



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

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**SCHEDULE TO**



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

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



**NANO DIMENSION LTD.**

(Name of Filing Person (Offeror))

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**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)

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*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:







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This Amendment No. 9 (this “Amendment No. 9”) 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 (the “SEC”) on May 25, 2023, as subsequently amended. The Schedule TO relates to the offer (the “offer”) by Nano to purchase up to 25,266,458 of the 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 51% of the outstanding Stratasys Shares upon consummation of the offer, with a minimum condition of owning at least 46% of the outstanding Stratasys Shares upon consummation of the offer, but in any event no less than 5% of the outstanding Stratasys Shares are tendered in the offer, at the price of \$20.05 per Stratasys Share, to the seller in cash, less any required withholding taxes and without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated May 25, 2023 (the “Original Offer to Purchase”), as further amended and supplemented by the Supplement to Offer to Purchase, dated June 27, 2023 (the “Supplement” and, together with the Original Offer to Purchase, the “Offer to Purchase”), and in the related Amended Letter of Transmittal, dated June 27, 2023.

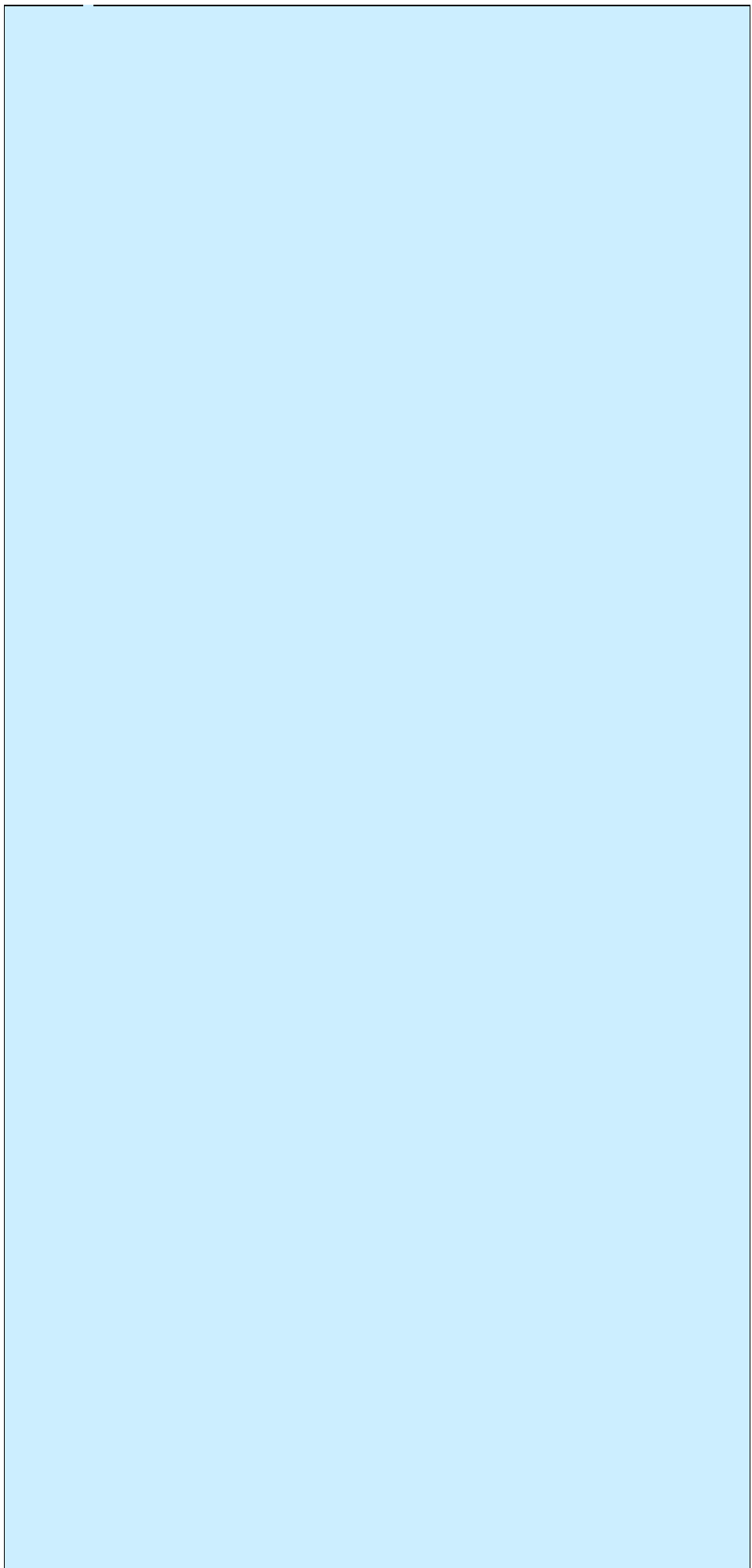
Except as otherwise set forth in this Amendment No. 9, the information set forth in the Schedule TO remains unchanged and is incorporated herein by reference in response to all of the items of the Schedule TO and is amended and supplemented by the information specifically provided herein. Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule TO. You should read this Amendment No. 9 together with the Schedule TO and the Offer to Purchase.

**ITEM 12. EXHIBITS.**

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

NO.

