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

SCHEDULE 13D/A  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
§ 240.13d-2(a)

(Amendment No. 12)

Stratasys Ltd.  
(Name of Issuer)

Ordinary Shares, par value NIS 0.01 per share  
(Title of Class of Securities)

M85548101  
(CUSIP Number)

NANO DIMENSION LTD.  
2 Ilan Ramon, Ness Ziona,  
7403635, Israel

Tomer Pinchas  
2 Ilan Ramon, Ness Ziona,  
7403635, Israel  
972-73-7509142  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

December 23, 2023  
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

<sup>1</sup> The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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1	NAME OF REPORTING PERSON Nano Dimension Ltd.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Israel	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 9,695,015
	8	SHARED VOTING POWER 100
	9	SOLE DISPOSITIVE POWER 9,695,015
	10	SHARED DISPOSITIVE POWER 100
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9,695,115	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 14.02%*	
14	TYPE OF REPORTING PERSON CO	

\* Based on 69,136,761 Ordinary Shares outstanding as of September 28, 2023 (as reported by the Issuer in its Report on Form 6-K filed with the Securities and Exchange Commission on September 28, 2023).

1	NAME OF REPORTING PERSON Nano Dimension NY Ltd.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS N/A	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION New York	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 100
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 100
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 100	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.000001%*	
14	TYPE OF REPORTING PERSON CO	

\* Based on 69,136,761 Ordinary Shares outstanding as of September 28, 2023 (as reported by the Issuer in its Report on Form 6-K filed with the Securities and Exchange Commission on September 28, 2023).

This Amendment No. 12 to Schedule 13D (this "Schedule 13D/A") amends and supplements the Schedule 13D initially filed with the Securities and Exchange Commission (the "SEC") on March 6, 2023, as amended by Amendment No. 1 on March 10, 2023, Amendment No. 2 on March 30, 2023, Amendment No. 3 on May 25, 2023, Amendment No. 4 on May 31, 2023, Amendment No. 5 on June 9, 2023, Amendment No. 6 on June 14, 2023, Amendment No. 7 on June 27, 2023, Amendment No. 8 on July 10, 2023, Amendment No. 9 on July 20, 2023, Amendment No. 10 on July 28, 2023 and Amendment No. 11 on August 1, 2023 (as amended, the "Schedule 13D") by Nano Dimension Ltd., a corporation incorporated under the laws of Israel (the "Company"), and Nano Dimension NY Ltd., a New York corporation and a wholly-owned subsidiary of the Company (the "Subsidiary"), pursuant to Rule 13d-1(e) under the Securities Exchange Act of 1934, as amended.

Item 1. Security and Issuer.

This item is not being amended by this Schedule 13D/A.

Item 2. Identity and Background.

"Item 2. Identity and Background" of the Schedule 13D is hereby amended and restated as follows:

This Schedule 13D is being filed by the following (each, a "Reporting Person" and together the "Reporting Persons"):

(i) the Company; and

(ii) Nano Dimension NY Ltd., a New York corporation and a wholly-owned direct subsidiary of the Company (the "Subsidiary").

The principal business address of the Reporting Persons is: 2 Ilan Ramon, Ness Ziona 7403635 Israel.

The directors of the Company are Yoav Nissan-Cohen (chairman of the Board of Directors of the Company), Simon Anthony-Fried, Yoav Stern, Oded Gera, Roni Kleinfeld, Christopher J. Moran and Michael X. Garrett. The executive officers of the Company are Yoav Stern (Chief Executive Officer), Tomer Pinchas (Chief Operating Officer), Hanan Gino (Chief Product Officer and Head of Strategic M&A), Zvi Peled (President of Nano Dimension EMEA) and Zivi Nedivi (President), Nick Geddes (Chief Technology Officer) and Yael Sandler (Chief Financial Officer).

The Subsidiary is a corporation that was formed on June 23, 2023 as a wholly owned direct subsidiary of the Company to engage in any lawful act or activity for which corporations may be organized under the New York Business Corporation Law.

The directors of the Subsidiary are Yoav Stern and Zivi Nedivi. The officers of the Subsidiary are Yoav Stern (President), Zivi Nedivi (Secretary) and Yael Sandler (Chief Financial Officer).

