



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

SCHEDULE TO

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

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

NANO DIMENSION LTD.

(Name of Filing Person (Offeror))

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)

With copies to:

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1633 Broadway
New York, NY 10019
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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:





This Amendment No. 19 (this “Amendment No. 19”) 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 and supplemented. 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 \$25.00 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 “First Supplement to Offer to Purchase”), as further amended and supplemented by the Second Supplement to Offer to Purchase, dated July 10, 2023 (the “Second Supplement to Offer to Purchase”), as further amended and supplemented by the Third Supplement to Offer to Purchase, dated July 18, 2023 (the “Third Supplement to Offer to Purchase” and, together with the Original Offer to Purchase, the First Supplement to Offer to Purchase and the Second Supplement to Offer to Purchase, the “Offer to Purchase”), and in the related Third Amended Letter of Transmittal, dated July 18, 2023 (the “Third Amended Letter of Transmittal”).

This Amendment No. 19 is being filed to announce the expiration of the offer and to amend and supplement Items 1 through 9 and Item 11 of the Schedule TO as provided below. The full text of the press release issued by Nano announcing the results of the offer is filed as Exhibit (a)(5)(NN) and is incorporated herein by reference.

Except as otherwise set forth in this Amendment No. 19, 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. 19 together with the Schedule TO and the Offer to Purchase.

ITEMS 1 THROUGH 9 AND ITEM 11.

The Offer to Purchase and Items 1 through 9 and Item 11 of the Schedule TO, to the extent such Items incorporate by reference the information contained in the Offer to Purchase, are hereby amended and supplemented by adding the following paragraph thereto:

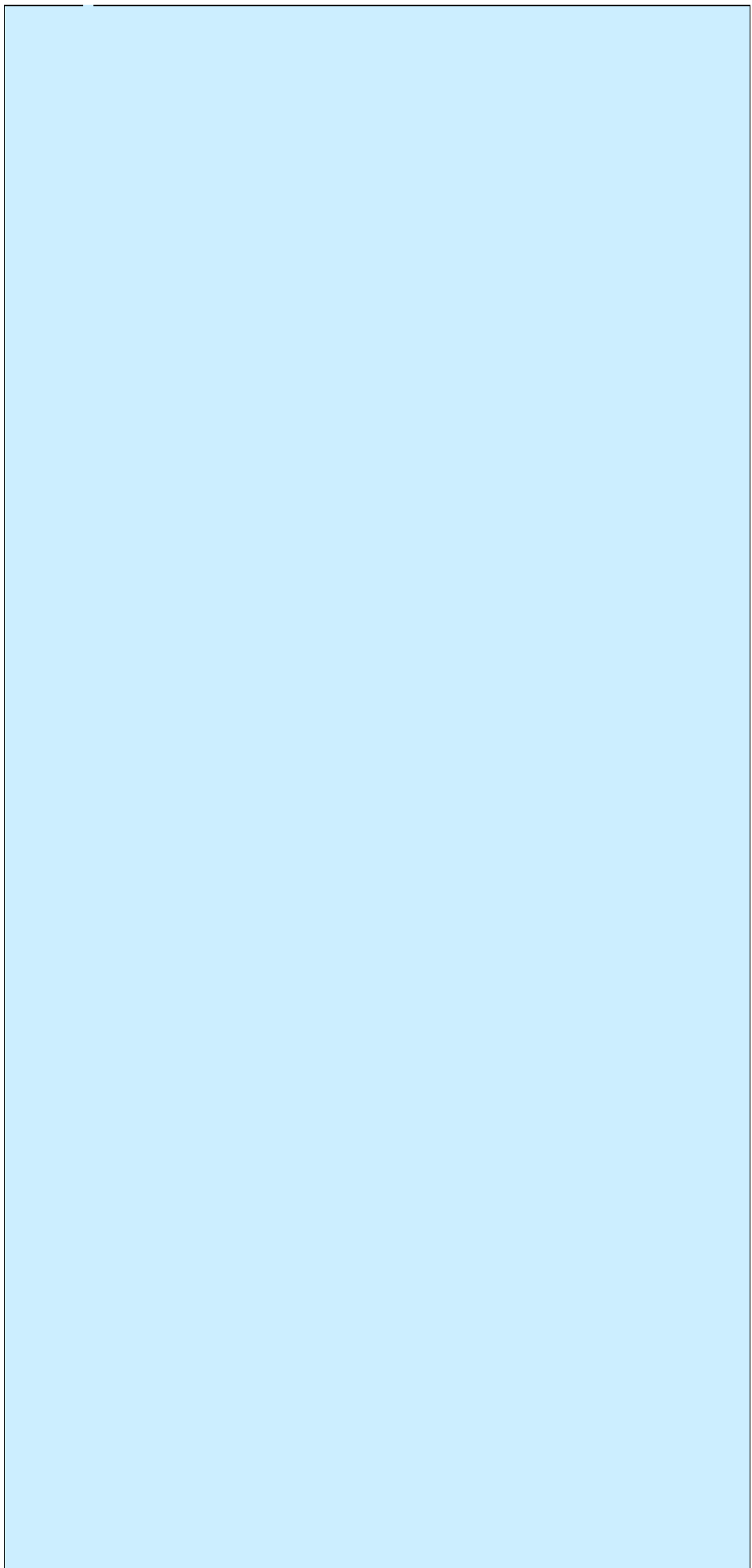
“The offer expired as scheduled at 11:59 p.m., New York time, on July 31, 2023 and was not further extended. The Depositary has advised Nano that, as of 11:59 p.m., New York time, on July 31, 2023, 3,408,322 Stratasys Shares had been validly tendered and not properly withdrawn pursuant to the offer and 445,533 Stratasys Shares had been tendered pursuant to Notices of Guaranteed Delivery, representing approximately 5.6% of the outstanding Stratasys Shares. The number of Stratasys Shares validly tendered and not properly withdrawn prior to the Expiration Date did not satisfy the Minimum Condition. Further, the Stratasys Board did not terminate the Rights Plan nor redeem the Rights issued and outstanding under the Rights Plan, or otherwise render it inapplicable to the offer. Accordingly, the Minimum Condition and the Rights Plan Condition were not satisfied nor waived at the close of the Offer Period and the offer expired with no shares being accepted. On the same day, we issued a press release announcing the foregoing. We have instructed the Depositary to promptly return all Stratasys Shares validly tendered and not properly withdrawn to the tendering shareholders, without any action required on the part of the tendering shareholders.”

ITEM 12. EXHIBITS.

