
**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 July 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**

(Addresses of principal executive offices)

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

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 ☐

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Position Statement of Shareholder

Attached as Exhibit 99.1 to this Report of Foreign Private Issuer on Form 6-K is a position statement received by Stratasys Ltd. (**Stratasys**) from Nano Dimension Ltd. (“**Nano**”), a shareholder of Stratasys, on June 13, 2023.

Legal Disclaimer

The contents of the position statement attached as Exhibit 99.1 are not in any way endorsed or agreed to by Stratasys, and the Nano position statement is being furnished in the form delivered to Stratasys by Nano. The Nano position statement should not be relied upon by any shareholder of Stratasys in making an investment or voting decision.

Additional Information Concerning Stratasys Annual General Meeting and Where to Find It

On July 4, 2023, Stratasys issued a press release serving as notice of its upcoming 2023 annual general meeting of shareholders (the “**Meeting**”), which is scheduled to be held on August 8, 2023 at 3:00 p.m. Israel time/ 8:00 a.m. Eastern time, at Meitar Law Offices, 16 Abba Hillel Road, 10th floor, Ramat Gan 5250608, Israel. The record date for shareholders entitled to vote at the Meeting was Wednesday, July 5, 2023. That press release is also available on the Stratasys website at www.stratasys.com.

In connection with the Meeting, Stratasys will send to its shareholders a proxy statement describing in detail the proposals to be addressed at the Meeting and the background to the proposals, and providing additional logistical information related to the Meeting, the procedure for voting by proxy, and various other information related to the Meeting, along with a proxy card or voting instruction form enabling Stratasys’ shareholders to indicate their vote on each matter or instruct their brokers or other nominees how to vote on each matter (as applicable). Stratasys will also furnish copies of the proxy statement and a related proxy card to the Securities and Exchange Commission (the “**SEC**”) in a Report of Foreign Private Issuer on Form 6-K, which may be obtained for free from the SEC’s website at www.sec.gov or Stratasys’ website at www.stratasys.com, or by directing such request to the Company’s Chief Communications Officer and VP, Investor Relations, Yonah Lloyd, at Yonah.Lloyd@stratasys.com. Investors should read the proxy statement carefully before making any voting decisions.

Participants in the Solicitation

Stratasys and certain of its directors and executive officers may be deemed to be participants in the solicitation of proxies in respect of the Meeting. Information about the directors and executive officers of Stratasys, including a description of their direct or indirect interests, by security holdings or otherwise, is set forth in Stratasys’ Annual Report on Form 20-F for the fiscal year ended December 31, 2022, which was filed with the SEC on March 3, 2023. You may obtain free copies of these documents from Stratasys using the sources indicated above.

No Offer or Solicitation

This communication is not intended to and shall not constitute an offer to buy or sell or the solicitation of an offer to buy or sell any securities, or a solicitation of any vote or approval, 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. No offering of securities shall be made, except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended.

Important Additional Information Concerning the Proposed Merger with Desktop Metal

In connection with the proposed merger transaction between Stratasys and Desktop Metal, Inc. ("**Desktop Metal**"), Stratasys filed with the SEC a registration statement on Form F-4 that includes a joint proxy statement of Stratasys and Desktop Metal and that also constitutes a prospectus of Stratasys. Each of Stratasys and Desktop Metal may also file other relevant documents with the SEC regarding the proposed transaction. This document is not a substitute for the joint proxy statement/prospectus or registration statement or any other document that Stratasys or Desktop Metal may file with the SEC. The registration statement has not yet become effective. After the registration statement is effective, the definitive joint proxy statement/prospectus will be mailed to shareholders of Stratasys and Desktop Metal. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE REGISTRATION STATEMENT, THE JOINT PROXY STATEMENT/PROSPECTUS AND ANY OTHER RELEVANT DOCUMENTS THAT MAY BE FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THESE DOCUMENTS, CAREFULLY AND IN THEIR ENTIRETY IF AND WHEN THEY BECOME AVAILABLE BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. Investors and security holders will be able to obtain free copies of the registration statement and definitive joint proxy statement/prospectus and other documents containing important information about Stratasys, Desktop Metal and the proposed transaction, once such documents are filed with the SEC through the website maintained by the SEC at <http://www.sec.gov>. Copies of the documents filed with, or furnished, to the SEC by Stratasys will be available free of charge on Stratasys' website at <https://investors.stratasys.com/sec-filings>. Copies of the documents filed with the SEC by Desktop Metal will be available free of charge on Desktop Metal's website at <https://ir.desktopmetal.com/sec-filings/all-sec-filings>.