Neither the Reporting Persons nor, to the knowledge of the Reporting Persons, any individual specified above, during the last five years, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or been party to any civil proceeding of a judicial or administrative body of competent jurisdiction which resulted in a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

To the knowledge of the Reporting Persons, each of the individuals listed above is a citizen of Israel or the United States.

Item 3. Source and Amount of Funds or Other Consideration.

This item is not being amended by this Schedule 13D/A.

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Item 4. Purpose of Transaction.

“Item 4. Purpose of Transaction” of the Schedule 13D is hereby amended to add the following:

On December 23, 2023, the Company submitted to the Stratasys Ltd. (“Stratasys”) board of directors a letter regarding a preliminary indicative non-binding proposal to acquire all the outstanding ordinary shares of Stratasys that it does not currently own for \$16.50 per share in cash, with an ability to increase its price subject to due diligence, a copy of which is filed hereto as Exhibit 99.1 and incorporated herein by reference. The proposal is subject to the completion of a satisfactory confirmatory due diligence process and the negotiation and execution of a mutually satisfactory definitive acquisition agreement. There is no guarantee that an acquisition will be completed.

On the same day, the Company issued a press release regarding the same, a copy of which is filed as Exhibit 99.2 and incorporated herein by reference.

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Item 5. Interest in Securities of the Issuer.

“Item 5. Interest in Securities of the Issuer” of the Schedule 13D is hereby amended and restated as follows:

The aggregate percentage of Issuer ordinary shares reported owned by the Reporting Persons is based upon 69,136,761 Issuer ordinary shares outstanding as of September 28, 2023, as reported by the Issuer in its Report on Form 6-K filed with the Securities and Exchange Commission on September 28, 2023.

To the Reporting Persons’ knowledge, the individuals named in Item 2 above do not beneficially own any Issuer ordinary shares.

- a. As of December 22, 2023, the Company beneficially owned 9,695,115 Issuer ordinary shares, including 100 shares owned directly by the Subsidiary, representing approximately 14.02% of the ordinary shares of the Issuer outstanding as of September 28, 2023.

As of December 22, 2023, the Subsidiary beneficially owned 100 ordinary shares of the Issuer, representing less than 0.0000001% of the ordinary shares of the Issuer outstanding as of September 28, 2023.

b.

1. The Company’s sole power to vote or direct vote: 9,695,015
  2. The Company’s shared power to vote or direct vote: 100
  3. The Company’s sole power to dispose or direct the disposition: 9,695,015
  4. The Company’s shared power to dispose or direct the disposition: 100
  5. The Subsidiary’s sole power to vote or director vote: 0
  6. The Subsidiary’s shared power to vote or direct vote: 100
  7. The Subsidiary’s sole power to dispose or direct the disposition: 0
  8. The Subsidiary’s shared power to dispose or direct the disposition: 100
- c. There have been no transactions in the Issuer’s ordinary shares by the Reporting Persons, or any of the persons named in Item 2 above, during the past sixty days.
- d. No other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the securities covered by this Schedule 13D.
- e. Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

This item is not being amended by this Schedule 13D/A.

Item 7. Material to be Filed as Exhibits.

“Item 7. Material to be Filed as Exhibits” of the Schedule 13D is hereby amended to add the following:

Exhibit

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|------|--|
| 99.1 | <a href="#">Letter sent by Nano Dimension Ltd. to Stratays board of directors on December 23, 2023.</a>  |
| 99.2 | <a href="#">Press release issued by Nano Dimension Ltd. on December 23, 2023, titled “Nano Dimension Announces Preliminary All Cash Proposal to Acquire Stratays for \$16.50 per share”.</a> |
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SIGNATURES

After reasonable inquiry and to the best of her knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: December 26, 2023

Nano Dimension Ltd.

By: /s/ Tomer Pinchas  
Name: Tomer Pinchas  
Title: Chief Operating Officer

Nano Dimension NY Ltd.

By: /s/ Tomer Pinchas  
Name: Tomer Pinchas  
Title: Chief Operating Officer

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December 23<sup>rd</sup>, 2023

To: The Board of Directors of Stratasys, Ltd.  
Attn: Dov Ofer, Chairman, and Yoav Zeif, Chief Executive Officer

Dear Dov and Yoav,

As you know, Nano Dimension Ltd. (collectively with its affiliates, "NANO" or "we") has been a significant long-term shareholder of Stratasys Ltd. ("Stratasys" or the "Company") and gained high regard and appreciation for the Company's achievements under your leadership. We have been particularly impressed by the Company's trajectory as a polymers' Additive Manufacturing ("AM") pioneer, creating the preeminent platform for premium polymers' 3D printing systems, material and consumables as well as design and other supporting software.