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

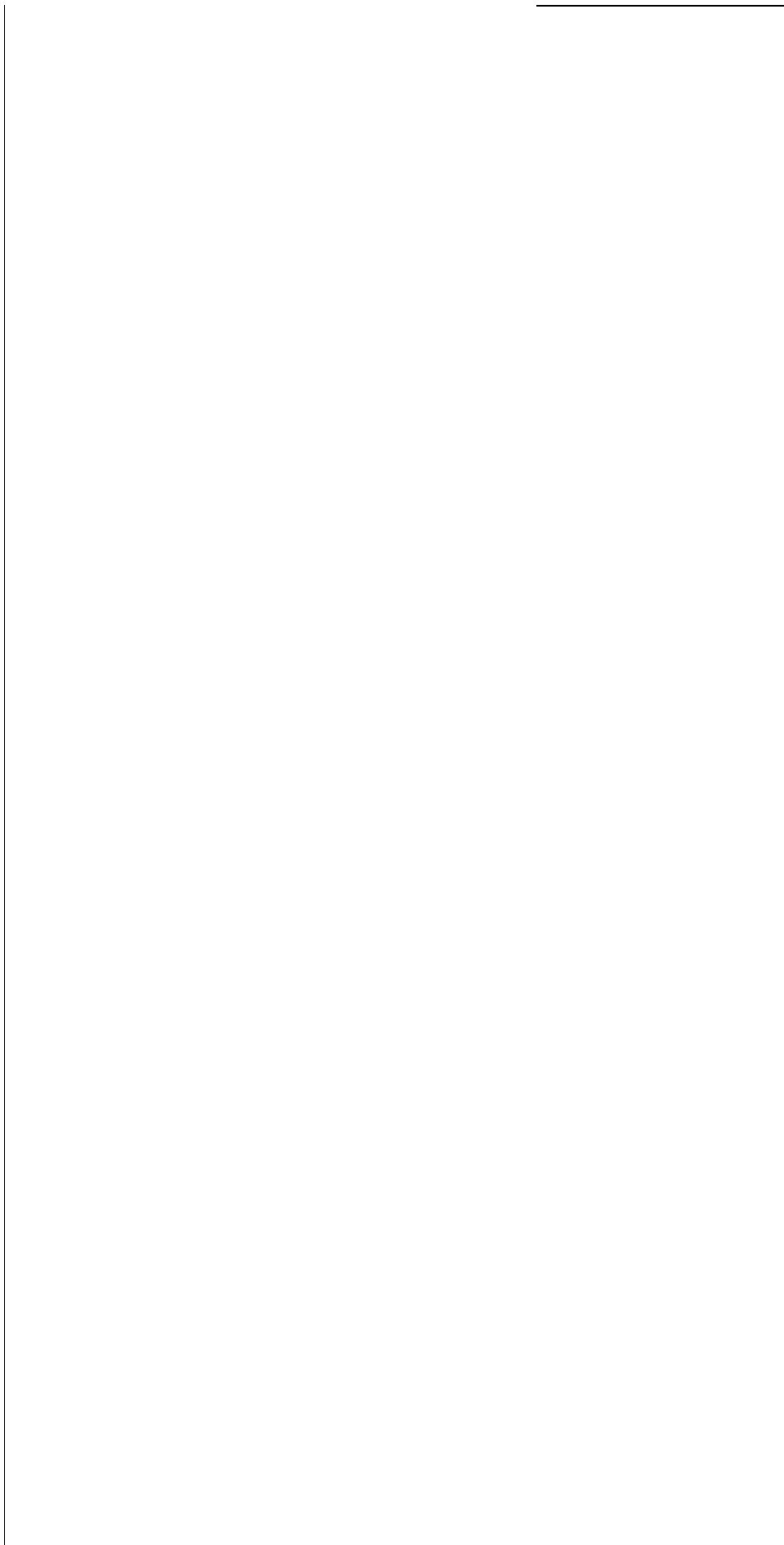
NO.

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.

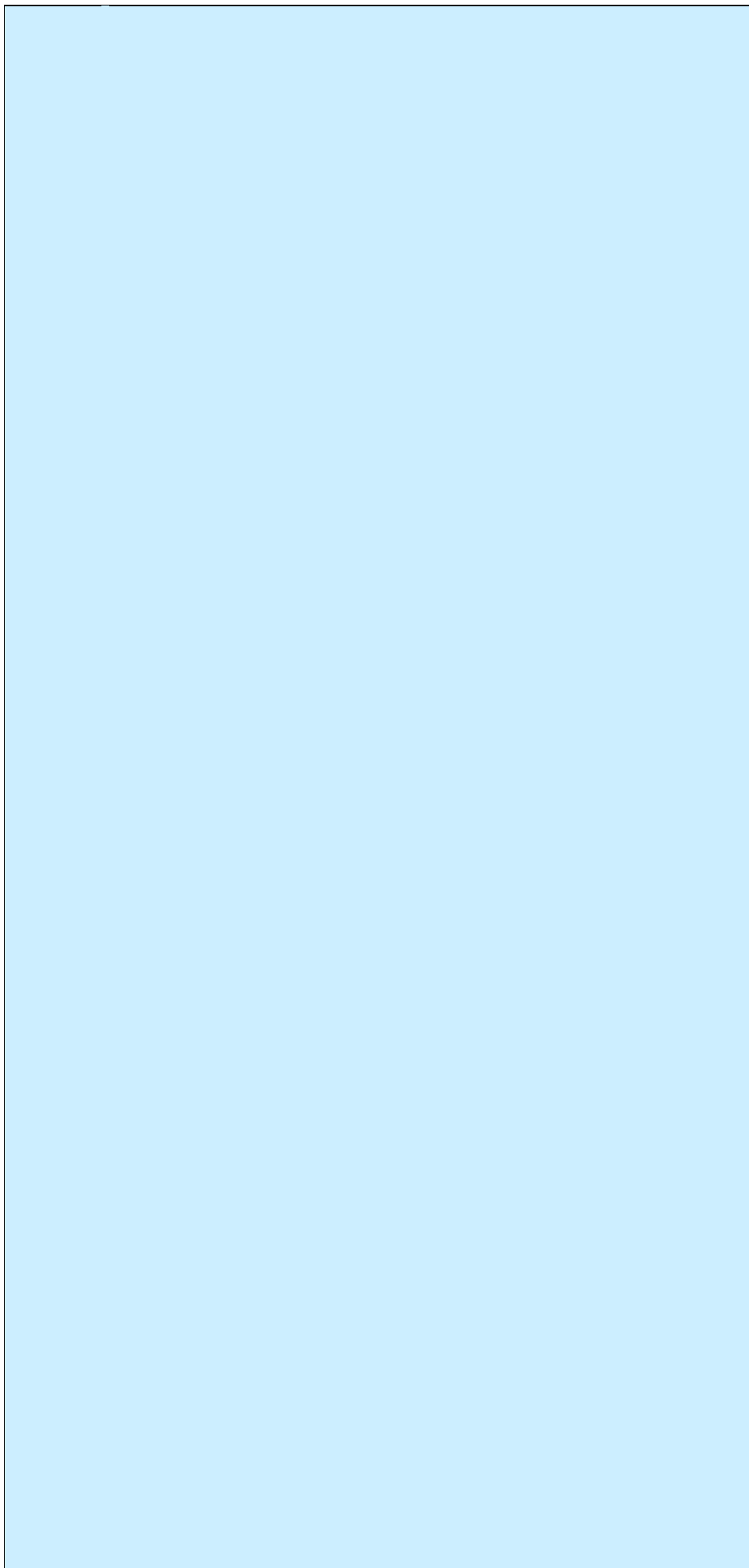


Dated: August 1, 2023

EXHIBIT INDEX

NO.

DESCRIPTION



(a)(1)(B)*

[Letter of Transmittal.](#)

(a)(1)(C)*

[Form of Notice of Guaranteed Delivery.](#)

(a)(1)(D)*

[Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.](#)

(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)*

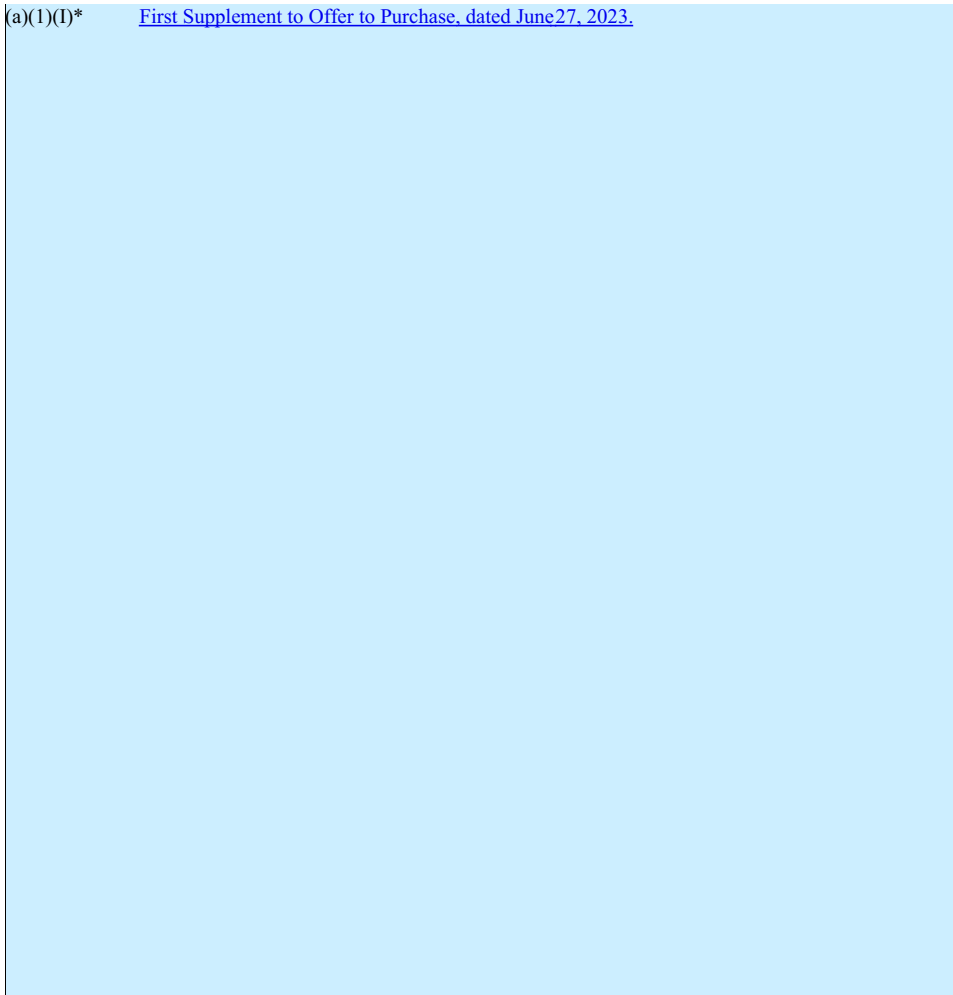
[Declaration Form \("Declaration of Status for Israeli Income Tax Purposes"\)](#).

