
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 September 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

(Address of principal executive offices)

1 Holtzman Street, Science Park
P.O. Box 2496
Rehovot, Israel 7670401

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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Initiation of Strategic Alternatives Process

On September 28, 2023, Stratasys Ltd. (“we”, “us”, “**Stratasys**” or the “**Company**”) issued a press release announcing, among other things, that the Company has initiated a comprehensive process to explore strategic alternatives for the Company.

Following the termination of that certain Agreement and Plan of Merger (the “**Merger Agreement**,” and the transactions contemplated thereby, the “**Merger**”), dated May 25, 2023, by and among Stratasys, Tetris Sub Inc., a wholly-owned subsidiary of Stratasys, and Desktop Metal, Inc. (“**Desktop Metal**”) (as described below under “**Termination of Merger Agreement with Desktop Metal**”), Stratasys is no longer subject to restrictions under the Merger Agreement regarding the solicitation of or entry into potential transactions.

Termination of Merger Agreement with Desktop Metal

On September 28, 2023, following the conclusion of the extraordinary general meeting of Stratasys’ shareholders (described below under “**Results of Extraordinary Shareholder Meeting**”), Stratasys terminated the Merger Agreement with Desktop Metal, effective immediately.

Subject to the terms and conditions set forth therein, the Merger Agreement provided the Company with a right to terminate the Merger Agreement if Stratasys’ shareholder approval of the Merger-related proposal was not to be obtained following a vote taken thereon at the Stratasys shareholders’ meeting related to the Merger, which termination right was activated due to the results of the vote on Proposal 1 at the extraordinary general meeting of Stratasys’ shareholders (as described below under “**Results of Extraordinary Shareholder Meeting**”).

Rights Plan Extension

On September 28, 2023, Stratasys entered into a Second Amendment (the “**Second Amendment**”) to that certain Rights Agreement, dated as of July 25, 2022, as amended by the First Amendment thereto dated May 25, 2023 (the “**First Amendment**”) (as further amended by the Second Amendment, the “**Rights Agreement**”), by and between Stratasys and Continental Stock Transfer & Trust Company, as rights agent. Under the Second Amendment, which was unanimously approved by the Board, the expiration date of the Rights Agreement was extended through December 31, 2023.

As previously disclosed, under the Rights Agreement, as initially entered into on July 25, 2022, the board of directors of Stratasys approved the issuance of one special purchase right (a “**Right**”) for each ordinary share, par value 0.01 New Israeli Shekels per share, of Stratasys outstanding at the close of business on August 4, 2022, to the shareholders of record on that date, and adopted a shareholder rights plan, which initially was to expire on its one-year anniversary, on July 24, 2023. Pursuant to the First Amendment, the expiration date of the Rights Agreement was extended to the later of (a) July 24, 2023 and (b) the conclusion of the Stratasys shareholders’ meeting related to the Merger (unless such Stratasys shareholders’ meeting was to be validly adjourned or postponed, in which case the extension would last until the final adjournment or postponement of the meeting) or such time as the Merger Agreement was to be terminated in accordance with its terms.

The Rights are in all respects subject to and governed by the provisions of the Rights Agreement, which was included as Exhibit 4.1 to our Form 8-A filed with the Securities and Exchange Commission (the “**SEC**”) on July 25, 2022, as amended, and the Second Amendment, which is attached hereto as Exhibit 4.1 and incorporated herein by reference. The description of the Rights is incorporated herein by reference to the description set forth in our Report of Foreign Private Issuer on Form 6-K (a “**Form 6-K**”) that we furnished to the SEC on May 1, 2023 and a Form 6-K that we furnished to the SEC on July 25, 2022, and is qualified in its entirety by reference to the full text of the Rights Agreement and the Second Amendment.

