

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A/A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
Pursuant to Section 12(b) or (g) of the
Securities Exchange Act of 1934

STRATASYS LTD.
(Exact Name of Registrant as Specified in its Charter)

Israel

(State of incorporation
or organization)

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

(Address of principal executive offices) (Zip Code)

Not applicable

(I.R.S. Employer
Identification No.)

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

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class to be so Registered	Name of Each Exchange on Which Each Class is to be Registered
Rights to Purchase Ordinary Shares, par value NIS 0.01 per share	The NASDAQ Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), please check the following box:

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), please check the following box:

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box:

Securities Act registration statement file number to which this form relates: N/A

Securities to be registered pursuant to Section 12(g) of the Act:

None
(Title of Each Class)

The undersigned registrant hereby amends the Registration Statement on Form 8-A filed by the registrant with the Securities and Exchange Commission on July 25, 2022 as set forth below:

Item 1. Description of Securities To Be Registered.

On July 24, 2022, the Board of Directors (the “Board”) of Stratasys Ltd. (“Stratasys” or the “Company”) approved the issuance of one special purchase right (a “Right”) for each ordinary share, par value 0.01 New Israeli Shekels per share, of the Company outstanding at the close of business on August 4, 2022, to the shareholders of record on that date, and adopted a shareholder rights plan, as set forth in the Rights Agreement dated as of July 25, 2022 (the “Rights Agreement”), by and between the Company and Continental Stock Transfer & Trust Company, as rights agent.

On May 25, 2023, in connection with the Company’s entry into an agreement with Desktop Metal, Inc. (“Desktop Metal”) pursuant to which the Company and Desktop Metal would have combined in an all-stock merger (the “Desktop Metal Merger Agreement”), the Company entered into the First Amendment to the Rights Agreement (the “First Amendment”). Under 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 Sun Shareholders’ Meeting (as defined in the Desktop Metal Merger Agreement) (unless such Sun Shareholders’ Meeting has been validly adjourned or postponed, in which case at the final adjournment or postponement thereof) or such time as the Desktop Metal Merger Agreement has been terminated in accordance with its terms.

On September 28, 2023, the Company entered into the Second Amendment to the Rights Agreement (the “Second Amendment”). Under the Second Amendment, which was unanimously approved by the Board, the expiration date of the Rights Agreement was extended to December 31, 2023.

The Rights are in all respects subject to and governed by the provisions of the Rights Agreement, which was included as an exhibit in the Company’s Form 8-A filing, dated 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 the Company’s Report of Foreign Private Issuer on Form 6-K filed on May 1, 2023 and the Company’s Report of Foreign Private Issuer on Form 6-K filed on July 25, 2022, and is qualified in its entirety by reference to the full text of the Rights Agreement and the Second Amendment.

Item 2. Exhibits.

4.1 [Second Amendment to Rights Agreement, dated as of September 28, 2023, between Stratasys Ltd. and Continental Stock Transfer & Trust Company \(incorporated by reference to Exhibit 4.1 to the Report of Foreign Private Issuer on Form 6-K furnished by the Company to the SEC on September 28, 2023\)](#)

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

STRATASYS LTD.

Dated: September 28, 2023

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