(a)(1)(H)*

[Summary Advertisement as published in the New York Times on May 25, 2023.](#)

(a)(1)(I)*

[First Supplement to Offer to Purchase, dated June 27, 2023.](#)

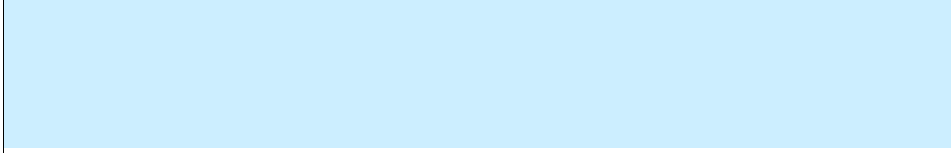


(a)(1)(K)*

[First Amended Form of Notice of Guaranteed Delivery.](#)

(a)(1)(N)*

[First Amended Notice of Objection.](#)



(a)(1)(P)*

[Second Amended Letter of Transmittal.](#)

(a)(1)(Q)*

[Second Amended Form of Notice of Guaranteed Delivery.](#)

(a)(1)(R)*

[Second Amended Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.](#)

(a)(1)(S)*

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

(a)(1)(T)*

[Second Amended Notice of Objection.](#)

(a)(1)(U)*

[Third Supplement to Offer to Purchase, dated July 18, 2023.](#)

(a)(1)(V)*

[Third Amended Letter of Transmittal.](#)

(a)(1)(Y)*

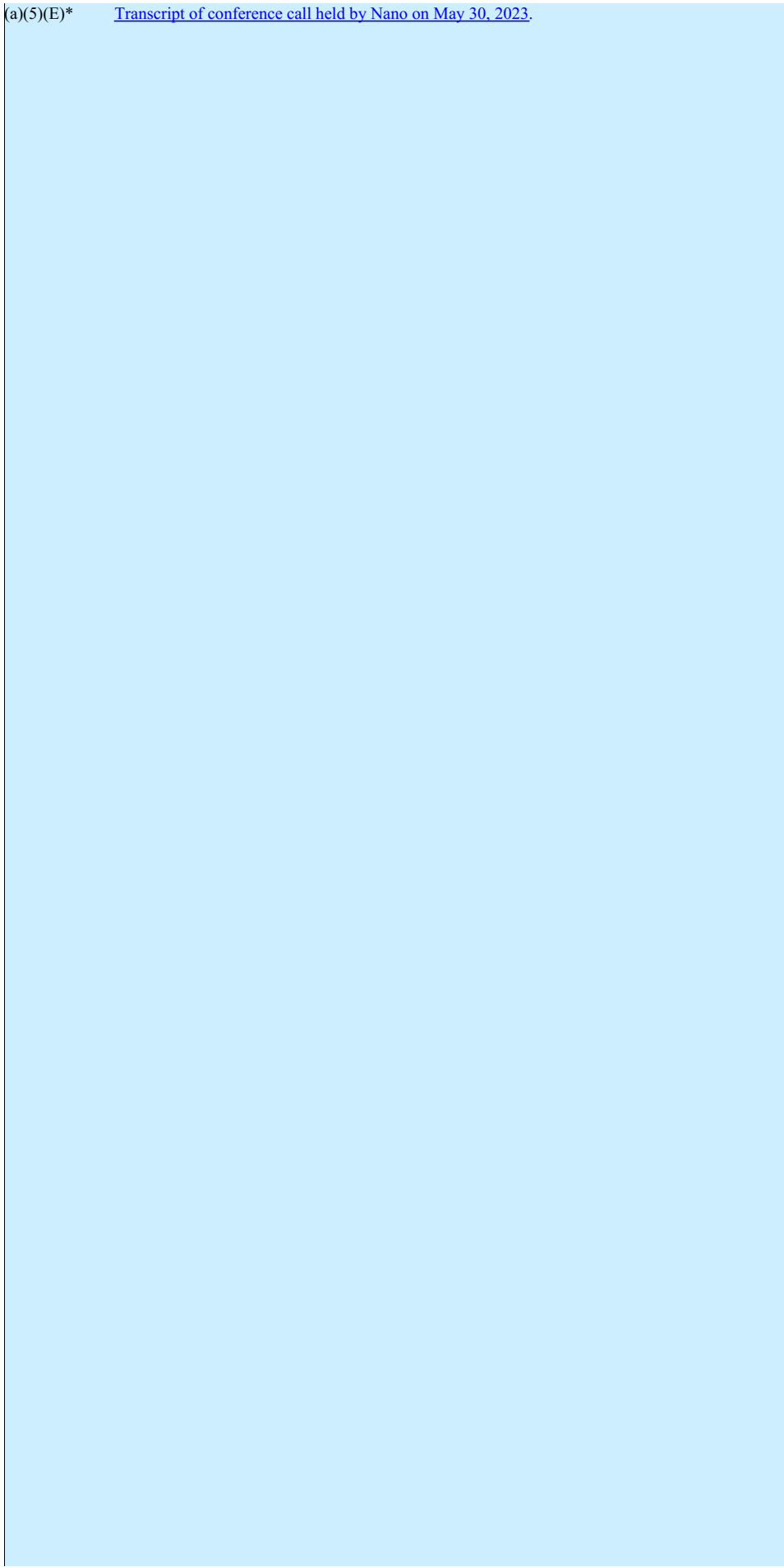
[Third Amended Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.](#)

(a)(5)(D)*

[Investor Presentation by Nano, dated May 30, 2023.](#)

(a)(5)(E)*

[Transcript of conference call held by Nano on May 30, 2023.](#)



(a)(5)(F)*

[Press Release issued by Nano on June 8, 2023.](#)

(a)(5)(H)*

[Form of E-mail sent by Nano to certain Stratasys shareholders on June 8, 2023.](#)

