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

SCHEDULE 14D-9

**SOLICITATION/RECOMMENDATION
STATEMENT UNDER SECTION 14(d)(4) OF THE
SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 9)**

STRATASYS LTD.

(Name of Subject Company)

STRATASYS LTD.

(Name of Persons Filing Statement)

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

M85548101

(CUSIP Number of Class of Securities)

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*(Name, address, and telephone number of persons authorized to receive notices and
communications on behalf of the person filing statement)*

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

This Amendment No. 9 to Schedule 14D-9 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 (as amended from time to time, the "Statement") originally filed by Stratasys Ltd., an Israeli company ("Stratasys"), with the Securities and Exchange Commission (the "SEC") on May 30, 2023. The Statement relates to the unsolicited tender offer by Nano Dimension Ltd., an Israeli company ("Nano"), to purchase up to 25,266,458 ordinary shares, par value NIS 0.01 per share, of Stratasys ("Stratasys ordinary shares") not already owned by Nano, which, together with the Stratasys ordinary shares already owned by Nano, represent no more than 51% (and at least 46%) of the issued and outstanding Stratasys ordinary shares upon consummation of the tender offer, for \$20.05 per share in cash, less any required withholding taxes and without interest, upon the terms and conditions set forth in the Offer to Purchase dated May 25, 2023 and the Supplement to Offer to Purchase dated June 27, 2023 and in the related Amended Letter of Transmittal and the related Amended Notice of Objection contained in the Tender Offer Statement on Schedule TO filed by Nano with the SEC on June 27, 2023. Except as specifically noted herein, the information set forth in the Statement remains unchanged.

Item 4. The Solicitation or Recommendation; Item 7. Purposes of the Transaction and Plans or Proposals

Item 4 of the Statement and Item 7 of the Statement are hereby amended and supplemented as follows:

On June 27, 2023, Nano issued a press release announcing that it has (a) increased the Offer Consideration from \$18.00 to \$25.00 per ordinary share in cash, less any required withholding taxes and without interest, (b) reduced the percentage of outstanding Stratasys ordinary shares being sought in the Offer to between 31.9% and 36.9% and (c) extended the Expiration Date to 5:00 p.m. New York Time on July 24, 2023, unless further extended or earlier terminated. According to the press release, as of 11:59 p.m., New York Time, on June 26, 2023, 4,874,887 Stratasys ordinary shares had been validly tendered and not properly withdrawn pursuant to the Offer, and approximately 899,973 Stratasys ordinary shares had been tendered pursuant to Notices of Guaranteed Delivery (together constituting approximately 8% of outstanding Stratasys ordinary shares). Later that day, Nano filed an amendment to the Schedule TO with the SEC to reflect the foregoing, which contained the Supplement to Offer to Purchase, dated June 27, 2023, the Amended Letter of Transmittal and the Amended Notice of Objection.

Later on June 27, 2023, Stratasys issued a press release noting that the Stratasys Board will review the revised Offer and intends to advise Stratasys shareholders of its position regarding the revised Offer within 10 business days.

Also on June 27, 2023, Stratasys received an updated unsolicited non-binding proposal from 3D Systems, proposing to acquire Stratasys for \$7.50 in cash and 1.3223 newly issued shares of common stock of 3D Systems per Stratasys ordinary share (the "June 27 3D Proposal"), as compared to the non-binding proposal received from 3D Systems on May 30, 2023 to acquire Stratasys for \$7.50 in cash and 1.2507 newly issued shares of common stock of 3D Systems per Stratasys ordinary share, which the Stratasys Board had unanimously determined did not constitute, and would not reasonably be expected to result in, a "Superior Proposal" pursuant to the terms of the Desktop Metal Merger Agreement and did not provide a basis upon which to enter into discussions with 3D Systems, as previously disclosed in a press release issued by Stratasys on June 20, 2023.

Also later on June 27, 2023, Stratasys issued a press release confirming its receipt of the June 27 3D Proposal and noting that the Stratasys Board will review the proposal in consultation with its independent financial and legal advisors and in accordance with its duties under applicable law and its obligations under the Desktop Metal Merger Agreement.

Item 9. Exhibits

Item 9 of the Statement is hereby amended and supplemented by adding the following exhibit:

Exhibit Number	Exhibit Description	Incorporated by Reference to Filings Indicated				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
(a)(21)	Social Media Posts					X

SIGNATURE


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


Dated: June 28, 2023

STRATASYS LTD.

By: /s/ Yoav Zeif
Name: Yoav Zeif
Title: Chief Executive Officer

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Deliver a Notice of Objection against Nano's inadequate offer. No action could lead to Nano acquiring a controlling interest in Stratasys!

Stratasys generates nearly **15x more revenue** and more than **22x gross profit** than Nano

2022 REVENUE (\$M)	2022 GROSS PROFIT (\$M) ¹
651	312
44	14
\$ stratasys 	\$ stratasys 




See here for important additional information: www.nextgenerationam.com/nanoo objection

¹ Nano's offer is the acquisition of 100% of the common stock, which also encompasses Nano's common stock ownership. Nano's revenue and gross profit are based on Nano's 2022 financial statements. Financial statements are available on Nano's website.