DESCRIPTION





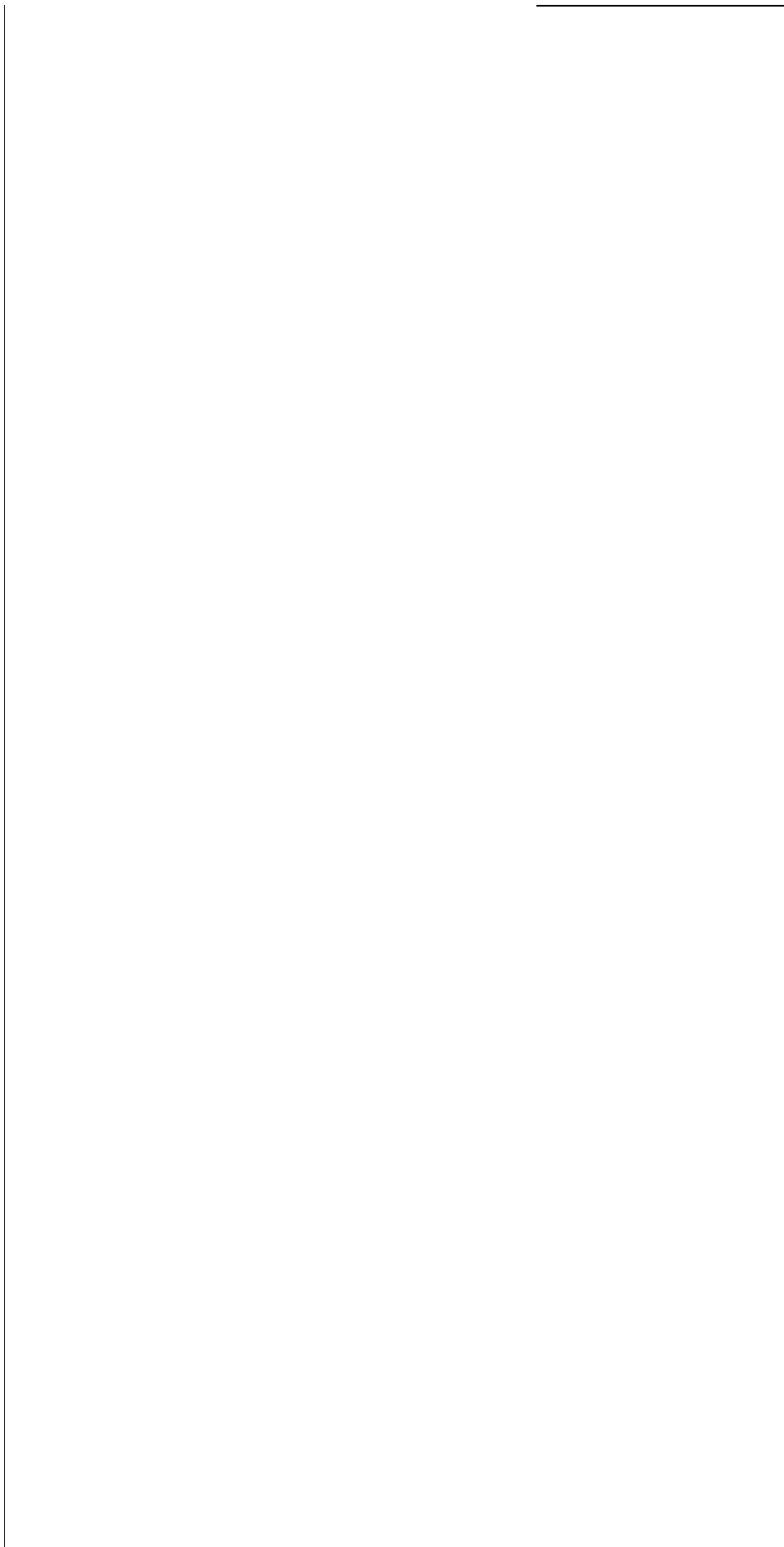


**SIGNATURE**

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: July 5, 2023

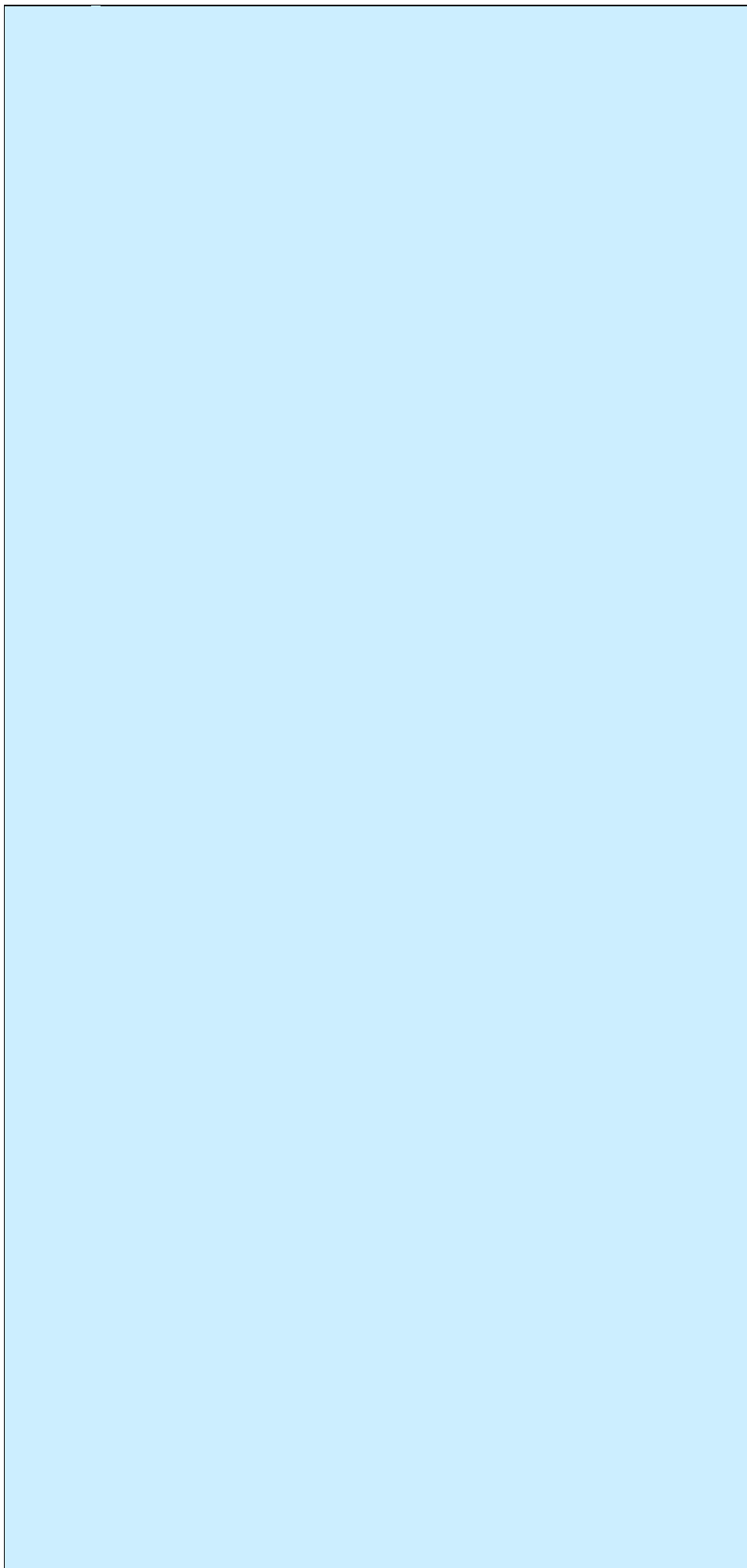