Results of Extraordinary Shareholder Meeting

On September 28, 2023, Stratasys held its previously announced extraordinary general meeting of shareholders (the "Meeting"). At the Meeting, our shareholders voted on two of the three proposals that were listed in the notice of the Meeting, which was attached as Exhibit 99.1 to our Report of Foreign Private Issuer on Form 6-K that we furnished to the SEC on August 23, 2023. The proposals for the Meeting were described in more detail in the joint proxy statement/prospectus that served as our proxy statement for the Meeting, which we filed with the SEC pursuant to Rule 424(b)(3) under the Securities Act of 1933, as amended, on August 28, 2023, as supplemented by a supplement that was attached as Exhibit 99.1 to a Form 6-K that we furnished to the SEC on September 19, 2023. The description of the proposals in the foregoing documents is incorporated by reference herein.

In the presence in person or by proxy at the Meeting of 46,628,504 (or 67.5%) of our 69,136,761 outstanding ordinary shares, par value New Israeli Shekels (NIS) 0.01 per share ("ordinary shares"), as of the August 24, 2023 record date for the Meeting, which constituted at least 25% of our outstanding voting power and thereby represented a quorum, neither of Proposal 1 (the Stratasys Merger-related proposal) or Proposal 3 (the Stratasys share incentive plan increase proposal) for the Meeting was approved by our shareholders based on votes that were duly held in accordance with our articles of association and the Israeli Companies Law, 5759-1999. As disclosed in the notice and joint proxy statement/prospectus for the Meeting, the presentation of Proposal 2 (the Stratasys rights plan extension proposal) for a vote at the Meeting was conditioned upon the approval of Proposal 1 at the Meeting. Because Proposal 1 was not approved, a vote was not held on Proposal 2. The results of the vote on each of the proposals voted upon at the Meeting is provided below:

Proposal 1: The approval of certain matters to be effected in connection with the Agreement and Plan of Merger (the "Merger Agreement"), dated May 25, 2023, by and among Stratasys, Tetris Sub Inc., a wholly-owned subsidiary of Stratasys ("Merger Sub"), and Desktop Metal, Inc., a Delaware corporation "Desktop Metal", pursuant to which Merger Sub would merge with and into Desktop Metal (the "Merger"), with Desktop Metal surviving as a direct, wholly-owned subsidiary of Stratasys, including: (i) the issuance of ordinary shares to the stockholders of Desktop Metal, in exchange for the shares of Desktop Metal Class A common stock, par value \$0.0001 per share ("Desktop Metal Class A common stock"), held by them, at a ratio of 0.123 ordinary shares per share of Desktop Metal Class A common stock, as consideration under the Merger Agreement; (ii) the adoption of amended and restated articles of association for Stratasys with effect from immediately prior to the effective time of the Merger under the Merger Agreement, which was to include an increase of the authorized share capital of Stratasys from NIS 1,800,000, consisting of 180,000,000 ordinary shares, par value NIS 0.01 per share, to NIS 4,500,000, consisting of 450,000,000 ordinary shares, par value NIS 0.01 per share; and (iii) the election of a slate of five designees of Stratasys and five designees of Desktop Metal, as well as the combined company's chief executive officer, as the members of Stratasys' board of directors, each of whose terms was to commence on the effective time of the Merger and last until the first annual general meeting of the combined company following the one-year anniversary of the effective time, and until the due election and qualification of each designee's respective successor, or until each such designee's earlier resignation, replacement or removal:

| Votes in Favor | Votes Against | Abstentions |
|-------------------|--------------------|-------------|
| 9,822,140 (21.4%) | 36,003,106 (78.6%) | 803,258 |

Proposal 2: Subject to the approval of Proposal 1, the approval of the extension of the expiration date of Stratasys' existing shareholder rights plan for a twelve (12)-month period from its original expiration date, i.e., until July 24, 2024: **Vote not held, since Proposal 1 was not approved.**

Proposal 3: The approval of an increase by 2,075,625, upon completion of the Stratasys EGM, and by an additional 1,065,867, upon and subject to completion of the Merger, in the number of ordinary shares available for issuance under Stratasys' 2022 Share Incentive Plan, including for the issuance of Incentive Stock Options, as defined under the 2022 Share Incentive Plan:

| Votes in Favor | Votes Against | Abstentions |
|-----------------------|----------------------|--------------------|
| 17,989,186 (39.4%) | 27,730,435 (60.6%) | 908,872 |

Incorporation by Reference

The contents of this Form 6-K, excluding Exhibit 99.1 hereto, are incorporated by reference into the Company's registration statements on: Form S-8, SEC file numbers [333-190963](#), [333-236880](#), [333-253694](#), [333-262951](#), [333-262952](#) and [333-270249](#), filed by the Company with the SEC on September 3, 2013, March 4, 2020, March 1, 2021, February 24, 2022, February 24, 2022 and March 3, 2023, respectively; 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; and [Form F-4](#), SEC file number 333-272759, filed by the Company with the SEC on June 20, 2023, 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.