We have closely followed the Company's operational and financial performance in recent quarters, and we paid special attention to your previously announced September 28<sup>th</sup> public statement that you are pursuing a Strategic Alternatives process, including a sale of the Company. Given the ongoing challenges in Israel, we have spent the better part of the past three months ensuring that our people, our business and our stakeholders were safe and on solid foundation; we are now prepared to move forward with our publicly stated strategy of acquiring best-in-class AM assets to create an AM leader for tomorrow's generation.

As such, Dr. Yoav Nissan-Cohen (Chairman of Nano Dimension) and I (Chief Executive officer of same) are pleased to present you with this non-binding indicative offer (the "Indicative Offer"), to acquire all of the Stratasys shares that we do not currently own for \$16.50 in cash per share (the "Proposed Transaction").<sup>1</sup>

This Proposed Transaction not only represents a significant premium of 40% to the VWAP since September 28<sup>th</sup>, the day that Stratasys announced its strategic review, but also a 26% premium to the closing price on December 22<sup>nd</sup>. This Proposed Transaction would give all shareholders a direct path to realizing a compelling premium for their shares with far greater certainty than if Stratasys were to remain a publicly traded company. Upon completion of an expedited confirmatory due diligence process, we believe that we should be able to increase our offer. The Proposed Transaction has received the full support of Nano Dimension's Board of Directors, and all necessary internal approvals have been received by Nano Dimension to proceed.

While we anticipate financing the proposal with available cash on hand, Nano Dimension has entered discussions with financing sources to support any transaction, should such support be needed, and there will be no financing contingency related to the Proposed Transaction.

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<sup>1</sup> Nano Dimension is currently the largest shareholder of Stratasys, owning 9.695 million shares.





Further, it should be said that Nano Dimension views certain management team members and employees of any organization as a vital component of the organization's ability to continue to compete and succeed in the marketplace. Nano Dimension will commit to motivating and endeavoring to retain the key personnel of Stratasys, including the issuance of retention packages and equity participation to help participate in any future value created.

Lastly, we are prepared to focus our efforts on the Proposed Transaction and are confident we can complete our due diligence and negotiate all definitive documentation within 30 days. Notwithstanding the foregoing, we would expect to jointly agree on the appropriate timeline to best position the Proposed Transaction for future success. We are willing to dedicate meaningful financial and personnel resources to this project and would expect a similar level of commitment from the Company.

#### Advisors

We have retained Greenhill & Co., LLC ("Greenhill") and Sullivan & Worcester, LLC ("Sullivan") to advise us on this Proposed Transaction. Any notification under this agreement and any email exchanged by parties shall be conducted with NANO's advisors at the addresses stipulated below:

#### **Greenhill & Co., LLC**

Douglas Jackson  
Co-Head of U.S. M&A  
155 North Wacker Drive  
Chicago, IL 60606, USA  
DJackson@greenhill.com

#### **Sullivan & Worcester LLP**

Oded Har-Even  
Partner  
1633 Broadway  
New York, NY, 10019, USA  
OHareven@sullivanlaw.com

Guy Rozentsveig  
Principal  
155 North Wacker Drive  
Chicago, IL 60606, USA  
Guy.Rozentsveig@greenhill.com

#### **Greenberg Traurig, LLC**

Bruce March  
Chair of Global Corporate  
Practice  
401 East Las Olas Boulevard,  
Suite 2000  
Fort Lauderdale, FL 33301  
marchb@gtlaw.com



This Indicative Offer is not intended to be a binding contract between us or an offer by us capable of acceptance, but rather it is a proposal to confirm NANO's interest in Stratasys and to facilitate further discussions. NANO and Stratasys will be bound only in accordance with the terms and conditions to be negotiated and contained in mutually executed definitive documentation. This letter shall be governed by and construed in accordance with the laws of New York, USA, without regard to principles of conflicts of law.