**EXHIBIT INDEX**

NO.

DESCRIPTION









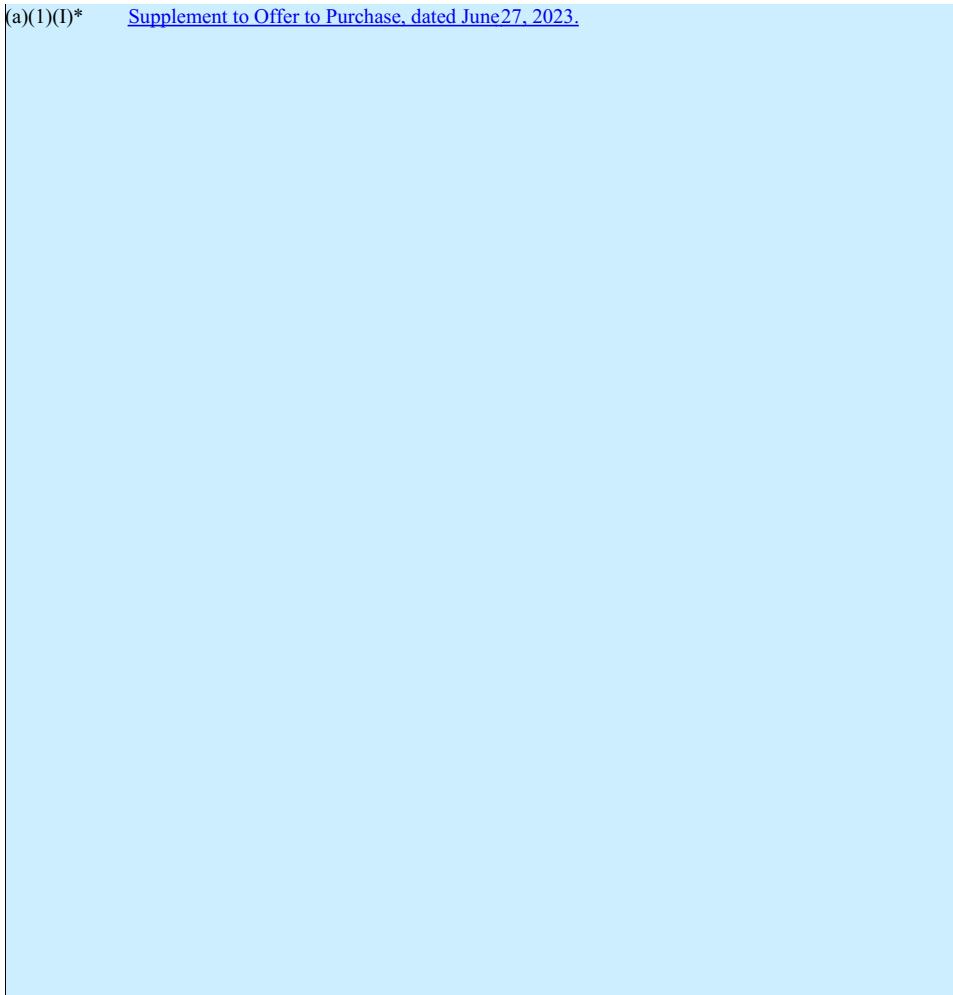
(a)(1)(E)\* [Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.](#)