Exhibit Index

The following exhibits are furnished as part of this Form 6-K:

| Exhibit | Description |
|----------------|---|
| 4.1 | Second Amendment to Rights Agreement, dated as of September 28, 2023, between Stratasys Ltd. and Continental Stock Transfer & Trust Company |
| 99.1 | Press Release of Stratasys, dated September 28, 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: September 28, 2023

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

**SECOND AMENDMENT
TO
RIGHTS AGREEMENT**

THIS SECOND AMENDMENT TO RIGHTS AGREEMENT (this "Second Amendment"), dated as of September 28, 2023, by and between STRATASYS LTD., an Israeli company (the "Company"), and CONTINENTAL STOCK TRANSFER & TRUST COMPANY, a New York corporation, as rights agent (the "Rights Agent"), amends the Rights Agreement, dated as of July 25, 2022, between the Company and the Rights Agent (the "Agreement"), as previously amended by the First Amendment to Rights Agreement, dated as of May 25, 2023 (the "First Amendment"). Capitalized terms used herein and not otherwise defined shall have the meaning ascribed to such terms in the Agreement, as amended by the First Amendment.

WHEREAS, the Company and the Rights Agent have executed and entered into the Agreement, as amended by the First Amendment;

WHEREAS, Section 28 of the Agreement provides, among other things, that the Company may from time to time, and the Rights Agent shall, if directed by the Company, supplement or amend this Agreement without the approval of any holders of Right Certificates to make any other provisions with respect to the Rights which the Company may deem necessary or desirable (provided, among other things, that, from and after such time as any Person becomes an Acquiring Person, certain conditions must be met);

WHEREAS, under Section 7(a) of the Agreement, the Final Expiration Date was initially set at the Close of Business on July 24, 2023;

WHEREAS, under the First Amendment, the Final Expiration Date was amended to be the later of (x) the Close of Business on July 24, 2023 and (y) the conclusion of the Sun Shareholders' Meeting (as defined in the Merger Agreement) (unless such Sun Shareholders' Meeting has been validly adjourned or postponed, in which case at the final adjournment or postponement thereof) or, if earlier, such time as the Merger Agreement shall have been terminated in accordance with its terms;

WHEREAS, to the knowledge of the Company, no Person has become an Acquiring Person;

WHEREAS, the Board of Directors of the Company deems it is advisable and in the best interests of the Company and its shareholders to amend the Agreement by further extending the Final Expiration Date to the Close of Business on December 31, 2023;

WHEREAS, the Company has provided an Officer's Certificate in compliance with the terms of Section 28 of the Agreement, attached hereto as Exhibit A; and

WHEREAS, pursuant to and in accordance with Section 28 of the Agreement, the Company desires to amend the Agreement as set forth below.

NOW, THEREFORE, in consideration of the foregoing and the mutual agreements set forth herein, and intending to be legally bound, the parties hereto amend the Agreement as follows:

1. Amendments.

- a. Paragraph (a) of Section 7 of the Agreement is amended in its entirety to read as follows:

"(a) The registered holder of any Right Certificate may exercise the Rights evidenced thereby (except as otherwise provided herein), in whole or in part, at any time after the Issuance Date, upon surrender of the Right Certificate, with the form of election to purchase on the reverse side thereof properly completed and duly executed, to the Rights Agent at the principal office of the Rights Agent, together with payment of the Purchase Price for each Ordinary Share as to which the Rights are exercised, at or prior to the earliest of (i) the Close of Business on December 31, 2023 (the "Final Expiration Date"), (ii) the time at which the Rights are redeemed as provided in Section 23 hereof (the "Redemption Date"), or (iii) the time at which such Rights are exchanged as provided in Section 24 hereof."

b. Exhibit B to the Agreement is amended as follows:

The text following the heading "Expiration" on page B-2 is to be removed and replaced with:

"The Rights will expire on December 31, 2023."