Exhibit Index

Exhibit No.	Description
99.1	Position Statement submitted by Nano Dimension Ltd. to Stratasys on June 13, 2023.

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: July 10, 2023

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



POSITION STATEMENT

June 13, 2023

Stratasys Ltd.
2 Holtzman Street,
Science Park, P.O. Box 2496
Rehovot 76124, Israel
Attention: The Board of Directors (the "Board")

Re: Position Statement – Extraordinary General Meeting of Stratasys Ltd.

Dear Sir/Madam,

On the date hereof, Nano Dimension Ltd. ("Nano" or "we") sent a letter (the "Letter") to you demanding that, as required by the Israeli Companies Law, 5759-1999 (the "Companies Law") Stratasys Ltd. (the "Company" or "Stratasys") call an Extraordinary General Meeting of its shareholders (the "Meeting"). We respectfully submit this position statement in connection with the items to be included on the agenda for the Meeting as stipulated in the Letter.

Based on the solicitation / recommendation statement submitted by the Company to the U.S. Securities and Exchange Commission (the "SEC") on May 30, 2023, Nano holds approximately 14.1% of the voting rights of the Company as of May 24, 2023, as reflected in the Letter, and, acting in the best interest of the Company and its shareholders, seeks to cause the Company to convene the Meeting to allow the shareholders of the Company to vote upon resolutions designed, *inter-alia*, to improve the Company's corporate governance by way of dismissing seven (7) of the current Company's directors from office and accordingly appointing seven (7) new directors proposed by Nano to replace them. We believe this action is required in order to protect shareholders' interests, particularly due to the following key reasons:

☐ **Existing Stratasys board of directors (the "Stratasys Board") is not fulfilling its fiduciary duties and duty of care.** This is demonstrated by various matters, such as:

o **Stratasys Board announced an illegal 'poison pill'.** On July 25, 2022, the Stratasys Board announced that it adopted a rights plan (the "Rights Plan"), according to which, upon a person / entity becoming an "Acquiring Person" (as defined in the Rights Plan) or otherwise merely initiating a tender offer which may result in the latter becoming an Acquiring Person, remaining shareholders (i.e., all other shareholders other than the Acquiring Person) would be entitled to exercise a right to purchase, at a de minimis price, one ordinary share of Stratasys per each Stratasys ordinary share held by them. Companies Law does not permit the adoption of such a Rights Plan by the board of directors, since any shareholder rights must be determined under the Company's Articles of Association. Stratasys's shareholders were not asked to approve an update to the Stratasys Articles of Association that do not contain such a provision. Rather, it specifically states that the rights attached to the shares are as prescribed therein. Nevertheless, the Stratasys Board approved the Rights Plan without securing shareholder approval and without amending its Articles of Association. Regardless, even had the Stratasys Board received the requisite shareholder approval, the Rights Plan constitutes unfair treatment between shares of the same class and *ipso-facto* should be void.

o ***Stratasys Board outright refused to negotiate Nano's offers presented to them by Nano to purchase Stratasys shares***

-On March 6, 2023, Nano delivered a letter to the Stratasys Board, proposing a non-binding indicative offer, which outlined the principal terms and conditions under which we would enter into a business combination with Stratasys. Pursuant to this indicative offer, Nano sought to acquire the remaining outstanding shares that Nano did not own and intended to offer to all shareholders of Stratasys at a price per share of \$18.00 to be paid in cash, an offer that reflected a **36% premium** to the unaffected closing stock price as of March 1, 2023, and a **31% premium** to the 60-day volume-weighted average price (VWAP) through March 1, 2023.