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

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

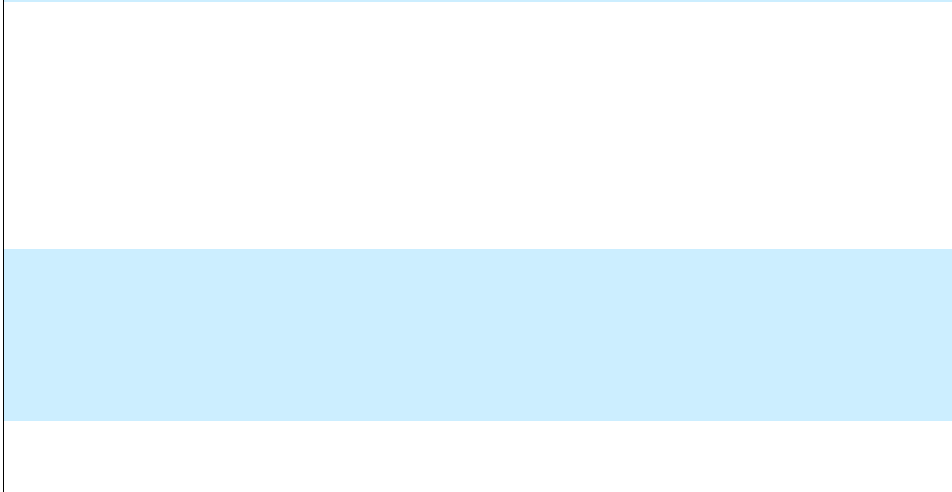






(a)(1)(M)\*

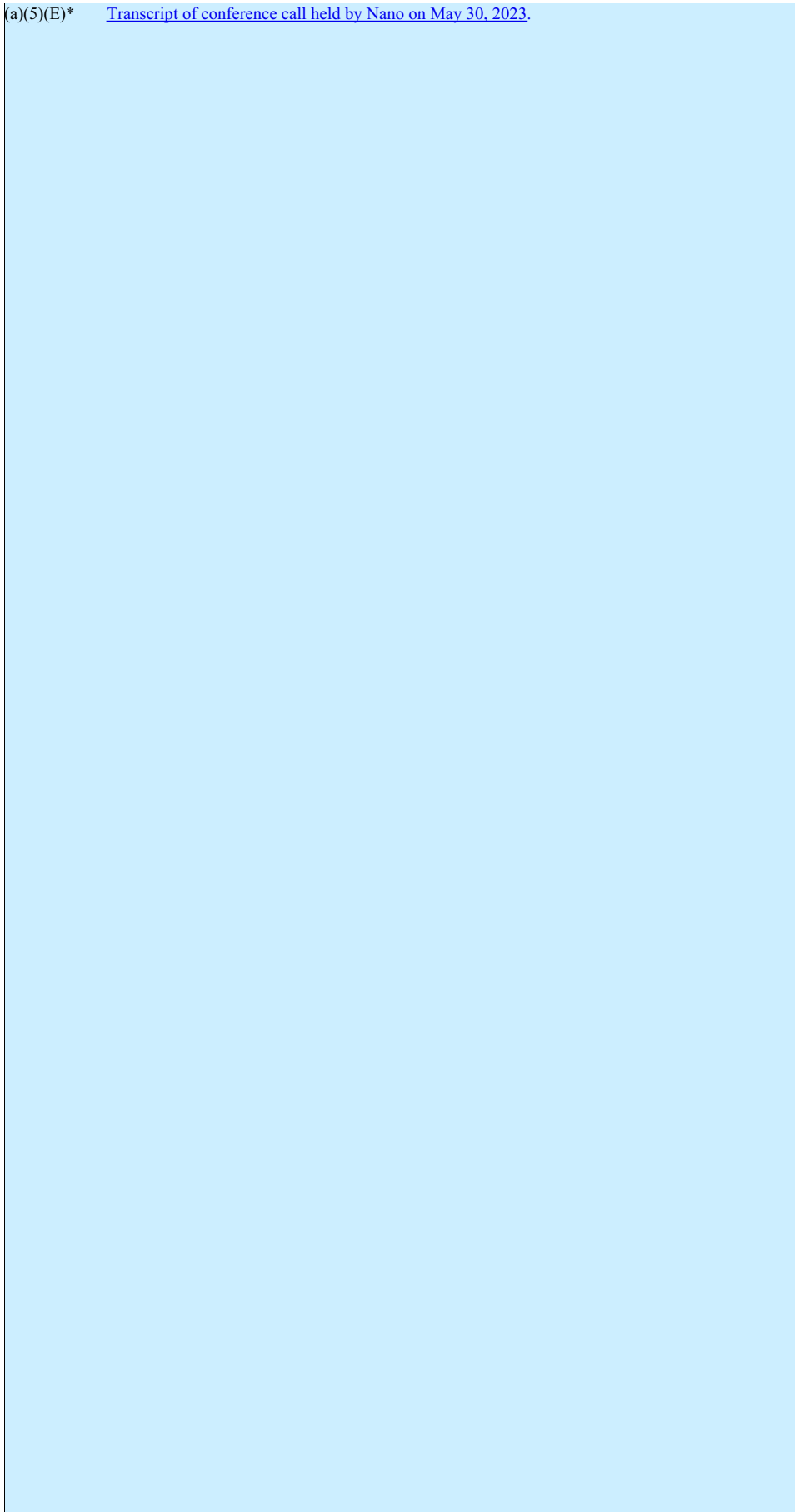
[Amended Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.](#)