(a)(5)(1)*

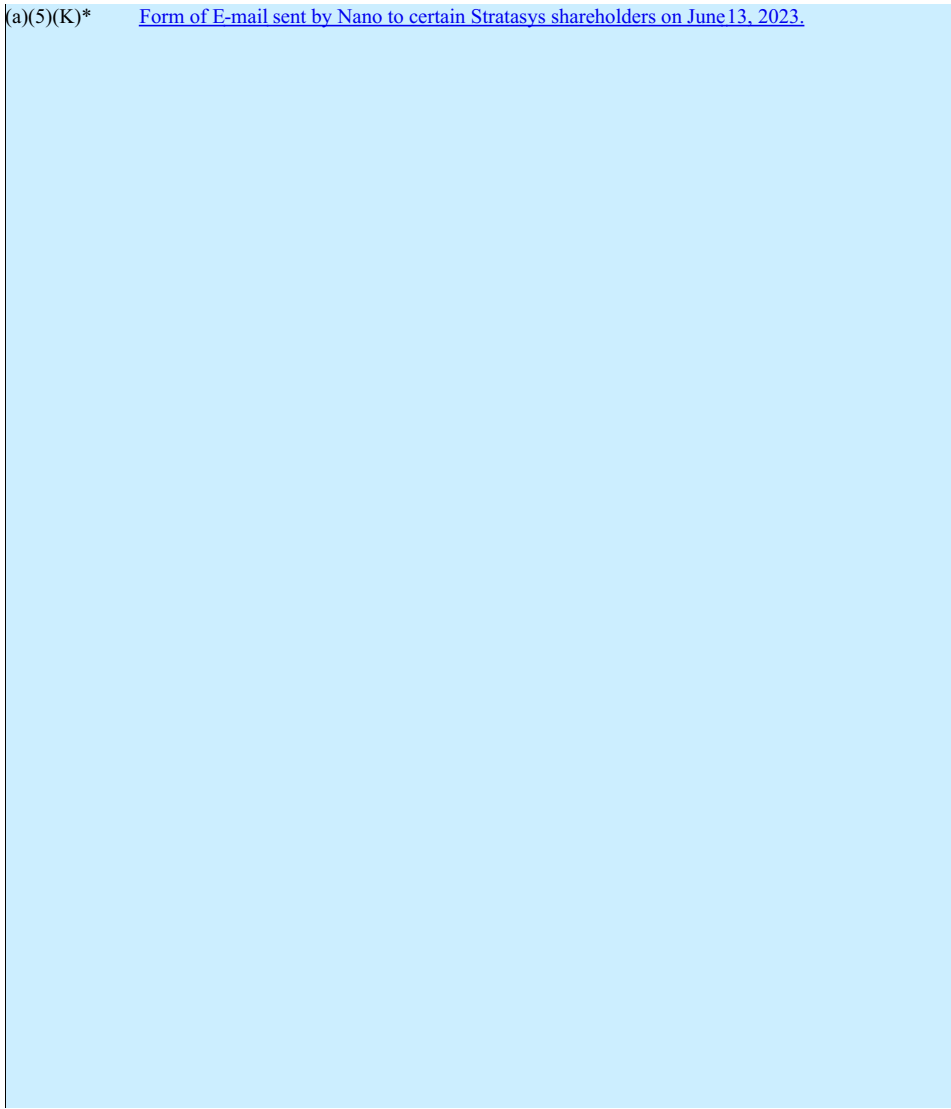
[Special Tender Offer Information Website, launched by Nano, as amended on June 29, 2023.](#)

(a)(5)(J)*

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

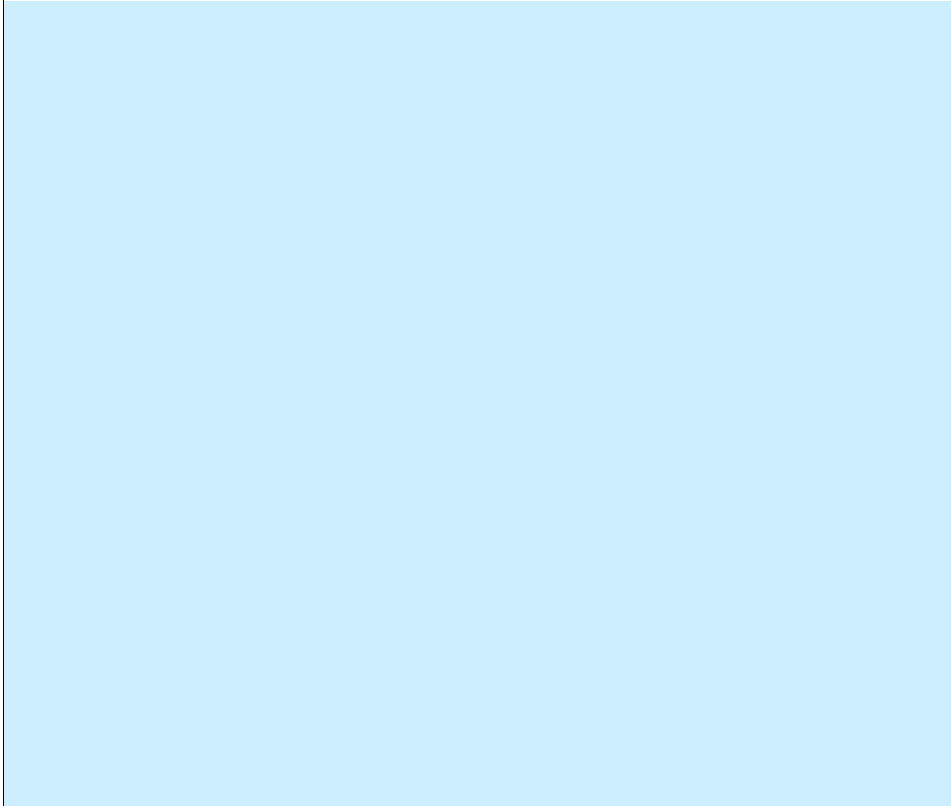
(a)(5)(K)*

[Form of E-mail sent by Nano to certain Stratasys shareholders on June 13, 2023.](#)



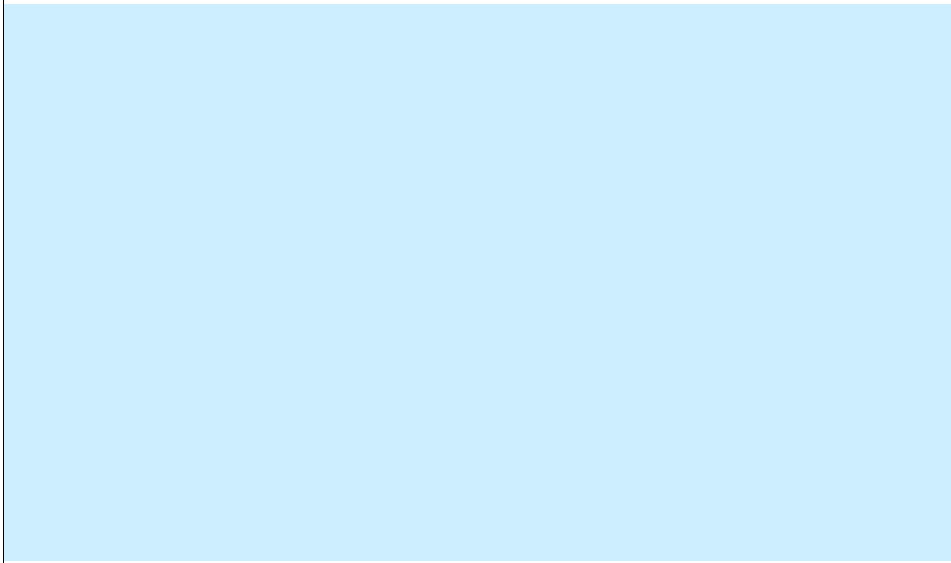
(a)(5)(L)*

[Digital Advertising Campaign, launched by Nano, on June 13, 2023.](#)



