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 Stratasys, Inc. 7665 Commerce Way Eden Prairie, Minnesota 55344 1 Holtzman Street, Science Park P.O. Box 2496 Rehovot, Israel 76124

(Addresses of principal executive offices)

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 \boxtimes Form 40-F \square

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Supplement to Proposal 1 in Proxy Statement for 2023 Annual General Meeting of Shareholders

On July 4, 2023, Stratasys Ltd. ("Stratasys" or the "Company") published notice of its 2023 annual general meeting of shareholders (the "Meeting"), which is scheduled to take place at 3:00 p.m. Israel time/ 8:00 a.m. Eastern time on Tuesday, August 8, 2023, at Meitar Law Offices, 16 Abba Hillel Road, 10th floor, Ramat Gan 5250608, Israel. Shareholders of record at the close of business on Wednesday, July 5, 2023 are entitled to vote at the Meeting.

The Company's notice and proxy statement for the Meeting (the 'Proxy Statement') were annexed as <u>Exhibit 99.1</u> to the Company's Report of Foreign Private Issuer on Form 6-K (a "Form 6-K"), furnished to the Securities and Exchange Commission (the 'SEC") on July 12, 2023. The form of WHITE proxy card (the 'Original Proxy Card") initially distributed by Stratasys to its shareholders of record as of the record date for the Meeting, whereby those shareholders may cast their votes on the proposals to be presented at the Meeting, was annexed as <u>Exhibit 99.2</u> to that Form 6-K.

As described in the Proxy Statement, pursuant to Proposal 1 at the Meeting, the Company's shareholders will be requested to elect or re-elect (as applicable) nominees to Stratasys' board of directors (the "Board"), to serve as directors for the period from the Meeting until Stratasys' 2024 annual general meeting of shareholders, and until the due election and qualification of their respective successors, or until their earlier resignation, replacement or removal.

The vote on Proposal 1 was initially structured in the Original Proxy Card (and as described in the Proxy Statement) as a vote "FOR" either: (a) the "Stratasys Slate", comprised of eight individuals nominated by the current Board, each of whom currently serves on the Board (Mr. S. Scott Crump; Mr. John J. McEleney; Mr. Dov Ofer; Ms. Ziva Patir; Mr. David Reis; Mr. Michael Schoellhorn; Mr. Yair Seroussi; and Ms. Adina Shorr), or (b) the "Nano Slate", comprised of seven individuals nominated by Nano Dimension Ltd. ("Nano"), one of Stratasys' shareholders (Mr. Yoav Stern (Nano's Chief Executive Officer); Mr. Nick Geddes (Nano's Chief Technology Officer); Mr. Hanan Gino (Nano's Chief Product Officer and Head of Strategic M&A); Mr. Zeev Holtzman (a former Stratasys director); Mr. Zivi Nedivi (Nano's President); Mr. Tomer Pinchas (Nano's Chief Operating Officer); and Ms. Yael Sandler (Nano's Chief Financial Officer)).

As a result of discussions between Stratasys and Nano, in the context of ongoing litigation between them that is taking place in an Israeli district court, Stratasys has decided (although not required under the regulations to the Israeli Companies Law, 5759-1999), as a show of goodwill, to accept Nano's request that the voting on Proposal 1 be conducted in an alternative fashion, on a nominee-by-nominee basis, in place of the previous slate versus slate format. Consequently, Stratasys has modified the Proxy Card to follow the form of WHITE proxy card attached as Exhibit 99.1 to this Form 6-K (the "Revised Proxy Card"). The Revised Proxy Card will be sent to Stratasys' shareholders of record as of the July 5, 2023 record date for the Meeting, and a corresponding voting instruction form will be sent to Stratasys' beneficial shareholders holding their Stratasys ordinary shares in "street name" as of July 5, 2023.

The Revised Proxy Card will replace the Original Proxy Card (or original voting instruction form, for shareholders holding in "street name"). However, if you vote or provide voting instructions to your broker, bank or other nominee with respect to Proposal 1 by using the Original Proxy Card, there is nothing further that you need to do in order to have your Stratasys ordinary shares voted on Proposal 1 at the Meeting, as your vote "FOR" a particular slate of nominees will be applied in the tabulation of votes as votes "FOR" each of the individual nominees who comprised that slate, and as a vote "AGAINST" all other individual nominees. If you have not yet voted or provided voting instructions and do not wish to use the Original Proxy Card or related voting instruction form, you may do so with respect to Proposal 1 by following the instructions contained in the Supplement to the Proxy Statement that is attached as Exhibit 99.2 to this Form 6-K and by using the Revised Proxy Card and/or voting instruction form being sent to you currently. If you have already voted or provided voting instructions concerning Proposal 1 and you wish to alter your vote or voting instructions (either in favor or against any individual nominees) in light of the revised voting format reflected in the Revised Proxy Card, please follow the instructions for doing so described in the Supplement and the Proxy Statement.

