
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. 12)

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. 12 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 \$24.00 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, the Supplement to Offer to Purchase dated June 27, 2023, and the Second Supplement to Offer to Purchase, dated July 10, 2023, and in the related Second Amended Letter of Transmittal and the related Second Amended Notice of Objection contained in the Tender Offer Statement on Schedule TO filed by Nano with the SEC on July 10, 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 July 10, 2023, Nano issued a press release announcing that it has increased the Offer Consideration from \$20.05 to \$24.00 per ordinary share in cash, less any required withholding taxes and without interest. Later that day, Nano filed an amendment to the Schedule TO with the SEC to reflect the foregoing, which contained the Second Supplement to Offer to Purchase, dated July 10, 2023, the Second Amended Letter of Transmittal and the Second Amended Notice of Objection.

Later on July 10, 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.

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: July 11, 2023

STRATASYS LTD.

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