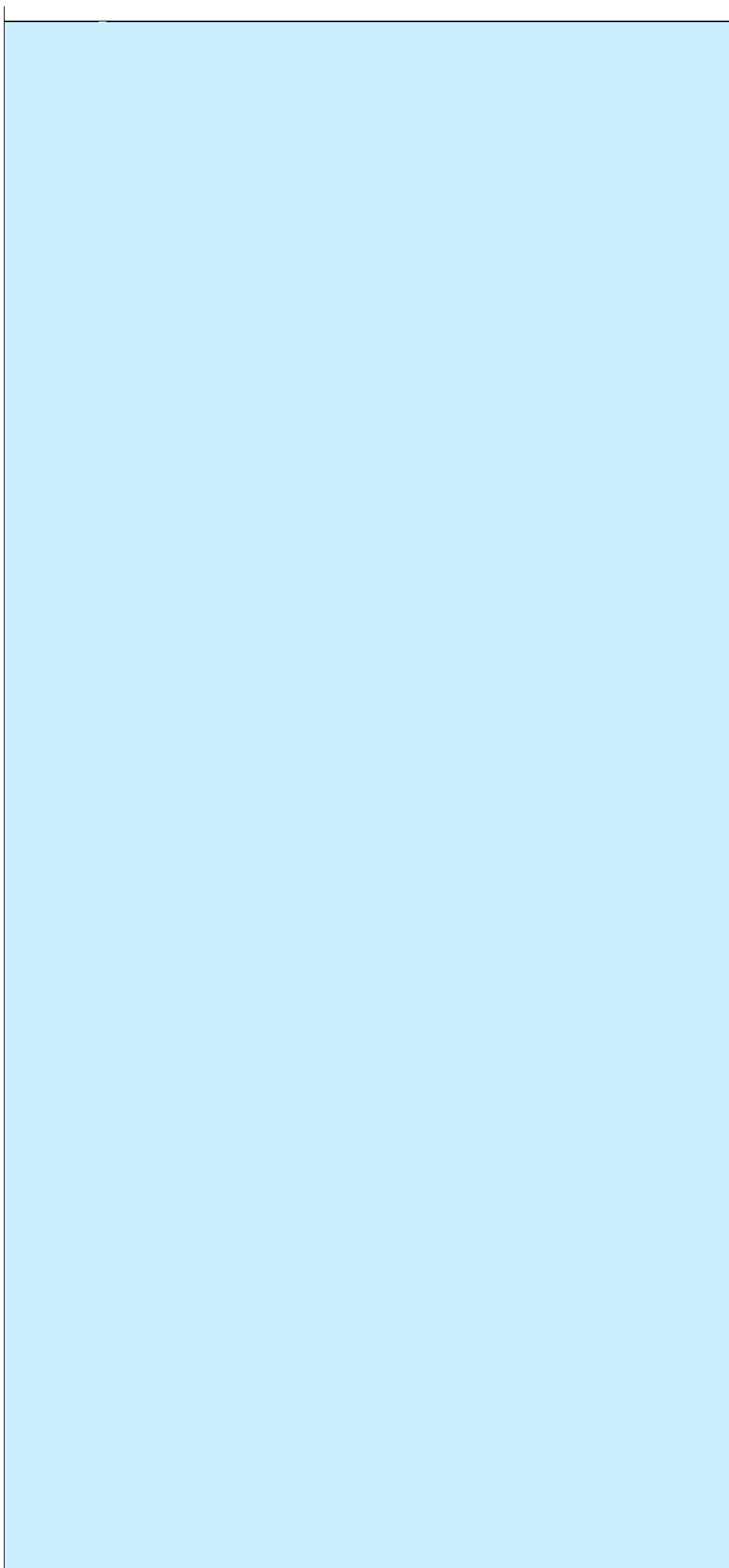
(a)(5)(N)*

[Press Release issued by Nano on June 15, 2023.](#)



NO.

DESCRIPTION

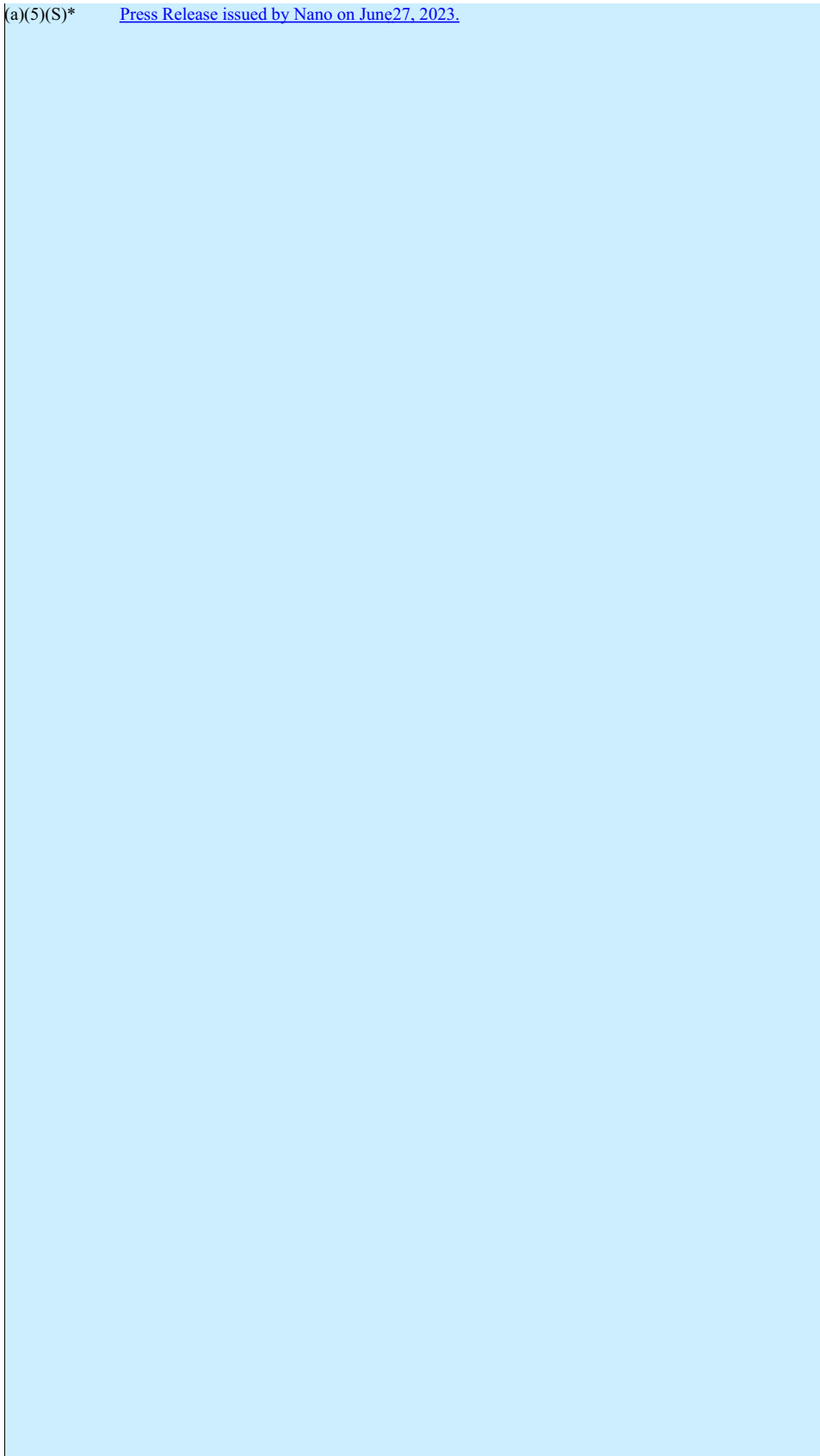


(a)(5)(Q)*

[Special Tender Offer Information Website, FAQ Page, launched by Nano, as amended on June 21, 2023.](#)

(a)(5)(S)*

[Press Release issued by Nano on June27, 2023.](#)