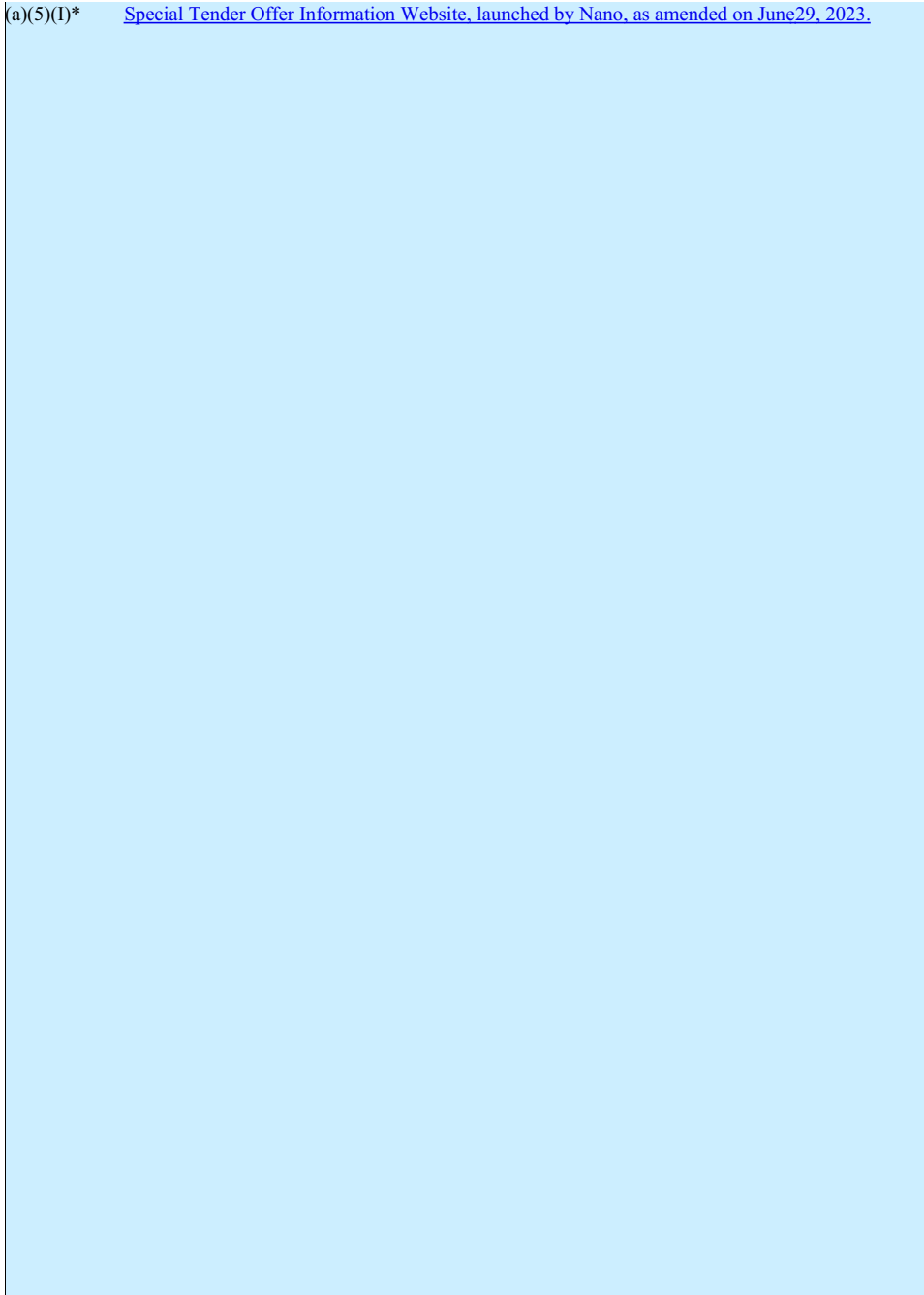






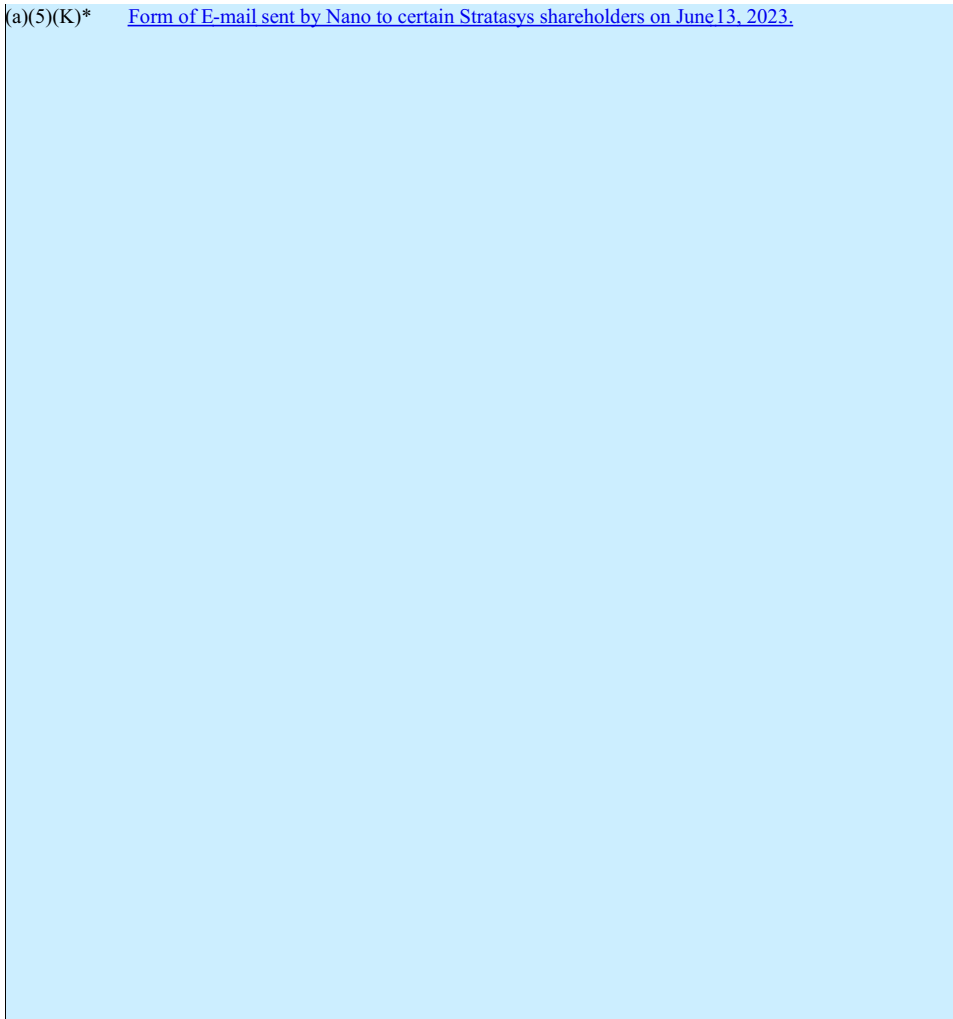


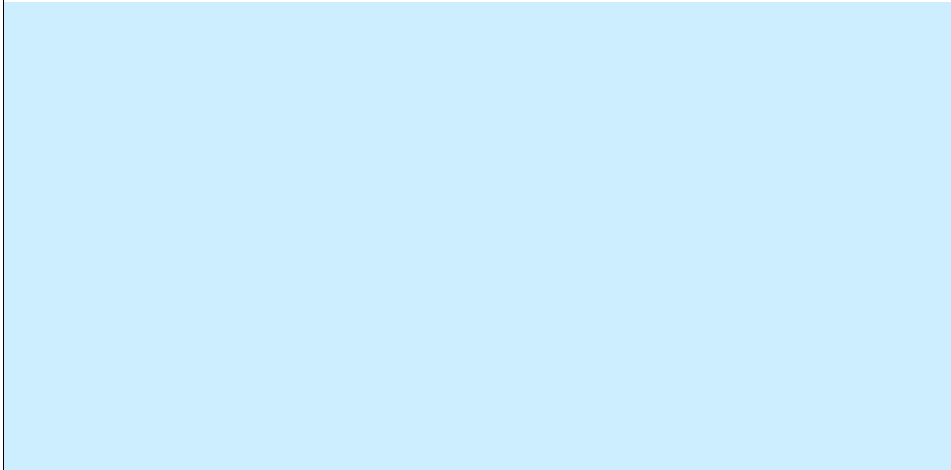




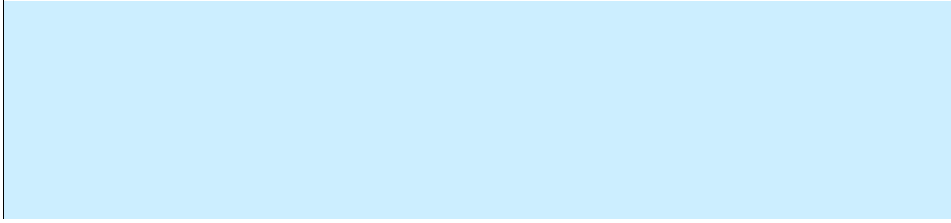
(a)(5)(J)\*

[Press Release issued by Nano on June 13, 2023.](#)













(a)(5)(T)\*

[Special Tender Offer Information Website, launched by Nano, as amended on June 27, 2023.](#)

