

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)

**12 Ha' Amal Street, Afek Park,
Rosh-Ha' Ayin, Israel**

(Address of principal executive offices)

Not Applicable

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

4809246

(Zip Code)

Kornit Digital Ltd. 2015 Incentive Compensation Plan
(Full Title of the Plan)

Kornit Digital North America Inc.
480 South Dean Street
Englewood, NJ 07631, USA
(201) 608-5750

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

Copies of communications to:

Guy Avidan
Chief Financial Officer
Kornit Digital Ltd.
12 Ha' Amal Street, Afek Park,
Rosh-Ha' Ayin 4809246, Israel
Tel: +972-3-908-5800
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Aviv Avidan-Shalit, Adv.
Jonathan M. Nathan, Adv.
Meitar | Law Offices
16 Abba Hillel Silver Rd.
Ramat Gan 5250608, Israel
Tel: +972-3-610-3100
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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
Ordinary Shares, par value NIS 0.01 per share	1,220,439(3)	\$ 27.47	\$ 33,525,459	\$ 4,352

- (1) 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 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.
- (2) Pursuant to Rule 429 under the Securities Act, the prospectus delivered to participants under this registration statement also relates to an aggregate of 3,698,706 shares previously registered in a registration statement on Form S-8, SEC file number 333-203970, issuable under the 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, as well as an additional 906,345, 929,689, 1,023,726 and 1,051,956 shares previously registered in registration statements on Form S-8, SEC file numbers 333-214015, 333-217039, 333-223794 and 333-230567 respectively, issuable under the 2015 Plan.
- (3) Represents an automatic increase to the number of shares available for issuance under the 2015 Plan, effective January 1, 2020.
- (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 (\$29.94 and \$25.00) of the Registrant’s Ordinary Shares on the NASDAQ Global Select Market on March 17, 2020.

EXPLANATORY NOTE

The Registrant is filing this Registration Statement (this “**Registration Statement**”) to register an additional 1,220,439 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 statements on Form S-8 (File No.’s 333-203970, 333-214015, 333-217039, 333-223794 and 333-230567) filed with the Securities and Exchange Commission (the “**Commission**”) on May 7, 2015, October 6, 2016, March 30, 2017, March 20, 2018 and March 28, 2019, respectively, 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 under the Securities Act. 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 for the fiscal year ended December 31, 2019, filed with the Commission on March 23, 2020 (the "**2019 Form 20-F**"); and
- (ii) the description of the Registrant's ordinary shares contained in (a) Item 1 of the Registration Statement on [Form 8-A](#) (File No. 001-36903) filed with the Commission on March 31, 2015, as updated by (b) Exhibit 2.2 to the 2019 Form 20-F, and any amendment or report filed for the purpose of further updating that description.

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, 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

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
4.1	Kornit Digital Ltd. 2015 Incentive Compensation Plan (incorporated by reference to Exhibit 10.21 to the Registration Statement on Form F-1 of the Registrant (File No. 333-202291), filed with the Commission on March 18, 2015)
4.2	Articles of Association of the Registrant (incorporated by reference to Exhibit 3.2 to the Registration Statement on Form F-1 of the Registrant (File No. 333-202291), filed with the Commission on March 18, 2015)
4.3	Specimen ordinary share certificate of the Registrant (incorporated by reference to Exhibit 4.1 to the Registration Statement on Form F-1 of the Registrant (File No. 333-202291), filed with the Commission on March 10, 2015)
5.1	Opinion of Meitar 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 firm of Ernst & Young Global, an independent registered public accounting firm
23.2	Consent of Meitar Law Offices (included in Exhibit 5.1)
24.1	Power of Attorney (included in signature page to 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 23rd day of March, 2020.

KORNIT DIGITAL LTD.

By: /s/ Guy Avidan
Name: Guy Avidan
Title: Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that each person whose signature appears below hereby constitutes and appoints Ronen Samuel 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 23, 2020 in the capacities indicated:

[Signature Page Follows]

Signatures**Title**

/s/ Ronen Samuel

Ronen Samuel

Chief Executive Officer and Director (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/ Lauri Hanover

Lauri Hanover

Director

/s/ Alon Lumbroso

Alon Lumbroso

Director

/s/ Stephen Nigro

Stephen Nigro

Director

/s/ Yehoshua (Shuki) Nir

Yehoshua (Shuki) Nir

Director

/s/ Dov Ofer

Dov Ofer

Director

/s/ Gabi Seligsohn

Gabi Seligsohn

Director

KORNIT DIGITAL NORTH AMERICA INC.

Authorized Representative in the United States

By: */s/ Arnon Dror*

Name: Arnon Dror

Title: VP Finance and Operations



Kornit Digital Ltd.
12 Ha'Amal Street
Rosh Ha'Ayin 4809246, Israel

March 23, 2020

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as Israeli counsel to Kornit Digital 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, as amended (the "**Securities Act**") covering up to an additional 1,220,439 ordinary shares of the Company, par value New Israeli Shekel 0.01 per share (the "**Shares**") that are available for issuance under the Kornit Digital Ltd. 2015 Incentive Compensation Plan (the "**Plan**").

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of the Plan, the Registration Statement, the Company's 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.

This opinion letter is rendered as of the date hereof and we disclaim any obligation to advise you of facts, circumstances, events or developments that may be brought to our attention after the effective date of the Registration Statement that may alter, affect or modify the opinions expressed herein.

Very truly yours,

/s/ Meitar | Law Offices

Meitar | Law Offices

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2015 Incentive Compensation Plan of Kornit Digital Ltd. of our reports, dated March 23, 2020, with respect to the consolidated financial statements and the effectiveness of internal control over financial reporting of Kornit Digital Ltd., included in its Annual Report (Form 20-F) for the year ended December 31, 2019, filed with the Securities and Exchange Commission.

Tel-Aviv, Israel
March 23, 2020

/s/ Kost Forer Gabbay & Kasierer

KOST FORER GABBAY & KASIERER
A Member of Ernst & Young Global