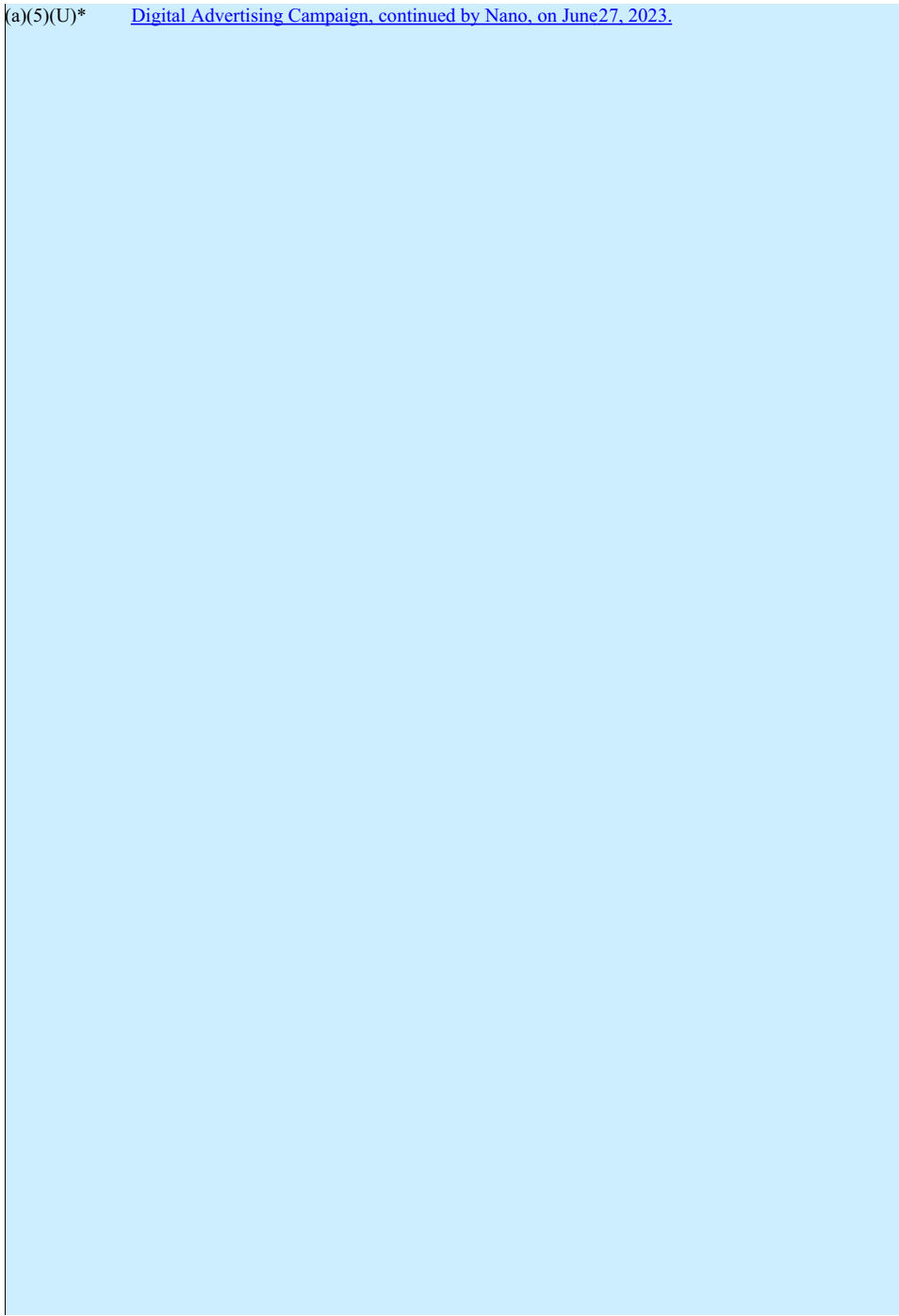


(a)(5)(T)*

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

(a)(5)(U)*

[Digital Advertising Campaign, continued by Nano, on June 27, 2023.](#)

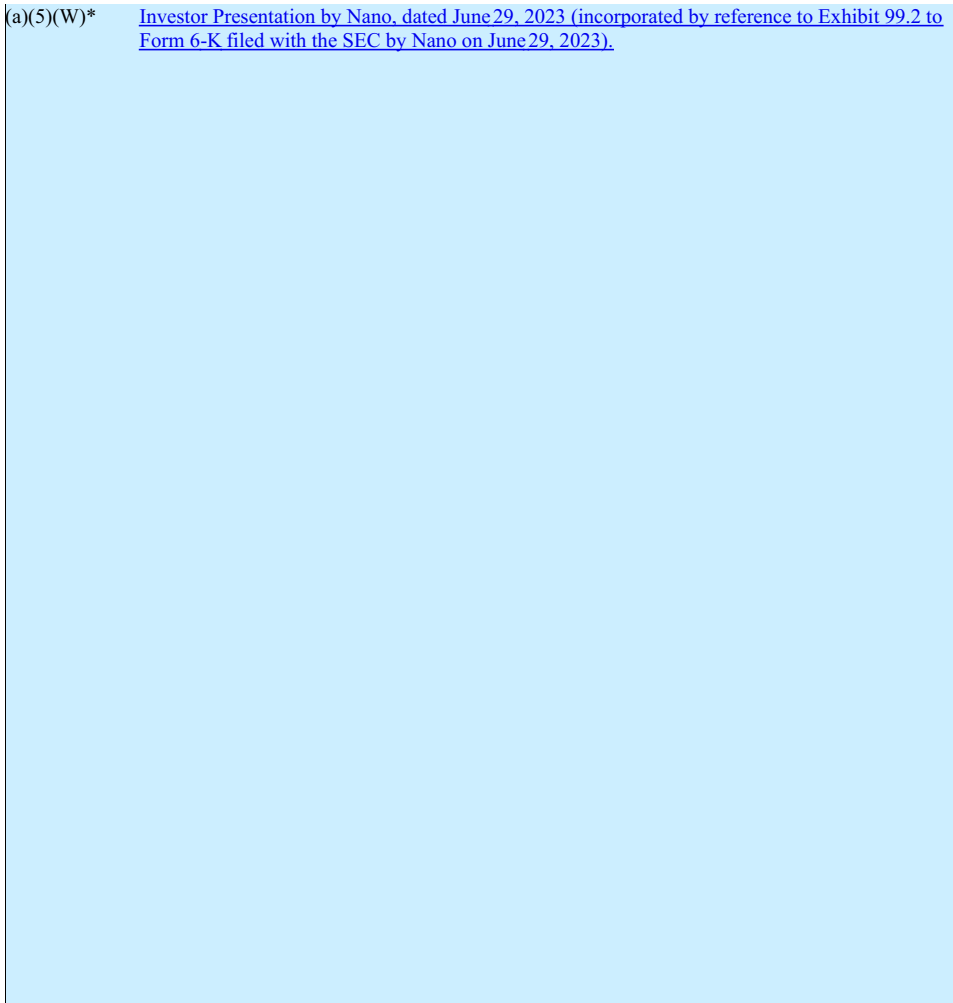


(a)(5)(V)*

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



[Redacted]

[Redacted]

