

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

STRATASYS LTD.

(Exact name of registrant as specified in its charter)

Israel

(State or Other Jurisdiction 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 Number)

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

Stratasys Ltd. 2022 Share Incentive Plan
(Full Title of the Plans)

**Richard Garrity
c/o Stratasys, Inc.
7665 Commerce Way
Eden Prairie, Minnesota 55344**
(Name and address of agent for service)

(952) 937-3000
(Telephone number, including area code, of agent for service)

Copies to:

**Jonathan M. Nathan, Adv.
Meitar | Law Offices
16 Abba Hillel Silver Rd.
Ramat Gan 5250608, Israel
Tel: +972-3-610-3100**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). (Check one):

- | | | | |
|-------------------------|-------------------------------------|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> | Smaller reporting company | <input type="checkbox"/> |
| | | Emerging growth company | <input type="checkbox"/> |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.



EXPLANATORY NOTE

This Registration Statement on Form S-8 (this “**Registration Statement**”) registers the offer, issuance and sale of a total of up to an additional 2,374,292 ordinary shares, par value New Israeli Shekel (“**NIS**”) 0.01 per share (“**Ordinary Shares**”), of Stratasys Ltd. (“**Stratasys**,” the “**Company**,” the “**Registrant**,” “**our company**,” “**we**” or “**us**”) to Stratasys’ and/or its subsidiaries’ officers, employees, directors and consultants under the Stratasys Ltd. 2022 Share Incentive Plan, as amended (the “**2022 Plan**”). All of these Ordinary Shares are available for issuance pursuant to potential future grants under the 2022 Plan.

Pursuant to Instruction E of Form S-8, the contents of the Company’s registration statement on [Form S-8](#), Commission File No. 333-270249, filed with the Securities and Exchange Commission (the “**Commission**”) on March 3, 2023, covering offers, issuances and sales of Ordinary Shares under the 2022 Plan, are incorporated herein by reference, and made a part of this Registration Statement, except as amended or supplemented by the information set forth below.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information*

Item 2. Registrant Information and Employee Plan Annual Information*

- * The documents containing the information specified in this Part I of Form S-8 (plan information and registrant information and employee plan annual information) will be sent or given to employees as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the "**Securities Act**"). Such documents are not required to be and are not filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of this Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

Information Required in the Registration Statement

Item 3. Incorporation of Documents by Reference.

We hereby incorporate by reference herein the following documents (or portions thereof) that we have filed with or furnished to the Commission:

(a) Our Annual Report on [Form 20-F](#) for the fiscal year ended December 31, 2023, filed with the Commission on March 11, 2024 (the **2023 Form 20-F**”).

(b) The description of our Ordinary Shares under “Item 1. Description of Registrant’s Securities to be Registered” in our registration statement on [Form 8-A](#), filed with the Commission on December 3, 2012, as updated by [Exhibit 2.2](#) to the 2023 Form 20-F, and any amendment or report filed for the purpose of further updating that description.

All other documents filed by us pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act and, to the extent designated therein, Reports of Foreign Private Issuer on Form 6-K furnished by us to the Commission, in each case, subsequent to the effective date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered under the Registration Statement have been sold, or deregistering all securities then remaining unsold, are also incorporated herein by reference and shall be a part hereof from the date of the filing or furnishing of such documents.

Any statement contained in a document incorporated or deemed incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

Exhibit Number	Exhibit
4.1.1	Stratasys Ltd. 2022 Share Incentive Plan (1)
4.1.2	Amendment No. 1 to Stratasys Ltd. 2022 Share Incentive Plan increasing the number of Ordinary Shares authorized for issuance thereunder*
4.2	Articles of Association of the Registrant, as amended (2)
4.3	Memorandum of Association of the Registrant (3)
4.4	Specimen ordinary share certificate of the Registrant (4)
5.1	Opinion of Meitar Law Offices as to the legality of Stratasys Ltd.'s Ordinary Shares being registered*
23.1	Consent of Kesselman & Kesselman, a member firm of PricewaterhouseCoopers International Limited, an independent registered public accounting firm*
23.2	Consent of Meitar Law Offices (included in Exhibit 5.1)*
24	Power of Attorney (included on the signature page of this Registration Statement)*
107	Filing Fee Table*

