively.

- **Stratasys directors (several of which are ex-CEOs of the company) and management have a history of empty promises to Stratasys shareholders**, including making statements every two to three years that Stratasys will become a “billion-dollar company,” only to deliver further cash burn and value destruction, as evidenced by the losses on the sale of MakerBot in September 2022. MakerBot alone cost its shareholders at least \$403 million (for a startup with approximately \$15.7 million revenue in the year prior to acquisition) and additional over \$60 million in cash¹ which was spent in order to sell/spin out a failed investment. This was originally initiated and closed by a present board member when he was the CEO of Stratasys. This is just one of many examples of the **Stratasys Board’s history of value destruction**.

- **Stratasys directors agreed to a value-destroying transaction with Desktop Metal designed to preserve their entrenchment.** Stratasys' agreement to merge with a cash-burning de-SPAC in a transaction would destroy value and be highly dilutive to Stratasys shareholders, leaving shareholders with less than two-thirds of a company that would have an uncertain path for longterm value creation.

- Over the last few days, **Stratasys' institutional and other shareholders have already filed lawsuits against this Board** about their corporate governance practices in relation to the transaction.

Stratasys needs better management, operators and, first and foremost, Board oversight to optimize the business and set the company on a path to realize its potential.

The time for change at Stratasy is now. Through its SPECIAL TENDER OFFER of June 26th, 2023, and the ultimate replacement of the Stratasy Board, Nano Dimension will provide that change and allow Stratasy shareholders to realize the potential of their investment.

LEARN MORE ABOUT NANO DIMENSION'S SPECIAL TENDER OFFER AT
WWW.STRATASYSVALUENOW.COM

FOR INFORMATION ON HOW TO TENDER SHARES, CALL GEORGESON, THE INFORMATION
AGENT FOR THE SPECIAL TENDER OFFER, TOLL-FREE AT
(877) 668-1646

Important Information About the Special Tender Offer

This press release is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell any ordinary shares of Stratasys or any other securities, nor is it a substitute for the tender offer materials described herein. A tender offer statement on Schedule TO, including an offer to purchase, a related letter of transmittal and other tender offer documents, was filed with the SEC by Nano Dimension on May 25, 2023, as subsequently amended. Stratasys filed with the SEC a solicitation/recommendation statement on Schedule 14D-9, as required by the tender offer rules, on May 30, 2023, as subsequently amended.

INVESTORS AND SECURITY HOLDERS ARE URGED TO CAREFULLY READ BOTH THE TENDER OFFER MATERIALS (INCLUDING THE OFFER TO PURCHASE, RELATED LETTER OF TRANSMITTAL AND CERTAIN OTHER TENDER OFFER DOCUMENTS) AND THE SOLICITATION/RECOMMENDATION STATEMENT ON SCHEDULE 14D-9 REGARDING THE OFFER, AS THEY MAY BE AMENDED FROM TIME TO TIME, BECAUSE THEY CONTAIN AND WILL CONTAIN IMPORTANT INFORMATION THAT INVESTORS AND SECURITY HOLDERS SHOULD CONSIDER BEFORE MAKING ANY DECISION REGARDING TENDERING THEIR SECURITIES.

Investors and security holders may obtain a free copy of the offer to purchase, the related letter of transmittal, certain other tender offer documents and the solicitation/recommendation Statement and other documents filed with the SEC at the website maintained by the SEC at www.sec.gov or by directing such requests to Georeson LLC, the information agent for the tender offer, named in the tender offer statement. In addition, Stratasys files annual reports, interim financial statements and other information, and Nano Dimension files annual reports, interim financial statements and other information with the SEC, which are available to the public at the SEC's website at www.sec.gov. Copies of the documents filed with the SEC by Stratasys may be obtained at no charge on the investor relations page of Stratasys' website at www.stratasys.com. Copies of the documents filed with the SEC by Nano Dimension may be obtained at no charge on the investor relations page of Nano Dimension's website at www.nano-di.com.