-On March 22, 2023, Stratasys issued a press release announcing its review, and the Stratasys Board's unanimous rejection, of our proposal based on its view that the proposal "substantially undervalues the Company in light of its standalone prospects and is not in the best interest of Stratasys and its shareholders" **without any reasonable explanation or examination**.

-On March 29, 2023, Nano issued a press release describing the submission of our revised offer to acquire Stratasys for \$19.55 per share in cash. On April 3, 2023, Nano sent a letter to the Stratasys Board, wherein Nano proposed an indicative, non-binding offer for an all-cash acquisition of the remaining shares of Stratasys not currently owned by Nano for a price of \$20.05 per share.

-On April 13, 2023, Stratasys issued a press release announcing its review, and the Stratasys Board's unanimous rejection, of Nano's proposal to acquire Stratasys for \$20.05 per share in cash, stating that Nano's proposed acquisition was not in the best interest of Stratasys and its shareholders. Again, **without any real and authentic explanation and without any effort to negotiate the offered price**

-On June 25, 2023, Nano launched an all cash special tender offer, not subject to any financing condition, to purchase between 38.8% and 40.8% of Stratasys's issued and outstanding ordinary shares, at a price per share of US\$18.00, reflecting a premium of 26% over the unaffected Stratasys closing price as of March 3, 2023 and a 39% premium to the 60-day VWAP as of March 3, 2023 (the "Tender Offer").

o ***Stratasys Board acted in bad faith by entering into a merger agreement that contradicts the court decision requiring a mediation process with Nano*** Following a court hearing held on May 15, 2023, where Stratasys itself agreed to a mediation process with a mutually agreed mediator, on May 25, 2023, Stratasys Board entered into an agreement and plan of merger with Desktop Metal, Inc. ("DM"), and Tetris Sub, Inc. (the "Merger" and "Merger Agreement", respectively). The Merger Agreement presents a significantly lower value to Stratasys and its shareholders for various reasons, including substantial dilution to existing shareholders of Stratasys (approximately **40%** dilution of ownership), the mere election to pay the merger consideration in Stratasys shares (despite claims by Stratasys that its shares are undervalued), DM is a cash burning SPAC remnant, which destroyed over US\$ 3.8 billion of shareholder value¹, and with no feasible plan of synergy.

Albeit, and despite Nano's superior cash only offer, the Merger Agreement includes provisions in which the Stratasys Board unlawfully agreed to actively discourage any competing transactions, by various ways, such as de-facto agreeing to not provide a positive opinion over a competing transaction being superior to the Merger, refraining from facilitating, arranging or encouraging, or otherwise conducting any communication regarding any such proposal without the approval of DM, and only if Stratasys provides DM with all confidential information pertaining to such negotiation. This provision unequivocally prevents Stratasys from continuing any communications with Nano (including any ongoing mediation process) regarding the tender offer, in full contradiction to the court's decision and although Stratasys Board was well aware, at the time of entering into the Merger Agreement, that a mediation process is already underway.

In essence, the Stratasys Board agreed to mediation and immediately thereafter, bluntly ignoring its fiduciary duties, has contractually bound itself from doing so and from fulfilling its fiduciary duties by committing to not support any offer other than the Merger.

¹ Decrease in equity value since the de-SPAC transaction in 12/10/2020.