Prior to the publication of notice of the Meeting, the Stratasys Board, pursuant to its authority under Stratasys' articles of association, set the size of the Board as eight (8) directors if the Stratasys Slate was to be elected, or seven (7) directors if the Nano Slate was to be elected. As a result of its agreement to follow the format of voting on nominees on an individual basis under Proposal 1, the Board resolved that the size of the Board would be set at eight (8) directors regardless of which nominees will be elected. Consequently, under the Revised Proxy Card, shareholders are asked to vote "FOR", on an individual basis, eight (8) of the total fifteen (15) nominees (which 15 nominees comprised, in the aggregate, the Stratasys Slate and Nano Slate under the Original Proxy Card) and "AGAINST" the remaining seven (7) of the 15 nominees. The eight nominees receiving more "FOR" votes than "AGAINST" votes (disregarding abstentions), then only the eight nominees receiving the highest number of "FOR" votes will be deemed elected to the Board.

The Board unanimously recommends that shareholders vote "FOR" each of the eight nominees who appears in the Revised Proxy Card under the heading "Stratasys Nominees" and "AGAINST" each of the seven nominees who appears in the Revised Proxy Card under the heading "Nano Nominees".

A supplement to the Proxy Statement explaining the foregoing change in voting format on Proposal 1, which will be sent to Stratasys' shareholders together with the Revised Proxy Card (or a corresponding voting instruction form for shareholders holding their shares in "street name"), is attached to this Form 6-K as Exhibit 99.2.

The vote on Proposal 2 remains unchanged relative to its original format as reflected in the Original Proxy Card.

Exhibits

| Exhibit | Description |
|---------|--|
| 99.1 | Revised Proxy Card for Stratasys' 2023 Annual General Meeting of Shareholders |
| 99.2 | Supplement, dated July 21, 2023, to Proxy Statement, dated July 12, 2023, for Stratasys' 2023 Annual General Meeting of Shareholders |

Incorporation by Reference

The contents of this Form 6-K (including Exhibits 99.1 and 99.2) are hereby incorporated by reference into the Company's Registration Statements on Form S-8 (File No's. 333-190963, 333-236880, 333-253694, 333-262951, 333-262952 and 333-270249) filed by the Company with the Securities and Exchange Commission (the 'SEC") on September 3, 2013, March 4, 2020, March 1, 2021, February 24, 2022, February 24, 2022 and March 3, 2023, respectively, and Form F-3, SEC file numbers 333-251938 and 333-253780, filed by the Company with the SEC on January 7, 2021 and March 2, 2021, respectively, as amended, and shall be a part thereof from the date on which this Form 6-K is furnished, to the extent not superseded by documents or reports subsequently filed or furnished.

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.

Date: July 21, 2023 By: /s/ Eitan Zamir

Name: Eitan Zamir Title: Chief Financial Officer

WHITE PROXY CARD

STRATASYS LTD. YOUR VOTE IS IMPORTANT

Please take a moment now to vote your ordinary shares of Stratasys LTD. for the upcoming Annual General Meeting of Shareholders.

YOU CAN VOTE TODAY IN ONE OF TWO WAYS:

| 1. | Vote by Internet – Please access www.cesvote.com and follow the simple instructions provided. | You will be required |
|----|---|----------------------|
| | to provide the unique control number printed below. | |

| Control Number | _ |
|------------------|---|
| Control Number → | |

OR

2. Vote by Mail - If you do not have access to the Internet, please sign, date and return the proxy card in the envelope provided.

You may vote by Internet 24 hours a day, 7 days a week. Your Internet vote authorizes the named proxies to vote your shares in the same manner as if you had signed and mailed a proxy card.

THANK YOU FOR VOTING.

▼ TO VOTE BY MAIL, PLEASE DETACH HERE ▼

WHITE PROXY CARD

The Board of Directors unanimously recommends a vote:

"FOR" each of the eight Stratasys Nominees, and "AGAINST" each of the Nano Nominees on Proposal 1 and "FOR" the re-appointment of Kesselman & Kesselman on Proposal 2.