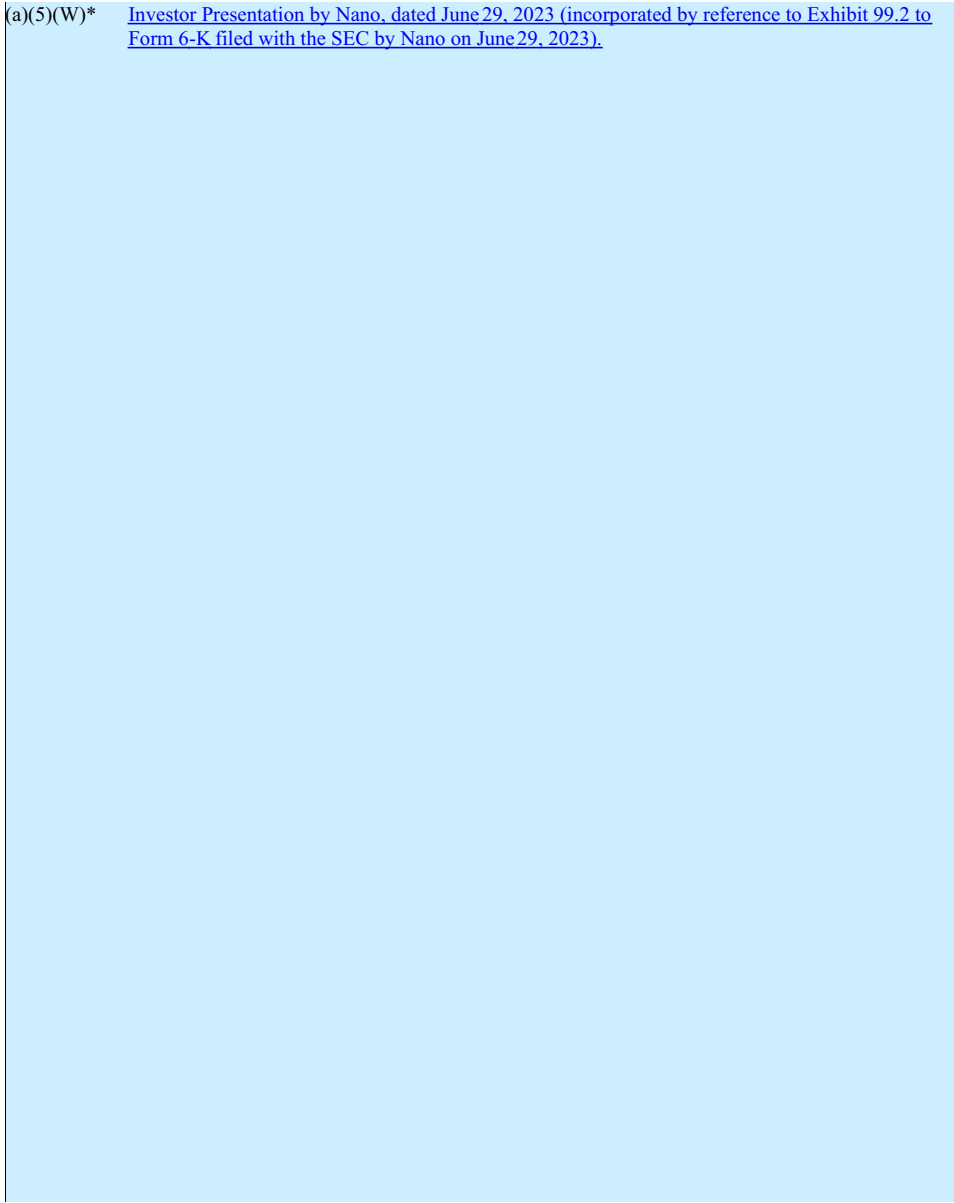


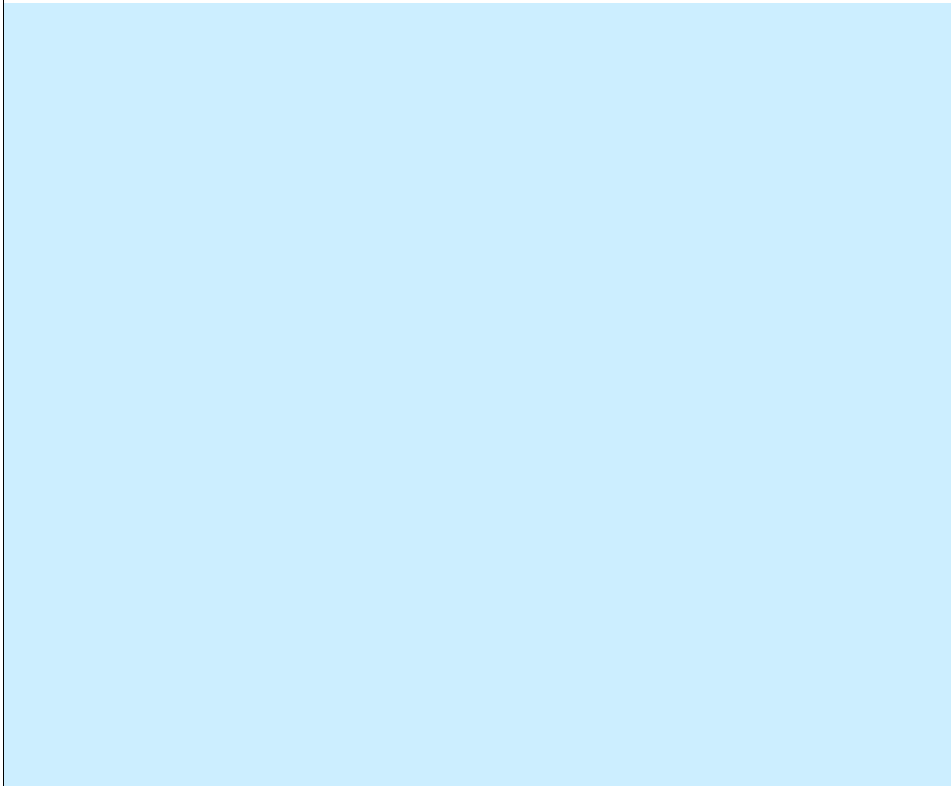
(a)(5)(V)\*

[Press Release issued by Nano, on June 29, 2023 \(incorporated by reference to Exhibit 99.1 to Form 6-K filed with the SEC by Nano on June 29, 2023\).](#)