Gentlemen, I would like to reiterate our sincere interest and enthusiasm in pursuing this opportunity with Stratasys. Like you, we have been affected meaningfully by the Israel-Hamas war, and we stand with you in partnership to move forward and provide value to both our shareholders.

We remain available both personally as well as through our advisers to elaborate on our Indicative Offer. We look forward to hearing from you expeditiously.

Sincerely,

Nano Dimension Ltd.

By: /s/ Yoav Stern  
Yoav Stern  
Chief Executive Officer



## Nano Dimension Announces Preliminary All Cash Proposal to Acquire Stratasys for \$16.50 per share

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Waltham, Mass., Dec. 23, 2023 (GLOBE NEWSWIRE) -- Nano Dimension Ltd. (Nasdaq: NNDM) (“Nano Dimension”, or “Nano” or the “Company”), a leading supplier of Additively Manufactured Electronics (“AME”) and multi-dimensional polymer, metal & ceramic Additive Manufacturing (“AM”) 3D printers, today announced that it has submitted a preliminary all cash proposal to the Board of Directors of Stratasys Ltd. (Nasdaq: SSYS) (“Stratasys”) to purchase all the outstanding shares of Stratasys that it does not currently own for \$16.50 per share in cash, with an ability to increase its price subject to due diligence. This proposal represents a 40% premium from the volume-weighted average Stratasys share price since September 28, 2023, the day that Stratasys announced that its Board of Directors initiated a process to explore strategic alternatives for the Company, including a potential sale.<sup>1</sup>

Notwithstanding the public announcement from Stratasys that it intended to launch a comprehensive strategic review, Nano Dimension’s standing as the largest single shareholder of Stratasys, Nano Dimension’s current liquidity profile including over \$800 million of net cash, and Nano Dimension’s publicly announced prior attempts to acquire Stratasys, Nano Dimension has not been approached by Stratasys or its representatives during Stratasys’ strategic alternatives assessment. To this end, a public press release announcing Nano Dimension’s intent is believed to be required.

Following the proactive submission of its proposal to acquire Stratasys, Nano Dimension is willing to immediately enter customary transaction-related documentation required to complete confirmatory due diligence and seeks to do so in the immediate future. Given Nano Dimension’s deep understanding of Stratasys and the AM industry, only a short due diligence period is expected to be required by the Board of Nano Dimension.

In addition to financing the proposal with available cash on hand, Nano Dimension has entered discussions with financing sources to support any transaction, should such support be needed, and there is no financing contingency to the proposal. The proposal is subject to the completion of a satisfactory confirmatory due diligence process and the negotiation and execution of a mutually satisfactory definitive acquisition agreement. There is no guarantee that an acquisition will be completed.

Since the Israel-Hamas war began on October 7<sup>th</sup>, senior leadership at Nano Dimension have been consumed with ensuring that its business and its employees are safe, protected, and supported. Conscious that Stratasys itself also has a significant presence in Israel, Nano Dimension has sought to minimize unnecessary disruption. As time has passed and with the foundation of many Israel-based companies firmly stabilized, Nano Dimension can now continue with its publicly stated strategy of acquiring leading AM companies to create the best-in-class market leader for the next generation of development.

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<sup>1</sup> Since the September 28, 2023, announcement date by the Stratasys Board of Directors to pursue strategic alternatives, SSYS share price has had a volume-weighted average share price of \$11.75. Per Bloomberg.

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### **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](http://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 the acquisition proposal and consideration and other terms and financing of such proposed acquisition, potential benefits and advantages of the proposed acquisition, the negotiation of a definitive agreement and growth and value creation opportunities. Because such statements deal with future events and are based on Nano Dimension’s current expectations, they are subject to various risks and uncertainties. The execution of a definitive acquisition agreement between Nano Dimension and Stratasys would be subject to approval by each company’s Board of Directors and completion of the transaction would be subject to customary closing conditions, including the receipt of required regulatory approvals and approval of Stratasys shareholders. 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.

### **NANO DIMENSION INVESTOR RELATIONS CONTACT**

Investor Relations | [ir@nano-di.com](mailto:ir@nano-di.com)

### **NANO DIMENSION MEDIA CONTACTS**

Kal Goldberg / Bryan Locke / Kelsey Markovich | [NanoDimension@fgsglobal.com](mailto:NanoDimension@fgsglobal.com)

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