Proposals

Re-election or initial election (as applicable) to Stratasys' board of directors (the "Board"), to serve as director for the period from the Meeting until Stratasys' 2024
annual general meeting of shareholders, and until the due election and qualification of his or her successor, or until his or her earlier resignation, replacement or
removal, of EIGHT (8) of the following nominees:

| | | FOR / | AGAINST | ABSTAIN | |
|---------------|------------------|----------|----------|--------------|--------------|
| Stratasys No. | minees: | | | | |
| (01) S. Sco | tt Crump | | | | |
| (02) John J | . McEleney | | | | |
| (03) Dov O | fer | | | | |
| (04) Ziva P | atir | | | | |
| (05) David | Reis | | | | |
| (06) Michael | el Schoellhorn | | | | |
| (07) Yair Se | eroussi | | | | |
| (08) Adina | Shorr | | | | |
| Nano Nomine | es: | | | | |
| (09) Yoav S | Stern | | | | |
| (10) Nick G | eddes | | | | |
| (11) Hanan | Gino | | | | |
| (12) Zeev H | Holtzman | | | | |
| (13) Zivi Ne | edivi | | | | |
| (14) Tomer | Pinchas | | | | |
| (15) Yael S | andler | | | | |
| Reappointmen | t of Kesselman 8 | Kesselma | n, a mem | ber of Price | ewaterhouseC |
| | | | | | |

Reappointment of Kesselman & Kesselman, a member of PricewaterhouseCoopers International Limited, as Stratasys' independent auditors for the year ending December 31, 2023 and additional period until the next annual meeting, and authorization of the Board to fix their remuneration.

| ш | FOR | ☐ AGAINST | ABSTAIL |
|---|-----|-----------|---------|
| | | | |

IMPORTANT INSTRUCTION FOR PROPOSAL 1: PLEASE CHECK THE BOX "FOR" ONLY EIGHT (8) OUT OF THE FIFTEEN (15) TOTAL NOMINEES ON PROPOSAL 1. PLEASE CHECK THE BOX "AGAINST" THE REMAINING NOMINEES WHOM YOU DO NOT WISH TO ELECT. THE EIGHT NOMINEES FOR WHOM THE STRATASYS BOARD RECOMMENDS YOU VOTE "FOR" APPEAR UNDER THE HEADING "STRATASYS NOMINEES." THE SEVEN NOMINEES OF NANO (WHOM THE BOARD RECOMMENDS YOU VOTE "AGAINST") APPEAR UNDER THE HEADING "NANO NOMINEES."

The eight nominees receiving more "FOR" votes than "AGAINST" votes (disregarding abstentions) will be elected. If more than eight nominees receive more "FOR" votes than "AGAINST" votes (disregarding abstentions), then only the eight nominees receiving the highest number of votes "FOR" them will be deemed elected. Abstentions will have no impact on whether any particular nominee is elected.

☐ Please check this box if you plan to attend this meeting.

NOTE: The undersigned furthermore appoints the proxies named on the reverse side to vote on its behalf upon such other matters as may properly come before the 2023 Annual General Meeting of Shareholders of Stratasys (the "Annual Meeting") or any adjournments thereof. The undersigned signatory hereby revokes any other proxy to vote at such Annual Meeting, and hereby ratifies and confirms all that said attorneys and proxies, and each of them, may lawfully do by virtue hereof. With respect to matters not known at the time of the solicitation hereby, said proxies are authorized to vote in accordance with their best judgment. The undersigned signatory acknowledges that the notice of the Annual Meeting was published via press release on July 4, 2023, in accordance with the Company's articles of association, as amended.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

| | <u></u> | <u> </u> | |
|-----------|---------|--------------------------|------|
| Signature | Date | Signature (Joint Owners) | Date |



STRATASYS LTD.

2023 Annual General Meeting of Shareholders 3:00 p.m. Israel Time/ 8:00 a.m. Eastern Time August 8, 2023

> Meitar Law Offices 16 Abba Hillel Road, 10th Floor Ramat Gan 5250608, Israel

To obtain directions to the location of the 2023 Annual General Meeting of Shareholders, you can contact Investor Relations at:

Stratasys Ltd. c/o Stratasys, Inc. 7665 Commerce Way Eden Prairie, Minnesota 55344

Attn: Yonah Lloyd – Chief Communications Officer and Vice President- Investor Relations Email: Yonah.Lloyd@stratasys.com

If you have any questions, or need assistance voting your shares, please contact Stratasys' proxy solicitor:

M O R R O W S O D A L I

509 Madison Avenue
New York, New York 10022
Shareholders Call Toll Free: (800) 662-5200
or at +1 (203) 658-9400 (Outside of North America)
Email: SSYS@info.morrowsodali.com

c/o Stratasys, Inc. 7665 Commerce Way Eden Prairie, MN 55344-2020



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

WHITE PROXY

This proxy is solicited on behalf of the Board of Directors Annual Meeting of Shareholders

August 8, 2023, 3:00 p.m. Israel time / 8:00 a.m. Eastern time

The undersigned, a holder of ordinary shares of Stratasys Ltd., an Israeli company ("Stratasys" or the "Company"), hereby appoints Vered Ben Jacob, Eitan Zamir and J. David Chertok, and each of them, the proxy of the undersigned, with full power of substitution, to attend, represent and vote for the undersigned, all of the shares of the Company that the undersigned holds of record as of July 5, 2023, at the 2023 Annual General Meeting of Shareholders of the Company (the "Annual Meeting") to be held at 3:00 p.m., Israel time / 8:00 a.m., Eastern time, on August 8, 2023 and any adjournments thereof, as indicated on the reverse side.

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN ACCORDANCE WITH THE INSTRUCTIONS ON THE OTHER SIDE HEREOF. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED "FOR" EACH OF THE EIGHT "STRATASYS NOMINEES" AND "AGAINST" EACH OF THE SEVEN "NANO NOMINEES" LISTED IN PROPOSAL 1; "FOR" THE RE-APPOINTMENT OF KESSELMAN & KESSELMAN ON PROPOSAL 2; AND AS SAID PROXIES SHALL DEEM ADVISABLE ON SUCH OTHER BUSINESS AS MAY COME BEFORE THE MEETING, AS DESCRIBED IN THE COMPANY'S PROXY STATEMENT WITH RESPECT TO THE ANNUAL MEETING.

THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS OF STRATASYS.

PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY PROMPTLY USING THE ENCLOSED ENVELOPE.

If you have any question concerning how to complete or submit this proxy, please contact Yonah Lloyd, the Company's Vice President of Investor Relations, at Yonah.Lloyd@stratasys.com.

(Continued and to be marked, dated and signed on the other side)



STRATASYS LTD.

7665 Commerce Way Eden Prairie, Minnesota 55344-2020 Tel: (952) 937-3000 1 Holtzman Street Science Park, P.O. Box 2496 Rehovot 76124, Israel Tel.: +972-74-745-4300

SUPPLEMENT TO THE PROXY STATEMENT FOR 2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON AUGUST 8, 2023

July 21, 2023

This Supplement (this "Supplement") to the Proxy Statement for the Stratasys Ltd. ('Stratasys' or the "Company") 2023 Annual General Meeting of Shareholders (the "Proxy Statement"), which is scheduled to take place at 3:00 p.m. Israel time/ 8:00 a.m. Eastern time on Tuesday, August 8, 2023, at Meitar Law Offices, 16 Abba Hillel Road, 10th floor, Ramat Gan 5250608, Israel (the "Meeting") is being distributed to all shareholders of record and underlying beneficial shareholders of Stratasys as of the July 5, 2023 record date for the Meeting.

This Supplement is being sent together with a revised proxy card or voting instruction form whereby shareholders (record shareholders or shareholders holding in "street name") may vote or provide voting instructions with respect to the two proposals being presented at the Meeting.

Revised Voting Format for Proposal 1

Background

As described in the Proxy Statement, pursuant to Proposal 1 at the Meeting, the Company's shareholders will be requested to elect or re-elect (as applicable) nominees to Stratasys' board of directors (the "Board"), to serve as directors for the period from the Meeting until Stratasys' 2024 annual general meeting of shareholders, and until the due election and qualification of their respective successors, or until their earlier resignation, replacement or removal.

The vote on Proposal 1 was initially structured in the original proxy card for the Meeting, sent to shareholders together with the Proxy Statement (the **Original Proxy Card**") (and as described in the Proxy Statement) as a vote "FOR" either: (a) the "Stratasys Slate", comprised of eight individuals nominated by the current Board, each of whom currently serves on the Board (Mr. S. Scott Crump; Mr. John J. McEleney; Mr. Dov Ofer; Ms. Ziva Patir; Mr. David Reis; Mr. Michael Schoellhorn; Mr. Yair Seroussi; and Ms. Adina Shorr), or (b) the "Nano Slate", comprised of seven individuals nominated by Nano Dimension Ltd. ("Nano"), one of Stratasys' shareholders (Mr. Yoav Stern (Nano's Chief Executive Officer); Mr. Nick Geddes (Nano's Chief Technology Officer); Mr. Hanan Gino (Nano's Chief Product Officer and Head of Strategic M&A); Mr. Zeev Holtzman (a former Stratasys director); Mr. Zivi Nedivi (Nano's President); Mr. Tomer Pinchas (Nano's Chief Operating Officer); and Ms. Yael Sandler (Nano's Chief Financial Officer)).