(a)(5)(W)\*

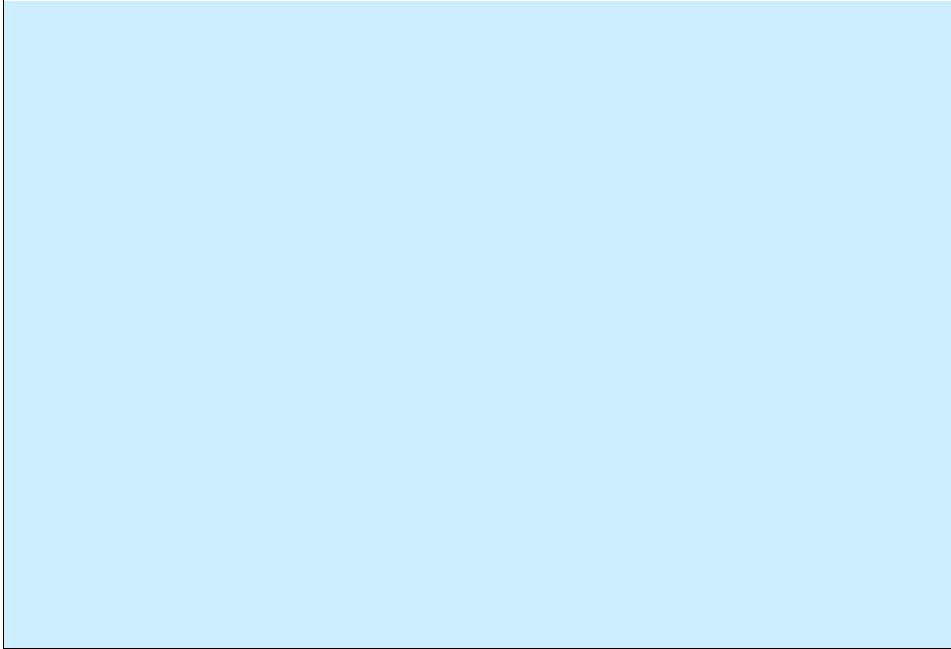
[Investor Presentation by Nano, dated June 29, 2023 \(incorporated by reference to Exhibit 99.2 to Form 6-K filed with the SEC by Nano on June 29, 2023\).](#)







(b) – (h) Not applicable.



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\* Previously filed.

\*\* Filed herewith.

\*\*\* To be filed by amendment.











The following excerpt from Nano Dimension Ltd.'s Chairman and Chief Executive Officer, Mr. Yoav Stern, was published on [3dprintingindustry.com](http://3dprintingindustry.com) in response to an analyst report entitled "Merger Mania Part II – The Good, The Bad, and The Ugly".

“The success in the Tender of Nano to buy 51% of Stratasys is not dependent on,” on upcoming Israeli court decisions regarding the legality...of Nano shareholder vote to remove several board and management team members.”

There is an Israeli Court (which is handling that issue of “vote legality”) decision, publicly published, from April 16th, 2023, section 110 ( attached) that states clearly that “Nano Dimension is allowed to run its business in the ordinary course including M&A transactions and specifically including completing the Stratasys Transaction”

“The analyst urges Nano to realize that institutional investors do not support their attempt to acquire Stratasys.” This is totally inaccurate. We spoke with at least 25 different institutional and other shareholders of Stratasys, and most of them were ready to support our tender – subject to a price adjustment up – to be higher than \$18.

“Past attempts seen as not serious due to the large spread between the offered and trading price of Stratasys’ stock”. This again is totally inaccurate because when we tendered the first time at \$18 at end of May 2023, the share was traded at less than \$14 and it went up following our tender. Since then, we have increased it to \$20.05

“A merger between Stratasys and Nano is not expected to yield the same scale efficiencies as potential mergers with Desktop Metal or 3D Systems would.” And in other places, Jensen is quoted as claiming the Nano is only an SMT company with no success of its AME business.

**Important Information About the Special Tender Offer**

This communication is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell any ordinary shares of Stratasy Ltd. ("Stratasy") 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 letter of transmittal and related documents, has been filed on May 25, 2023, as subsequently amended and supplemented, including by the Supplement to Offer to Purchase filed on June 27, 2023, by Nano Dimension with the SEC. Stratasy filed a solicitation/recommendation statement on Schedule 14D-9 with the SEC on May 31, 2023, as subsequently amended.



**INVESTORS AND SECURITY HOLDERS ARE URGED TO CAREFULLY READ BOTH THE TENDER OFFER MATERIALS (INCLUDING AN OFFER TO PURCHASE, A 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 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, as subsequently amended and supplemented, at the website maintained by the SEC at [www.sec.gov](http://www.sec.gov) or by directing such requests to the information agent for the tender offer, which is named in the tender offer statement. In addition, Stratasy's 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 from commercial document-retrieval services and at the SEC's website at [www.sec.gov](http://www.sec.gov). Copies of the documents filed with the SEC by Stratasy's may be obtained at no charge on the investor relations page of Stratasy's website at [www.stratasy.com](http://www.stratasy.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](http://www.nano-di.com).

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