2. Effect of this Amendment. It is the intent of the parties that this Second Amendment constitutes an amendment of the Agreement as contemplated by Section 28 thereof. This Second Amendment shall be deemed effective as of the date hereof as if executed by both parties hereto on such date. Except as expressly provided in this Second Amendment, the terms of the Agreement, as amended by the First Amendment (to the extent not superseded by the terms of this Second Amendment), remain in full force and effect.

3. Counterparts. This Second Amendment may be executed in any number of counterparts and each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts shall together constitute one and the same instrument.

4. Governing Law. This Second Amendment shall be deemed to be a contract made under the laws of the State of Israel and for all purposes shall be governed by and construed in accordance with the laws of such state applicable to contracts to be made and performed entirely within such state, other than with respect to the duties and rights of the Rights Agent under Sections 18-21 hereunder which shall be governed by and construed in accordance with the laws of the State of New York.

5. Severability. If any term, provision, covenant or restriction of this Second Amendment is held by a court of competent jurisdiction or other authority to be invalid, illegal or unenforceable, the remainder of the terms, provisions, covenants and restrictions of this Second Amendment shall remain in full force and effect and shall in no way be affected, impaired or invalidated.

6. Descriptive Headings. The captions herein are included for convenience of reference only, do not constitute a part of this Second Amendment and shall be ignored in the construction and interpretation hereof.

7. Further Assurances. Each of the parties to this Second Amendment will cooperate and take such action as may be reasonably requested by the other party in order to carry out the provisions and purposes of this Second Amendment, the Agreement and any transactions contemplated hereunder and thereunder.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have caused this Second Amendment to be duly executed as of the date set forth above.

STRATASYS LTD.

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

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

CONTINENTAL STOCK TRANSFER & TRUST COMPANY

By: /s/ Margaret B. Lloyd
Name: Margaret B. Lloyd
Title: Vice President

[Signature Page to Second Amendment to Rights Agreement]

EXHIBIT A

OFFICER'S CERTIFICATE

September 28, 2023

Pursuant to Section 28 of the Rights Agreement, dated as of July 25, 2022 (as amended through the date hereof, the Rights Agreement"), by and between Stratasys Ltd., an Israeli company (the "Company"), and Continental Stock Transfer & Trust Company, a New York corporation, as rights agent (the "Rights Agent"), the undersigned officer of the Company does hereby certify that the Second Amendment to Rights Agreement, to be entered into as of the date hereof by and between the Company and the Rights Agent, is in compliance with the terms of Section 28 of the Rights Agreement.

IN WITNESS WHEREOF, the undersigned hereby executes this Officer's Certificate as of the date first above written.

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

[Signature Page to Officer Certificate]

NOT FOR IMMEDIATE RELEASE**Stratasys to Explore Strategic Alternatives to Maximize Shareholder Value***Terminates Merger Agreement with Desktop Metal**Board of Directors Adopts Limited Extension of Shareholder Rights Plan*

MINNEAPOLIS & REHOVOT, Israel—September 28, 2023— Stratasys Ltd. (Nasdaq: SSYS) (“Stratasys” or the “Company”), a leader in polymer 3D printing solutions, today announced that its Board of Directors has initiated a process to explore strategic alternatives for the Company. This decision follows its announcement that, based on its preliminary count of the votes cast at the Company’s Extraordinary General Meeting of Shareholders (the “Stratasys EGM”), Stratasys shareholders did not approve the terms of the previously announced merger agreement with Desktop Metal, Inc. (NYSE: DM) (“Desktop Metal”) dated May 25, 2023 (the “Merger Agreement”). Accordingly, Stratasys has terminated the Merger Agreement. The final, certified voting results for the Stratasys EGM will be provided in a Form 6-K to be furnished to the U.S. Securities and Exchange Commission, which Stratasys expects to occur within four business days.