As a result of discussions between Stratasys and Nano, in the context of ongoing litigation between them that is taking place in an Israeli district court, Stratasys has decided (although not required under the regulations to the Israeli Companies Law, 5759-1999), as a show of goodwill, to accept Nano's request that the voting on Proposal 1 be conducted in an alternative fashion, on a nominee-by-nominee basis, in place of the previous slate versus slate format. Consequently, Stratasys has modified the Proxy Card to instead follow the form of WHITE proxy card that is being sent to Stratasys' shareholders together with this Supplement (the "Revised Proxy Card"). The record date for the Meeting will remain the same (July 5, 2023) despite the change to the revised voting format under the Revised Proxy Card. A corresponding revised voting instruction form is being sent, together with this Supplement, to Stratasys' beneficial shareholders holding their Stratasys ordinary shares in "street name" as of the July 5, 2023 record date for the Meeting.

Prior to the publication of notice of the Meeting, the Stratasys Board, pursuant to its authority under Stratasys' articles of association, set the size of the Board as eight (8) directors if the Stratasys Slate was to be elected, or seven (7) directors if the Nano Slate was to be elected. As a result of its agreement to follow the format of voting on nominees on an individual basis under Proposal 1, the Board resolved that the size of the Board would be set at eight (8) directors regardless of which nominees will be elected. Consequently, under the Revised Proxy Card, shareholders are asked to vote "FOR", on an individual basis, eight (8) of the total fifteen (15) nominees (which 15 nominees comprised, in the aggregate, the Stratasys Slate and Nano Slate under the Original Proxy Card) and "AGAINST" the remaining seven (7) of the 15 nominees. The eight nominees receiving more "FOR" votes than "AGAINST" votes (disregarding abstentions) will be elected. If more than eight nominees receive more "FOR" votes than "AGAINST" votes (disregarding abstentions), then only the eight nominees receiving the highest number of "FOR" votes will be deemed elected to the Board.

The Board unanimously recommends that shareholders vote "FOR" each of the eight nominees who appears in the Revised Proxy Card under the heading "Stratasys Nominees" and "AGAINST" each of the seven nominees who appears in the Revised Proxy Card under the heading "Nano Nominees".

Instructions for Voting on Proposal 1, as Revised

The Revised Proxy Card replaces the Original Proxy Card (or original voting instruction form, for shareholders holding in "street name"). However, if you vote or provide voting instructions to your broker, bank or other nominee with respect to Proposal 1 by using the Original Proxy Card (or by voting online), there is nothing further that you need to do in order to have your Stratasys ordinary shares voted on Proposal 1 at the Meeting, as your vote "FOR" a particular slate of nominees will be applied in the tabulation of votes as votes "FOR" each of the individual nominees who comprised that slate, and as a vote "AGAINST" all other individual nominees. If you have not yet voted or provided voting instructions and do not wish to use the Original Proxy Card or related voting instruction form, you may do so with respect to Proposal 1 by completing, executing and submitting the Revised Proxy Card and/or voting instruction form being sent to you currently, or by voting online. If you have already voted or provided voting instructions concerning Proposal 1 and you wish to alter your vote or voting instructions (either in favor or against any individual nominees) in light of the revised voting format reflected in the Revised Proxy Card, please follow the instructions of doing so described in the Proxy Statement.

More specifically, if you are a shareholder of record and have submitted a proxy card, you may revoke your proxy at any time before it is voted on Proposal 1 by sending a written and dated notice of revocation or by submitting a signed proxy bearing a later date, in either case, to Stratasys Ltd., c/o Chief Communications Officer and Vice President, Investor Relations at Yonah.Lloyd@stratasys.com). We must receive any such revocation of proxy at least four hours prior to the Meeting for it to be effective. As an alternative, you may alter your vote by attending the Meeting and voting in person. Attendance at the Meeting will not cause your previously granted proxy to be revoked, unless you vote again.

If your ordinary shares are held in street name or by a broker, trustee or nominee, you may change your vote by following the instructions provided to you by your broker, trustee or nominee. If you have obtained a legal proxy from your broker, trustee or nominee giving you the right to vote your shares, you can change your vote by attending the Meeting and voting in person.

The vote on Proposal 2 remains unchanged relative to its original format as reflected in the Original Proxy Card.