Nano Dimension's (Nasdaq: NNDM) vision is to transform existing electronics and mechanical manufacturing into Industry 4.0 environmentally friendly & economically efficient precision additive electronics and manufacturing — by delivering solutions that convert digital designs to electronic or mechanical devices — on demand, anytime, anywhere.

Nano Dimension's strategy is driven by the application of deep learning-based AI to drive improvements in manufacturing capabilities by using self-learning & self-improving systems, along with the management of a distributed manufacturing network via the cloud.

Nano Dimension serves over 2,000 customers across vertical target markets such as aerospace & defense, advanced automotive, high-tech industrial, specialty medical technology, R&D and academia. The company designs and makes Additive Electronics and Additive Manufacturing 3D printing machines and consumable materials. Additive Electronics are manufacturing machines that enable the design and development of High-Performance-Electronic-Devices (Hi-PED®s). Additive Manufacturing includes manufacturing solutions for production of metal, ceramic, and specialty polymers-based applications — from millimeters to several centimeters in size with micron precision.

Through the integration of its portfolio of products, Nano Dimension is offering the advantages of rapid prototyping, high-mix-low-volume production, IP security, minimal environmental footprint, and design-for-manufacturing capabilities, which is all unleashed with the limitless possibilities of additive manufacturing.

For more information, please visit www.nano-di.com.

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. Words such as “expects,” “anticipates,” “intends,” “plans,” “believes,” “seeks,” “estimates,” and similar expressions or variations of such words are intended to identify forward-looking statements. For example, Nano Dimension is using forward-looking statements in this press release when it discusses the potential benefits and advantages of the special tender offer, the expiration time and date for the special tender offer, the Company’s intention to request

that the Stratasys Board call an Extraordinary General Meeting of Stratasys shareholders for the purpose of replacing the majority of the Stratasys Board of Directors and appointing replacement directors, the potential for growth and value creation opportunities as a result of the special tender offer and the integration of Stratasys and the Company, and the comparative benefits of the Company's tender offer weighed against the anticipated outcomes of the alternative transaction between Stratasys and Desktop Metal and the potential alternative transaction between Stratasys and 3D Systems, respectively. Because such statements deal with future events and are based on Nano Dimension's current expectations, they are subject to various risks and uncertainties. The completion of the special tender offer would be subject to certain conditions as described in the tender offer materials, including the offer to purchase, a related letter of transmittal and other tender offer documents. Actual results, performance, or achievements of Nano Dimension could differ materially from those described in or implied by the statements in this press release. 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 Nano Dimension's annual report on Form 20-F filed with the SEC on March 30, 2023, and in any subsequent filings with the SEC. Except as otherwise required by law, Nano Dimension undertakes no obligation to publicly release any revisions to these forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events. References and links to websites have been provided as a convenience, and the information contained on such websites is not incorporated by reference into this press release. Nano Dimension is not responsible for the contents of third-party websites.

NANO DIMENSION INVESTOR RELATIONS CONTACT

Dear [name],

I am reaching out to you regarding Nano Dimension's (Nasdaq:NNDM) special tender offer to acquire shares of Stratasys (Nasdaq:SSYS) for **\$18.00 per share in cash**, which provides a certain, near-term value at a **39% premium to the unaffected 60-day VWAP**. We are reaching out to you on behalf of Nano Dimension as [recipient's firm] is a material shareholder in Stratasys.

Nano Dimension's management remains committed to personally engaging with shareholders and addressing shareholders' questions about Nano's special tender offer and its long-term strategy to deliver value to Stratasy's shareholders. Please let me know if you'd like the opportunity to discuss with Nano Dimension's management in further detail.

In addition, I would like to update you on an announcement that Nano made [today]: Nano has requested that the Stratasys Board call an Extraordinary General Meeting for the purpose of removing the majority of the Stratasys Board of Directors and replacing them with highly qualified nominees proposed by Nano.