The comprehensive process to maximize shareholder value will begin immediately. Potential strategic alternatives to be explored or evaluated may include, but are not limited to, a strategic transaction, potential merger, business combination or sale.

“We have decided to undertake a comprehensive and thorough review of all available strategic alternatives,” said Dov Ofer, Chairman of Stratasys’ Board of Directors. “We are entering this review as the leader in the additive manufacturing space and will continue to execute our strategy, powered by innovation and profitable growth, which has led Stratasys to outpace the competition. Importantly, we remain focused on our mission to deliver value to customers and are committed to taking the appropriate actions to maximize value for all Stratasys shareholders.”

There can be no assurance that the Company’s strategic review process will result in any transaction or other strategic outcome. Stratasys does not intend to disclose further developments on this strategic review process unless and until it determines that such disclosure is appropriate or necessary.

Shareholder Rights Plan Extension

Additionally, the Stratasys Board of Directors has unanimously adopted an amendment to Stratasys’ shareholder rights plan (the “Rights Plan”), pursuant to which the expiration date of the Rights Plan was extended for three months.

The Rights Plan is not intended to prevent or interfere with any action with respect to Stratasys that the Board determines to be in the best interests of the Company and its shareholders. Instead, it will support the Board's ability to carry out its strategic review process and position the Board to fulfill its fiduciary duties on behalf of all shareholders by ensuring the Board is able to evaluate all options to maximize shareholder value, and preserve for all shareholders the long-term value of the company in the event of a takeover or acquisition of a controlling stake without the payment of a control premium for all Stratasys ordinary shares.

Additional details about the Rights Plan extension will be included in a separate Form 6-K to be furnished by Stratasys to the SEC.

Advisors

J.P. Morgan is acting as exclusive financial advisor to Stratasys, and Meitar Law Offices and Wachtell, Lipton, Rosen & Katz are serving as legal counsel.

About Stratasys

Stratasys is leading the global shift to additive manufacturing with innovative 3D printing solutions for industries such as aerospace, automotive, consumer products, healthcare, fashion and education. Through smart and connected 3D printers, polymer materials, a software ecosystem, and parts on demand, Stratasys solutions deliver competitive advantages at every stage in the product value chain. The world's leading organizations turn to Stratasys to transform product design, bring agility to manufacturing and supply chains, and improve patient care.

To learn more about Stratasys, visit www.stratasys.com, the Stratasys blog, Twitter, LinkedIn, or Facebook. Stratasys reserves the right to utilize any of the foregoing social media platforms, including the Company's websites, to share material, non-public information pursuant to the SEC's Regulation FD. To the extent necessary and mandated by applicable law, Stratasys will also include such information in its public disclosure filings.

Stratasys is a registered trademark and the Stratasys signet is a trademark of Stratasys Ltd. and/or its subsidiaries or affiliates. All other trademarks are the property of their respective owners.

Forward-Looking Statements

This document contains forward-looking statements that involve risks, uncertainties and assumptions, including, without limitation, statements related to the process to explore and evaluate strategic alternatives and potential outcomes thereof. There can be no assurance of a successful outcome from these efforts, or of the form or timing of any such outcome. All statements in this communication, other than statements of historical fact, are forward-looking statements that may be identified by the use of the words “outlook,” “guidance,” “expects,” “believes,” “anticipates,” “should,” “estimates,” and similar expressions. Such statements are based on management’s beliefs and assumptions made based on information currently available to management. These forward-looking statements involve known and unknown risks and uncertainties, which may cause Stratasys’ actual results and performance to be materially different from those expressed or implied in the forward-looking statements. For additional information about other factors that could cause actual results to differ materially from those described in the forward-looking statements, please refer to Stratasys’ periodic reports and other filings with the SEC, including the risk factors identified in Stratasys’ Annual Reports on Form 20-F, and Stratasys’ Reports of Foreign Private Issuer on Form 6-K that published its results for the quarter and six months ended June 30, 2023, which it furnished to the SEC on August 9, 2023. The forward-looking statements included in this communication are made only as of the date hereof. Stratasys undertakes no obligation to update any forward-looking statements to reflect subsequent events or circumstances, except as required by law.

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