

Kornit Digital Ltd.
Form S-8
March 30, 2017

As filed with the Securities and Exchange Commission on March 30, 2017

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

**REGISTRATION STATEMENT
UNDER THE
SECURITIES ACT OF 1933**

Kornit Digital Ltd.

(Exact name of registrant as specified in charter)

State of Israel

(State or other jurisdiction of

incorporation or organization)

Not Applicable

(I.R.S. Employer

Identification No.)

12 Ha' Amal Street, Afek Park,

4809246

Rosh-Ha'Ayin, Israel

(Address of principal executive offices) (Zip Code)

Kornit Digital Ltd. 2015 Incentive Compensation Plan

(Full Title of the Plan)

Kornit Digital North America Inc.

10541-10601 North Commerce Street

Mequon, WI 53092

(262) 518-0200

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies of communications to:

| | |
|---------------------------------------|-----------------------------------|
| | Clifford M. J. Felig, Adv. |
| Guy Avidan | |
| Chief Financial Officer | Aviv Avidan-Shalit, Adv. |
| | |
| Kornit Digital Ltd. | Meitar Liguornik Geva |
| | |
| 12 Ha' Amal Street, Afek Park, | Leshem Tal |
| Rosh-Ha'Ayin 4809246, Israel | 16 Abba Hillel Silver Rd. |
| | |
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| | |
| | Fax: +972-3-610-3111 |

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered (1)(2) | Proposed maximum offering price per share(4) | Proposed maximum aggregate offering price(4) | Amount of registration fee(4) |
|--------------------------------------|--------------------------------|--|--|-------------------------------|
| Ordinary Shares, par value NIS 0.01 | 929,689 | (3) \$ 17.50 | \$16,269,557.50 | \$ 1,885.64 |

Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers such indeterminate number of additional shares that may become issuable under the terms of (1) the Registrant’s 2015 Incentive Compensation Plan (the “2015 Plan”) by reason of any share split, share dividend, recapitalization or other similar transaction effected without the Registrant’s receipt of consideration which results in an increase in the number of the outstanding shares of the Registrant’s ordinary shares.

Pursuant to Rule 429 of the Securities Act, the prospectus delivered to participants under the 2015 Plan also related to an aggregate of 3,698,706 shares previously registered on Form S-8 Registration Number 333-203970 under the (2) Kornit Digital Ltd. 2004 Share Option Plan, the Kornit Digital Ltd. 2012 Share Incentive Plan, the Kornit Digital Ltd. 2015 Employee Share Purchase Plan and the 2015 Plan and on Form S-8 Registration Number 333-214015 under the 2015 Plan.

(3) Represents an automatic increase to the number of shares available for issuance under the 2015 Plan, effective January 1, 2017.

(4) Calculated in accordance with Rule 457(h)(1) and 457(c) promulgated under the Securities Act, based on the average of the high and low prices (\$17.95 and \$17.05) of the Registrant’s Ordinary Shares on the NASDAQ Global Select Market on March 23, 2017.

EXPLANATORY NOTE

The Registrant is filing this Registration Statement (this “**Registration Statement**”) to register an additional 929,689 ordinary shares, par value NIS 0.01 per share (“**Ordinary Shares**”), of Kornit Digital Ltd. (the “**Registrant**”) issuable pursuant to the Registrant’s 2015 Incentive Compensation Plan.

Pursuant to Instruction E of Form S-8, the contents of the Registrant’s registration statement on Form S-8 (File No. 333-203970) filed with the Securities and Exchange Commission (the “**Commission**”) on May 7, 2015 and the Registrant’s registration statement on Form S-8 (File No. 333-214015) filed with the Commission on October 6, 2016 are incorporated herein by reference, and the information required by Part II is omitted, except as 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 registration information and employee plan annual information) will be sent or given to employees as specified by the Commission pursuant to Rule 428(b)(1) of 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. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II hereof, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act. The Registrant will provide a written statement to participants advising them of the availability without charge, upon written or oral request, of the documents incorporated by reference in Item 3 of Part II hereof and including the statement in the preceding sentence. The written statement to all participants will indicate the availability without charge, upon written or oral request, of other documents required to be delivered pursuant to Rule 428(b), and will include the address and telephone number to which the request is to be directed.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed by the Registrant are incorporated herein by reference:

- (i) the Registrant's annual report on Form 20-F filed on March 30, 2017; and

- (ii) the description of the Registrant's Ordinary Shares contained in Item 1 of the Registration Statement on Form 8-A (File No. 001-36903) filed with the Commission on March 31, 2015.

In addition to the foregoing, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), prior to the filing of a post-effective amendment indicating that all securities offered hereby have been sold or deregistering all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained herein or in a document all or a portion of which is incorporated or deemed to be 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 such 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

The exhibits listed on the exhibit index at the end of this Registration Statement are included in this Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Rosh Ha-Ayin, Israel on this 30th day of March, 2017.

KORNIT DIGITAL LTD.

By: /s/ Gabi Seligsohn
Name: Gabi Seligsohn
Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that each person whose signature appears below hereby constitutes and appoints Gabi Seligsohn and Guy Avidan, and each of them severally, acting alone and without the other, his or her true and lawful attorneys-in-fact and agents, with full power to act separately and full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement and all additional registration statements pursuant to Rule 462(b) of the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or either of them or his or her or their substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons and entity on March 30, 2017 in the capacities indicated:

[Signature Page to Follow]

| Signatures | Title |
|--------------------------------------|--|
| /s/ Gabi Seligsohn Gabi Seligsohn | Chief Executive Officer (Principal Executive Officer) |
| /s/ Guy Avidan Guy Avidan | Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) |
| /s/ Yuval Cohen Yuval Cohen | Chairman of the Board of Directors |
| /s/ Ofer Ben-Zur Ofer Ben-Zur | Director |
| /s/ Eli Blatt Eli Blatt | Director |
| Lauri Hanover | Director |
| Marc Lesnick | Director |
| /s/ Alon Lumbroso Alon Lumbroso | Director |
| /s/ Jerry Mandel Jerry Mandel | Director |
| /s/ Dov Ofer Dov Ofer | Director |

**KORNIT DIGITAL
NORTH AMERICA INC.** Authorized Representative in the United States

By: /s/ Richard Thompson
Name: Richard Thompson
Title: President

EXHIBITS

| Exhibit No. | Description |
|-------------|---|
| 4.1 | Kornit Digital Ltd. 2015 Incentive Compensation Plan (incorporated by reference to Exhibit 10.21 of the Registration Statement on Form F-1 of the Registrant (File No. 333-202291)) |
| 4.2 | Articles of Association of the Registrant (incorporated by reference to Exhibit 3.1 of the Registration Statement on Form F-1 of the Registrant (File No. 333-202291)) |
| 4.3 | Specimen Ordinary Share Certificate of the Registrant (incorporated by reference to Exhibit 4.1 of the Registration Statement on Form F-1 of the Registrant (File No. 333-202291)) |
| 5.1 | Opinion of Meitar Liquornik Geva Leshem Tal, Law Offices, Israeli counsel to the Registrant, as to the validity of the ordinary shares (including consent) |
| 23.1 | Consent of Kost, Forer, Gabbay and Kasierer, a member of Ernst & Young Global |
| 23.2 | Consent of Meitar Liquornik Geva Leshem Tal, Law Offices (included in Exhibit 5.1) |
| 24.1 | Power of Attorney (included in signature page to this Registration Statement) |