As a reminder, Nano's \$18.00 per share special tender offer provides **certain, near-term, and all-cash premium**. Stratasys shareholders have until 11:59 P.M. EST on June 26th, 2023, to tender their shares.

For explanation on how to tender, contact our Information Agent, Georgeson, toll-free at (877) 668-1646. For more information visit www.StratasyValueNow.com

Regards,
[sender's name]


Important Information About the Special Tender Offer

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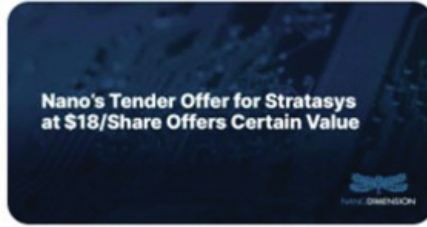
INVESTORS AND SECURITY HOLDERS ARE URGED TO CAREFULLY READ BOTH THE TENDER OFFER MATERIALS (INCLUDING THE OFFER TO PURCHASE, RELATED LETTER OF TRANSMITTAL AND CERTAIN OTHER TENDER OFFER DOCUMENTS) AND THE SOLICITATION/RECOMMENDATION STATEMENT ON SCHEDULE 14D-9 REGARDING THE OFFER, AS THEY MAY BE AMENDED FROM TIME TO TIME, BECAUSE THEY CONTAIN AND WILL CONTAIN IMPORTANT INFORMATION THAT INVESTORS AND SECURITY HOLDERS SHOULD CONSIDER BEFORE MAKING ANY DECISION REGARDING TENDERING THEIR SECURITIES.

Investors and security holders may obtain a free copy of the offer to purchase, the related letter of transmittal, certain other tender offer documents and the solicitation/recommendation Statement and other documents filed with the SEC at the website maintained by the SEC at www.sec.gov or by directing such requests to Georeson LLC, the information agent for the tender offer, named in the tender offer statement. In addition, Stratasys files annual reports, interim financial statements and other information, and Nano Dimension files annual reports, interim financial statements and other information with the SEC, which are available to the public at the SEC's website at www.sec.gov. Copies of the documents filed with the SEC by Stratasys may be obtained at no charge on the investor relations page of Stratasys' website at www.stratasys.com. Copies of the documents filed with the SEC by Nano Dimension may be obtained at no charge on the investor relations page of Nano Dimension's website at www.nano-di.com.

On June 13, 2023, Nano Dimension Ltd. posted the following message on Reddit:

 u/NanoDimension Promoted

Nano's all-cash special tender offer at \$18/share is the superior alternative for Stratasys' shareholders with premium, near-term, certain value – Stratasys' other options are value destructive and uncertain



stratasysvaluenow.com

[Learn More](#)

 Vote 

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 Share

On June 13, 2023, Nano Dimension Ltd. posted the following message via Display Advertising:

Nano's Tender Offer for Stratasys at \$18/Share Offers Certain Value

[LEARN MORE >](#)





On June 13, 2023, Nano Dimension Ltd. posted the following message via Google Ads:

Ad · www.stratasyvaluenow.com ▼

Nano Special Tender Offer | = Certain Value | All-Cash

Learn How to Participate in the Special Tender Offer: www.stratasyvaluenow.com.
Other Options for SSYS Are Value Destructive and Uncertain.

Ad · www.stratasyvaluenow.com ▼

Nano Special Tender Offer | All-Cash | Near-Term Certainty

Other Options for SSYS Are Value Destructive and Uncertain. Learn How to
Participate in the Special Tender Offer: www.stratasyvaluenow.com.

Ad · www.stratasyvaluenow.com ▼

\$18/Share | Nano Special Tender Offer | Certain Cash

Nano offer is the Superior Alternative for Stratasy Shareholders. Learn How to
Participate in the Special Tender Offer: www.stratasyvaluenow.com.