o *The Stratasys Board acted in bad faith by intentionally tying its hands from considering transactions more beneficial to the Company and its Shareholders, which seems to only reflect the desire for self-preservation.* The Stratasys Board's rejection of the Tender Offer within the context of the various circumstances referred to herein raises serious concerns about its motives and integrity and rather appears to prioritize self-interest and self-preservation of the Stratasys Board over the best interest of Stratasys and its shareholders. To illustrate this further, in addition to the foregoing obligations the Stratasys Board has assumed under the Merger Agreement, in order for the Stratasys Board to revise, revoke (or even adversely change) its supporting opinion concerning the Merger, even if it believes a competing offer to be a superior one, and even after permitting DM to improve its offer accordingly, Stratasys will be required to pay a substantial 'break up fee' of US \$32,000,000 in certain circumstances of the Merger Agreement is terminated by Stratasys or DM. This omission undermines the Board's credibility and raises doubts about their commitment to acting in the best interests of shareholders and their fiduciary duties. It is evident that the Board's published statement is an attempt to undermine Nano's offer without offering valid reasons. This lack of transparency and disregard for shareholder interests raise concerns about the Board's adherence to fair dealing and their fiduciary duties.

In addition, the Stratasys Board also seeks to fortify its position vis-à-vis its shareholders. This is demonstrated by the Stratasys Board solicitation to amend the Stratasys Articles of Association with provisions impairing the ability of shareholders to dismiss the Stratasys Board's Chairperson, adopt certain resolutions with the consent of at least 2/3 of the directors then in office, preventing the Company's shareholders from dismissing and appointing directors at a Special General Meeting, etc. Given the foregoing, and in light of the dubious behavior of the Stratasys Board in rejecting a more favorable offer, the members of the Stratasys Board sole desire is to maintain their positions on the Stratasys Board.

1. Our Position on Proposal 1 - to dismiss certain Stratasys's directors from office and to appoint new directors in each of their place, and to approve their compensation

We recommend that the Stratasys shareholders adopt the following resolutions:

"RESOLVED, to dismiss Mr. Dov Ofer from the Board effective immediately and to appoint Mr. Zivi Nedivi in his place to serve until the next general annual meeting of shareholders, and to approve his compensation as set forth in the Proxy Statement."

"RESOLVED, to dismiss Mr. John J. McEleney from the Board effective immediately and to appoint Mr. Ze'ev Holtzman in his place to serve until the next general annual meeting of shareholders, and to approve his compensation as set forth in the Proxy Statement."

"RESOLVED, to dismiss Ms. Ziva Patir from the Board effective immediately and to appoint Mr. Hanan Gino in her place to serve until the next general annual meeting of shareholders, and to approve Mr. Gino compensation as set forth in the Proxy Statement."

"RESOLVED, to dismiss Mr. David Reis from the Board effective immediately and to appoint Mr. Tomer Pinchas in his place to serve until the next general annual meeting of shareholders, and to approve his compensation as set forth in the Proxy Statement."

"RESOLVED, to dismiss Mr. Yair Seroussi from the Board effective immediately and to appoint Mr. Nick Geddes in his place to serve until the next general annual meeting of shareholders, and to approve his compensation as set forth in the Proxy Statement."

"RESOLVED, to dismiss Ms. Adina Shorr from the Board effective immediately and to appoint Ms. Yael Sandler in her place to serve until the next general annual meeting of shareholders, and to approve her compensation as set forth in the Proxy Statement."

"RESOLVED, to dismiss Mr. Michael Schoellhorn from the Board effective immediately and to appoint Mr. Yoav Stern in his place to serve until the next general annual meeting of shareholders, and to approve his compensation as set forth in the Proxy Statement."

"RESOLVED, any and all new directors appointed by the Board (if any) following June 13, 2023 and until the conclusion of the Meeting be, and they hereby are, removed from the Board, effective immediately."

2. Our Position on Proposal 2 - to approve the entry into indemnification and exculpation agreements and provide liability insurance coverage to the director nominees in the form acceptable in the Company and granted to current Board members of the Company.

we recommend that the Stratasys shareholders to adopt the following resolution:

“RESOLVED, to approve the entry into granting indemnification and exculpation agreements and provide liability insurance coverage to the director nominees as currently provided to the current directors of the Company.”

We believe that our proposals set forth in the enclosed Letter will help effect a long-overdue change to the Stratasys Board, and importantly, help to align the Stratasys Board with shareholders’ interests to maximize value.

This Position Statement should not be construed to prejudice any of our claims, rights, arguments, demands, grounds and/or remedies under any contract, the Articles of Association and/or law.