- (1) Incorporated by reference to Exhibit 99.1 to the Registrant's Report of Foreign Private Issuer on Form 6-K furnished to the Commission on August 26, 2022
 - (2) Incorporated by reference to Appendix A to the Registrant's proxy statement for its February 3, 2015 extraordinary general meeting of shareholders, attached as Exhibit 99.1 to the Registrant's Report of Foreign Private Issuer on Form 6-K (Commission File No. 001-35751) furnished to the Commission on January 6, 2015.
 - (3) Incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form F-4 (Commission File No. 333-182025) filed with the Commission on June 8, 2012.
 - (4) Incorporated by reference to Exhibit 4.1 to Amendment No. 3 to the Registrant's Registration Statement on Form F-4 (Commission File No. 333-182025) filed with the Commission on August 6, 2012.
- * Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8, and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rehovot, State of Israel, on this 12th day of March, 2024.

Stratasy Ltd.

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

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that the undersigned officers and directors of Stratasy Ltd., an Israeli corporation, do hereby constitute and appoint Yoav Zeif, Chief Executive Officer, and Eitan Zamir, Chief Financial Officer, and each of them, their lawful attorneys-in-fact and agents with full power and authority to do any and all acts and things and to execute any and all instruments which said attorneys and agents, and any one of them, determine may be necessary or advisable or required to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules or regulations or requirements of the Securities and Exchange Commission in connection with this Registration Statement. Without limiting the generality of the foregoing power and authority, the powers granted include the power and authority to sign the names of the undersigned officers and directors in the capacities indicated below to this Registration Statement, to any and all amendments, both pre-effective and post-effective, and supplements to this Registration Statement, and to any and all instruments or documents filed as part of or in conjunction with this Registration Statement or amendments or supplements thereof, and each of the undersigned hereby ratifies and confirms that all said attorneys and agents, or any one of them, shall do or cause to be done by virtue hereof. This Power of Attorney may be signed in several counterparts.

IN WITNESS WHEREOF, each of the undersigned has executed this Power of Attorney as of the date indicated.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Yoav Zeif</u> Yoav Zeif	Chief Executive Officer (Principal Executive Officer)	March 12, 2024
<u>/s/ Eitan Zamir</u> Eitan Zamir	Chief Financial Officer (Principal Financial and Accounting Officer)	March 12, 2024
<u>/s/ Dov Ofer</u> Dov Ofer	Chairman of the Board	March 12, 2024
<u>/s/ S. Scott Crump</u> S. Scott Crump	Director	March 12, 2024
<u>/s/ Aris Kekedjian</u> Aris Kekedjian	Director	March 12, 2024
<u>/s/ John J. McElaney</u> John J. McElaney	Director	March 12, 2024
<u>/s/ David Reis</u> David Reis	Director	March 12, 2024
<u>/s/ Michael Schoellhorn</u> Michael Schoellhorn	Director	March 12, 2024
<u>/s/ Yair Seroussi</u> Yair Seroussi	Director	March 12, 2024
<u>/s/ Adina Shorr</u> Adina Shorr	Director	March 12, 2024

AUTHORIZED REPRESENTATIVE IN
THE UNITED STATES:

Stratasy, Inc.

By: /s/ Richard Garrity
Name: Richard Garrity
Title: Chief Industrial Business Unit Officer
Date: March 12, 2024

Amendment No. 1 to



**STRATASYS LTD.
2022 Share Incentive Plan**

Section 5.1 of the Stratasys Ltd. 2022 Share Incentive Plan is hereby amended and restated in its entirety as follows:

“5.1. The maximum aggregate number of Shares that may be issued pursuant to Awards under this Plan (the **Pool**) shall be 3,948,292. Notwithstanding the foregoing, the total number of Shares that may be issued pursuant to Incentive Stock Options granted under this Plan shall be 1,574,000, subject to adjustment as provided in Section 14.1. The Board may, at its discretion, reduce the number of Shares that may be issued pursuant to Awards under this Plan, at any time (provided that such reduction does not derogate from any issuance of Shares in respect of Awards then outstanding).”