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**Protect Your Investment:
Reject Nano's Offer**

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Nano Dimension's tender offer undervalues Stratasys and is NOT in the interests of Stratasys' shareholders. See why [...See more](#)

6/7 sell-side analysts rate Stratasys as a **BUY**

BROKER	RATING	BROKER	RATING
M&P 06/23/23	BUY	GOOD & BEAUTIFUL 05/19/23	Hold
CRAIG & JOHNSON 06/23/23	BUY	CREMETEC 05/17/23	BUY
Morgan Stanley 05/23/23	BUY	Cantor Fitch 05/25/23	BUY
SCENERIO 06/13/23	BUY		

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Act Now: Reject Nano Dimension's Offer

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Stratasys shareholders have a significant value creation opportunity through the pending combination with Desktop Metal – ...See more



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DO NOT Tender Shares
into Nano's Offer

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 **Stratasys** @Stratasys

We urge shareholders to deliver a Notice of Objection against Nano Dimension's partial tender offer, which is NOT in the best interests of the Company and our shareholders. Taking no action could lead to Nano acquiring a controlling interest in Stratasys (\$SSYS)!



Stratasys generates nearly **15x more revenue** and more than **22x gross profit** than Nano

2022 REVENUE (\$M)	2022 GROSS PROFIT (\$M)
651	312
44	14

Source: Company financial statements
www.nextgenerationart.com

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Protect Your Investment. Deliver a Notice of Objection

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Stratasys @Stratasys

Nano Dimension's partial tender offer substantially undervalues Stratasys (\$SSYS) and is NOT in the best interests of Stratasys and its shareholders. Analysts are bullish on Stratasys - Deliver a Notice of Objection against Nano's inadequate offer today.

6/7 Wall Street sell-side analysts rate Stratasys as a **BUY**

Company	Rating	Company	Rating
Loop Street ANALYST	BUY	Loop Capital ANALYST	HOLD
Craig-Hallum ANALYST	BUY	Oppenheimer ANALYST	BUY
Needham ANALYST	BUY	Credit Suisse ANALYST	BUY
Everdang ANALYST	BUY		

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Act Now: Reject Nano's Inadequate Offer



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Stratasy's @Stratasy's

Stratasy's (\$SSYS) shareholders have a significant value creation opportunity through the pending combination with Desktop Metal – but Nano Dimension would destroy our growth strategy. Shareholders are urged NOT to tender shares into Nano's partial tender offer.



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DO NOT Tender Shares into Nano
Dimension's Inadequate Offer



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Nano Dimension's partial tender offer substantially undervalues Stratasy's and is NOT in the best interests of Stratasy's and our shareholders. See why analysts are bullish on Stratasy's.

6/7 Wall Street sell-side analysts rate Stratasy's as a **BUY**

BROKER	RATING	BROKER	RATING
Lake Street 05/25/23	BUY	Loop Capital 05/19/23	Hold
Craig-Hallum 05/25/23	BUY	Oppenheimer 05/17/23	BUY
Needham 05/25/23	BUY	Credit Suisse 05/25/23	BUY
Berenberg 05/23/23	BUY		

See here for important additional information: www.nextgenerationem.com/nanobjection

Reject Nano Dimension's Inadequate Offer
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We urge you to deliver a Notice of Objection against Nano Dimension's inadequate offer. Taking no action could lead to Nano acquiring a controlling interest in Stratasys!

Stratasys generates nearly
15x more revenue and more than
22x gross profit than Nano

2022 REVENUE (\$M)



2022 GROSS PROFIT (\$M)



See here for important additional information:
www.nextgenerationam.com/nanoobjection

Please refer to the appendix of the Investor Deck, which can be accessed here: <https://nextgen.am/nextgenam> for more information on this Notice of Objection. This notice includes a number of images that are trademarks of Stratasys.

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Stratasys shareholders have a significant value creation opportunity through the pending combination with Desktop Metal - but Nano Dimension would destroy our growth strategy. Protect your investment and DO NOT tender shares into Nano's unsolicited, inadequate and coercive partial tender offer.



STRATASYS SHAREHOLDERS: DO NOT Tender Shares into Nano Dimension's Inadequate Offer

See here for important additional information:
www.nextgenerationam.com

Stratasys Shareholders: DO NOT Tender Shares into Nano Dimension's Inadequate Offer

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Deliver Your Objection Today

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Nano's partial tender offer substantially undervalues Stratasys. Contact your broker and instruct them to deliver a Notice of Objection on your behalf.

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Value | Do Not Tender Your Shares

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Nano Dimension's offer undervalues Stratasys and poses significant risks to shareholders. We urge shareholders NOT to tender their shares into Nano's coercive partial tender offer.