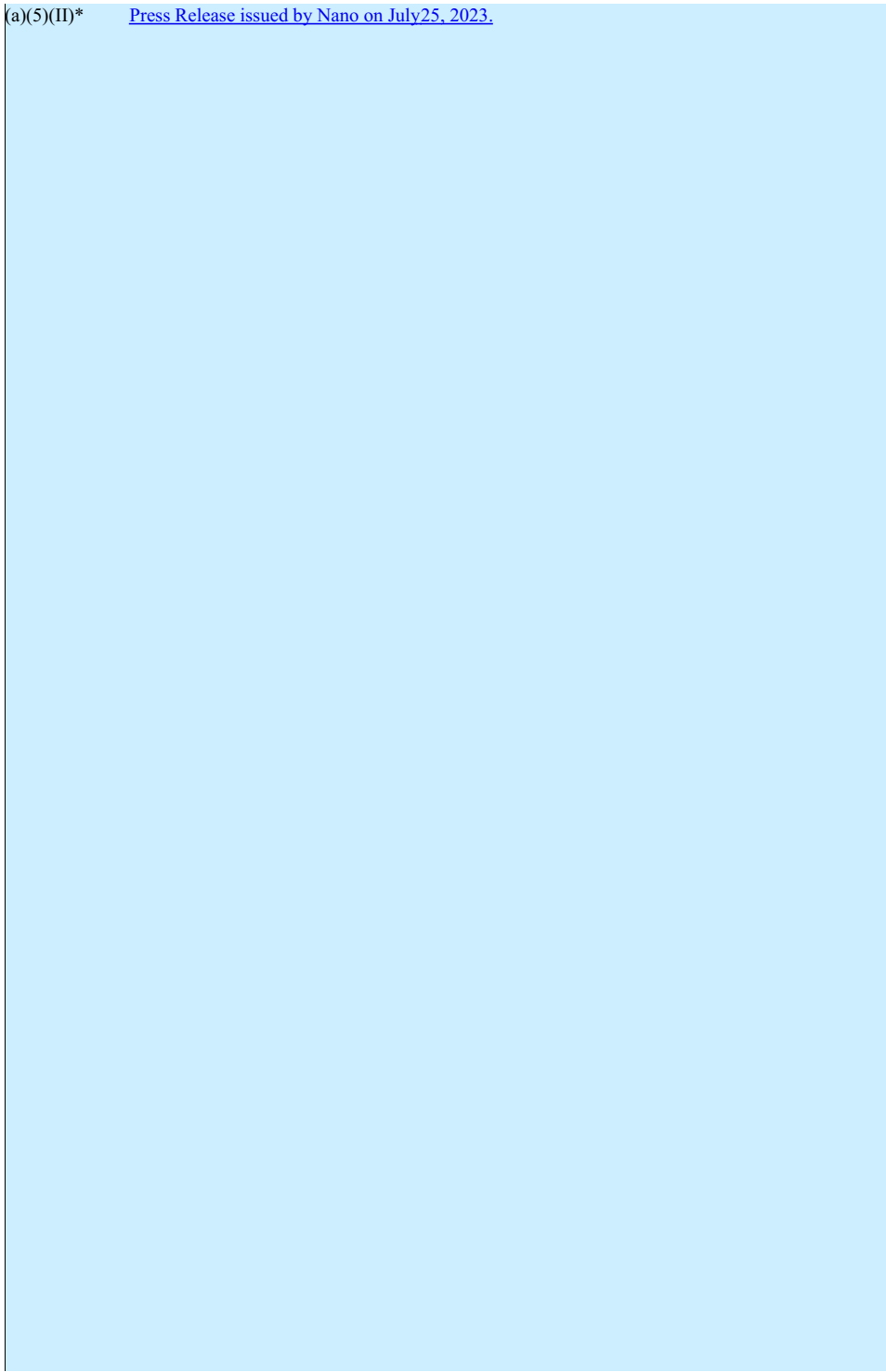
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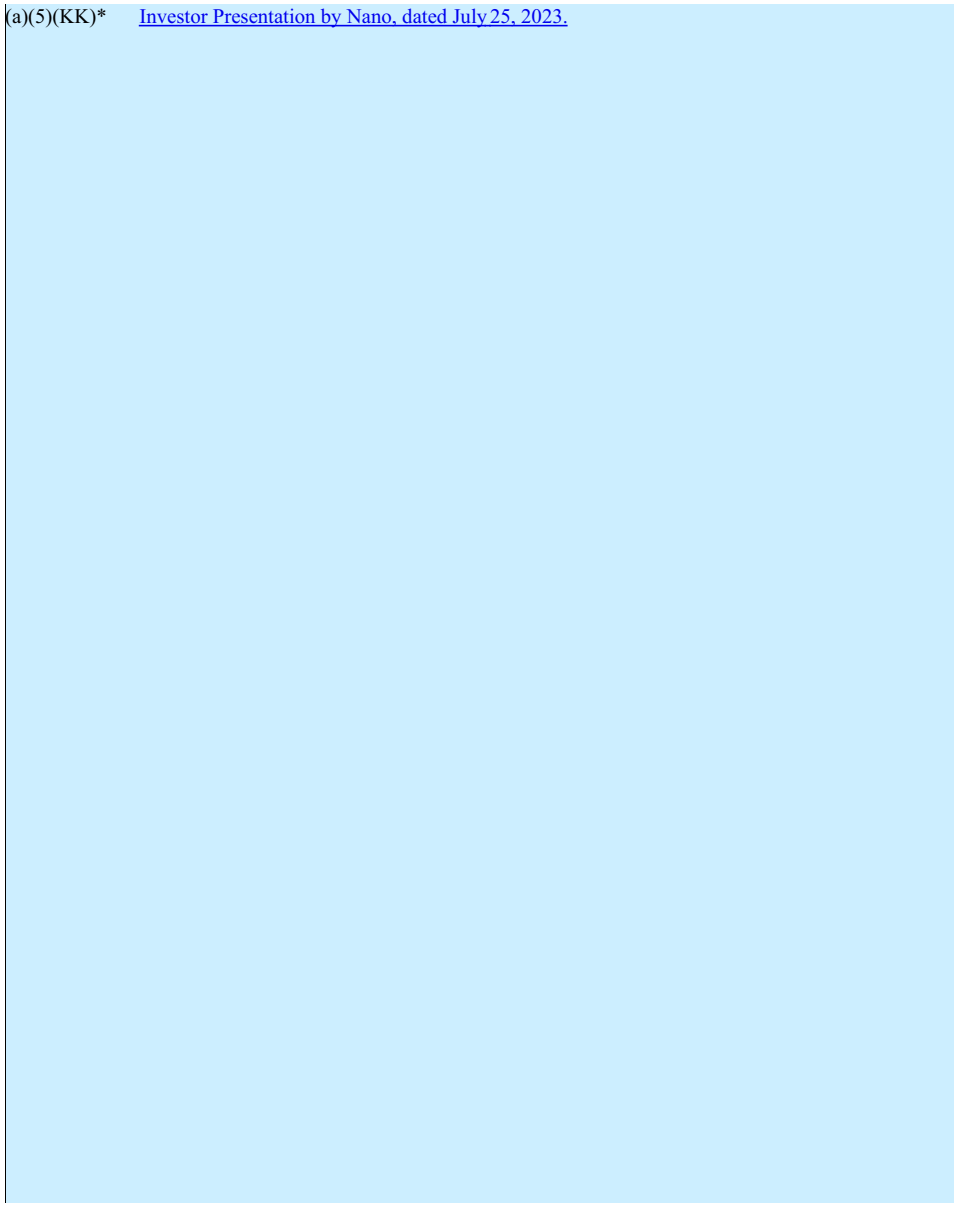
(a)(5)(II)*

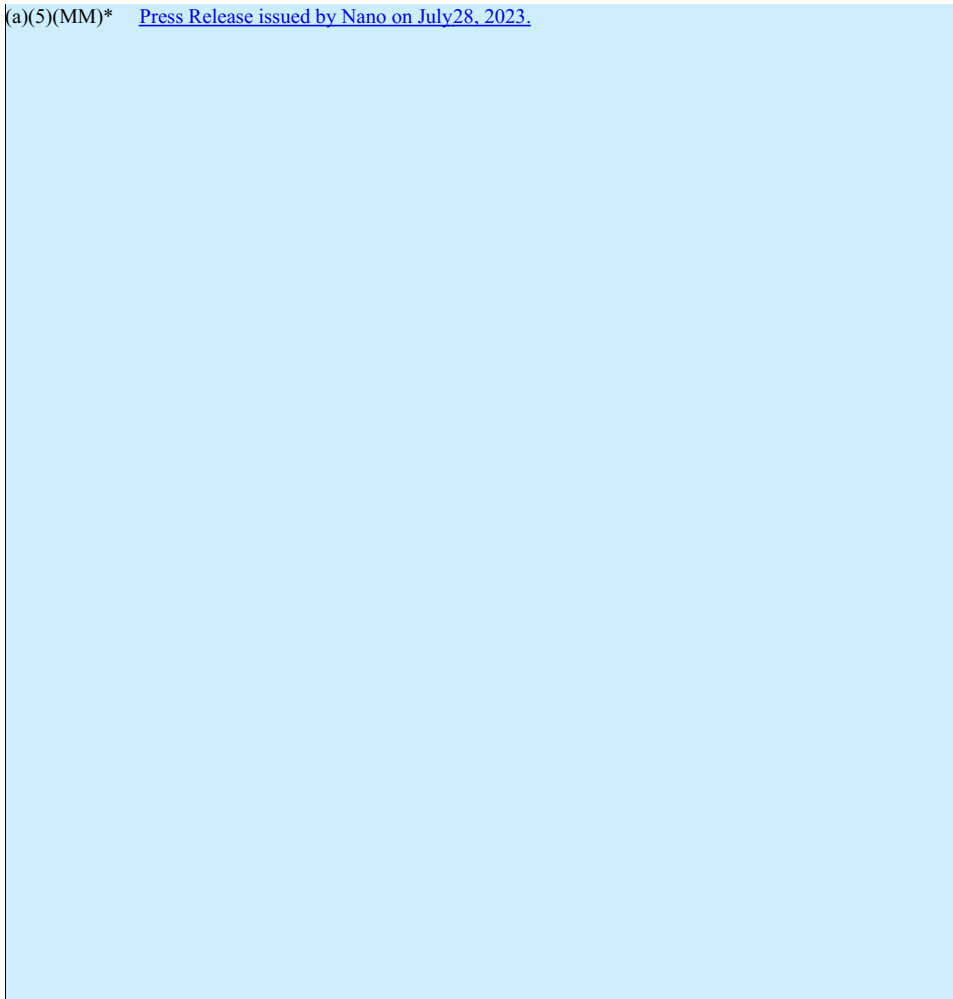
[Press Release issued by Nano on July 25, 2023.](#)



