
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. 20)

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. 20 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 \$25.00 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, the Second Supplement to Offer to Purchase, dated July 10, 2023, and the Third Supplement to Offer to Purchase, dated July 18, 2023, and in the related Third Amended Letter of Transmittal and the related Third Amended Notice of Objection contained in the Tender Offer Statement on Schedule TO filed by Nano with the SEC on July 18, 2023 and July 19, 2023. Except as specifically noted herein, the information set forth in the Statement remains unchanged.

Items 2. Identity and Background of Filing Person; Item 4. The Solicitation or Recommendation.

Item 2 and Item 4 of the Statement are hereby amended and supplemented as follows:

On July 31, 2023, at 11:59 p.m., New York time, the Offer expired and Nano did not extend the Expiration Date. At the expiration of the Offer, certain conditions to the Offer were not satisfied and Nano did not waive these conditions. According to a press release issued by Nano on August 1, 2023, at the expiration of the Offer, only 3,408,322 Stratasys ordinary shares had been validly tendered and not properly withdrawn pursuant to the Offer and 445,533 Stratasys ordinary shares had been tendered pursuant to Notices of Guaranteed Delivery, together representing approximately 5.6% of the outstanding Stratasys ordinary shares. No Stratasys ordinary shares were purchased by Nano in the Offer.

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: August 1, 2023

STRATASYS LTD.

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