March 12, 2024

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

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as Israeli counsel to Stratasys Ltd., a company organized under the laws of the State of Israel (the "**Company**"), in connection with its registration statement on Form S-8 (the "**Registration Statement**") filed with the Securities and Exchange Commission under the Securities Act of 1933 (the "**Securities Act**") covering the offer, issuance and sale of an additional 2,374,292 ordinary shares of the Company, par value New Israeli Shekel 0.01 per share (collectively, the "**Shares**"), under the Stratasys Ltd. 2022 Share Incentive Plan (the "**Plan**").

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of the Plan, as amended, the Registration Statement, the Company's Memorandum of Association and Articles of Association, as amended, and such other agreements, certificates, resolutions, minutes and other statements of corporate officers and other representatives of the Company and others, and other documents provided to us by the Company as we have deemed necessary or appropriate as a basis for this opinion.

In rendering an opinion on the matters hereinafter set forth, we have assumed the authenticity of all original documents submitted to us as certified, conformed or photographic copies thereof, the genuineness of all signatures and the due authenticity of all persons executing such documents. We have assumed the same to have been properly given and to be accurate. We have also assumed the truth of all facts communicated to us by the Company and that all consents, minutes and protocols of meetings of the Company's board of directors which have been provided to us are true and accurate and have been properly prepared in accordance with the Company's Articles of Association (as amended) and all applicable laws. In addition, we have assumed that the Company will receive the full consideration for the Shares (which may consist, in part or in full, of services performed for the Company).

Members of our firm are admitted to the Bar in the State of Israel, and we do not express any opinion as to the laws of any other jurisdiction. This opinion is limited to the matters stated herein and no opinion is implied or may be inferred beyond the matters expressly stated.

Based upon and subject to the foregoing, we are of the opinion that the Shares have been duly authorized and reserved for issuance and, when issued and paid for, will be legally issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement. In giving this opinion and such consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act, the rules and regulations of the Securities and Exchange Commission promulgated thereunder, or Item 509 of Regulation S-K promulgated under the Securities Act.

Very truly yours,

/s/ Meitar Law Offices

Meitar | Law Offices



CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Stratasys Ltd. of our report dated March 11, 2024 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Stratasys Ltd.'s Annual Report on Form 20-F for the year ended December 31, 2023.

Tel-Aviv, Israel
March 12, 2024

/s/ Kesselman & Kesselman
Certified Public Accountants (Isr.)
A member firm of PricewaterhouseCoopers International Limited

Calculation of Filing Fee Table

Form S-8
(Form Type)

Stratasy Ltd.
(Exact Name of Registrant as Specified in its Charter)
Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Fees to Be Paid	Equity	Ordinary Shares, par value New Israeli Shekel 0.01 per share (“ordinary shares”)	Other ⁽²⁾	2,374,292 ⁽³⁾	\$ 11.73 ⁽²⁾	\$ 27,850,446	\$ 0.0001476	\$ 4,110.73
	Total Offering Amounts			2,374,292		\$ 27,850,446		\$ 4,110.73
	Total Fees Previously Paid							--
	Total Fee Offsets							--
	Net Fee Due							\$ 4,110.73

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional ordinary shares of the Registrant that become issuable under the Stratasy Ltd. 2022 Share Incentive Plan (the “**2022 Plan**”) in respect of the ordinary shares being registered to prevent dilution resulting from any share dividend, share split, recapitalization or other similar transaction effected without the receipt of consideration that increases the number of outstanding ordinary shares.
- (2) Estimated in accordance with Rules 457(c) and 457(h) solely for the purpose of calculating the registration fee based on \$11.73 per ordinary share, which represents the average of the high and low prices of the ordinary shares as reported on the Nasdaq Global Select Market on March 6, 2024.
- (3) Represents ordinary shares available for issuance pursuant to potential future grants under the 2022 Plan