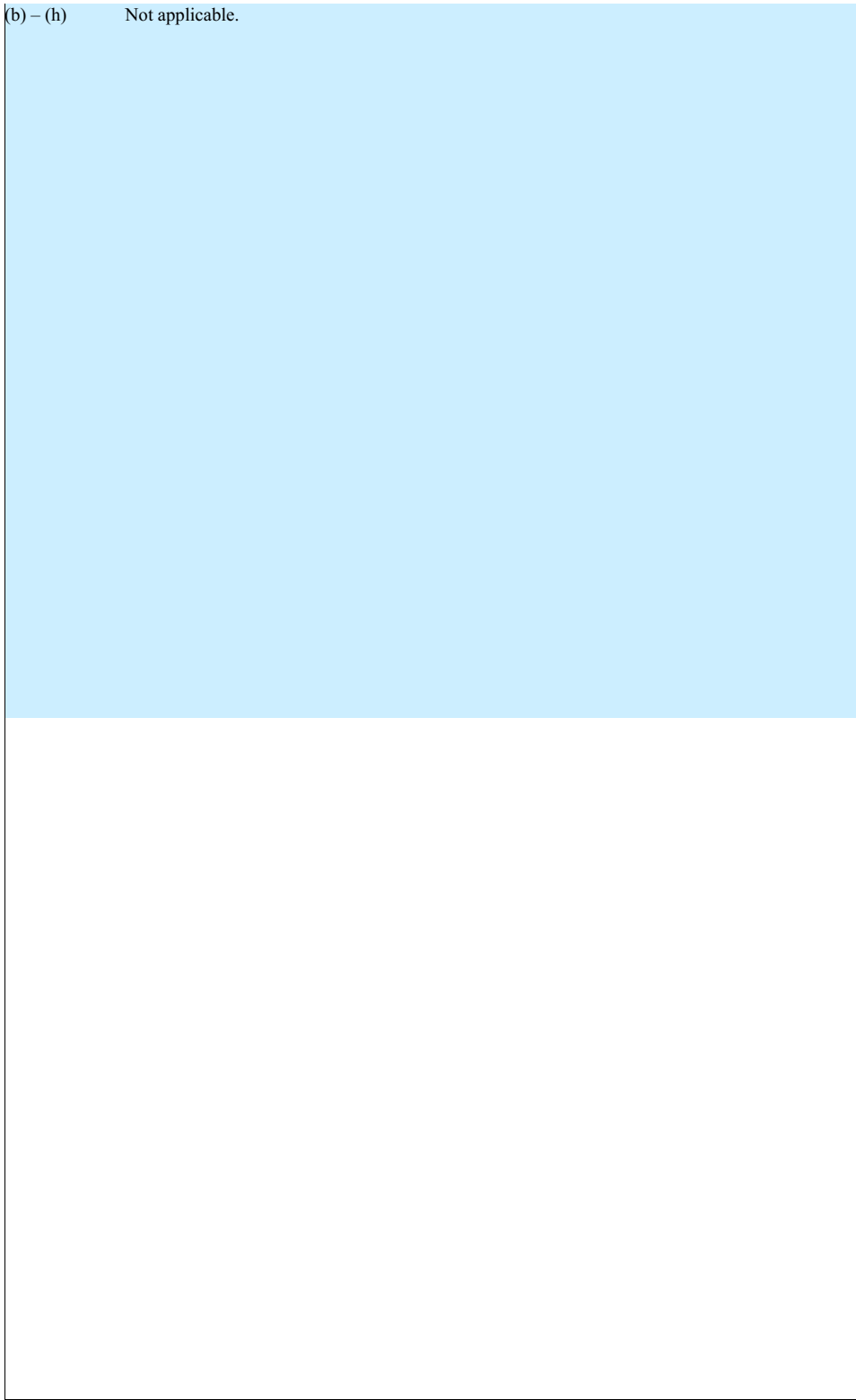
(a)(5)(JJ)*

[Transcript of Video Message to Stratasys Shareholders, released by Nano, on July 25, 2023.](#)





(b) – (h) Not applicable.



* Previously filed.

** Filed herewith.



Nano Dimension Announces Expiration of Special Partial Tender Offer for Ordinary Shares of Stratasys; Offer Condition Was Not Satisfied

Stratasys Board's Refusal to Redeem Poison Pill Blocked Nano's Ability to Complete Special Tender Offer

*Stratasys Shares That Have Been Tendered to Nano **Will be Returned Promptly** to Their Owners*

As Announced on July 28th, 2023, Nano Has Withdrawn its Director Nominees for Stratasys Board

Nano Will Proceed with Alternative M&A Plans

Waltham, Mass., Aug. 01, 2023 (GLOBE NEWSWIRE) — **Nano Dimension Ltd. (Nasdaq: NNDM**, “Nano Dimension”, “Nano” or the “Company”), a leading supplier of Additively Manufactured Electronics (“AME”) and multi-dimensional polymer, metal & ceramic Additive Manufacturing (“AM”) 3D printers, which owns approximately 14.1% of Stratasys Ltd. (Nasdaq: SSYS) (“Stratasys”) and is the Company’s largest shareholder, today announced the expiration of its special partial tender offer (the “offer”) to purchase between 31.9% and 36.9% of the outstanding ordinary shares of Stratasys for \$25.00 per share, less any required withholding taxes and without interest. It had been a condition of the offer that Nano would own following the offer at least 46% of the issued and outstanding shares of Stratasys, inclusive of the approximately 14.1% of Stratasys shares already owned by Nano.

Based on information provided by Computershare Trust Company, N.A., the depository for the special tender offer, as of 11:59 p.m., New York time, on July 31st, 2023, 3,408,322 Stratasys shares had been validly tendered and not properly withdrawn pursuant to the Offer and 445,533 Stratasys shares had been tendered pursuant to Notices of Guaranteed Delivery, representing approximately 5.6% of the outstanding Stratasys shares, which was below the required 46% minimum condition. Nano has not waived the minimum condition. Additionally, as anticipated, the **rights plan condition of the offer was not met in part due to the Stratasys Board's refusal to redeem or terminate its shareholder rights plan (“poison pill”)**. Nano determined that accepting shares in the offer would likely trigger the poison pill and has not waived such condition to accepting tendered shares.

The offer expired on July 31st, 2023, at 11:59 p.m. New York time, and Nano has determined not to accept any of the tendered shares. **Accordingly, Nano has instructed the depository to promptly return all Stratasys shares validly tendered and not properly withdrawn.**

As previously announced on July 28th, Nano has withdrawn its director nominees for the Stratasys Board of Directors. The Company also intends to review its investment in Stratasys, including a possible sale of its existing 14.1% holdings in the open market, and pursue alternative M&A opportunities.

About Nano Dimension

Nano Dimension's (Nasdaq: NNDM) vision is to transform existing electronics and mechanical manufacturing into Industry 4.0 environmentally friendly & economically efficient precision additive electronics and manufacturing — by delivering solutions that convert digital designs to electronic or mechanical devices — on demand, anytime, anywhere.

Nano Dimension's strategy is driven by the application of deep learning-based AI to drive improvements in manufacturing capabilities by using self-learning & self-improving systems, along with the management of a distributed manufacturing network via the cloud.

Nano Dimension serves over 2,000 customers across vertical target markets such as aerospace & defense, advanced automotive, high-tech industrial, specialty medical technology, R&D and academia. The Company designs and makes Additive Electronics and Additive Manufacturing 3D printing machines and consumable materials. Additive Electronics are manufacturing machines that enable the design and development of High-Performance-Electronic-Devices (Hi-PED[®]s). Additive Manufacturing includes manufacturing solutions for production of metal, ceramic, and specialty polymers-based applications — from millimeters to several centimeters in size with micron precision.

Through the integration of its portfolio of products, Nano Dimension is offering the advantages of rapid prototyping, high-mix-low-volume production, IP security, minimal environmental footprint, and design-for-manufacturing capabilities, which is all unleashed with the limitless possibilities of additive manufacturing.

For more information, please visit www.nano-di.com.

Forward Looking Statements

This press release contains forward-looking statements within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995 and other Federal securities laws. Words such as “expects,” “anticipates,” “intends,” “plans,” “believes,” “seeks,” “estimates,” and similar expressions or variations of such words are intended to identify forward-looking statements. For example, Nano Dimension is using forward-looking statements in this press release when it discusses its plans to proceed with alternative M&A opportunities and its plans to review its investment in Stratasys, including selling its existing holdings in Stratasys. Because such statements deal with future events and are based on Nano Dimension’s current expectations, they are subject to various risks and uncertainties. Actual results, performance, or achievements of Nano Dimension could differ materially from those described in or implied by the statements in this press release. The forward-looking statements contained or implied in this press release are subject to other risks and uncertainties, including those discussed under the heading “Risk Factors” in Nano Dimension’s annual report on Form 20-F filed with the Securities and Exchange Commission (“SEC”) on March 30, 2023, and in any subsequent filings with the SEC. Except as otherwise required by law, Nano Dimension undertakes no obligation to publicly release any revisions to these forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events. References and links to websites have been provided as a convenience, and the information contained on such websites is not incorporated by reference into this press release. Nano Dimension is not responsible for the contents of third-party websites.

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