

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:

**Alon Rozner**  
**Chief Financial Officer**  
**Kornit Digital Ltd.**  
**12 Ha' Amal Street, Afek Park,**  
**Rosh-Ha'Ayin 4809246, Israel**  
**Tel: +972-3-908-5800**  
**Fax: +972-3-908-0280**

**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**  
**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
Ordinary Shares, par value NIS 0.01 per share	1,379,613(3)	\$ 101.57	\$ 140,127,292	\$ 15,288

- (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, 1,051,956 and 1,220,439 shares previously registered in registration statements on Form S-8, SEC file numbers 333-214015, 333-217039, 333-223794, 333-230567 and 333-237346 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, 2021.
- (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 (\$103.66 and \$99.47) of the Registrant’s Ordinary Shares on the NASDAQ Global Select Market on March 19, 2021.

## EXPLANATORY NOTE

The Registrant is filing this Registration Statement (this “**Registration Statement**”) to register an additional 1,379,613 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, 333-230567 and 333-237346) filed with the Securities and Exchange Commission (the “**Commission**”) on May 7, 2015, October 6, 2016, March 30, 2017, March 20, 2018, March 28, 2019 and March 23, 2020, 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, 2020, filed with the Commission on March 25, 2021 (the "2020 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 2020 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	<a href="#"><u>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)</u></a>
4.2	<a href="#"><u>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)</u></a>
4.3	<a href="#"><u>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)</u></a>
5.1	<a href="#"><u>Opinion of Meitar   Law Offices, Israeli counsel to the Registrant, as to the validity of the ordinary shares (including consent)</u></a>
23.1	<a href="#"><u>Consent of Kost, Forer, Gabbay and Kasierer, a member firm of Ernst &amp; Young Global, an independent registered public accounting firm</u></a>
23.2	<a href="#"><u>Consent of Meitar   Law Offices (included in Exhibit 5.1)</u></a>
24.1	<a href="#"><u>Power of Attorney (included in signature page to this Registration Statement)</u></a>

## 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 25th day of March, 2021.

### **KORNIT DIGITAL LTD.**

By: /s/ Alon Rozner  
Name: Alon Rozner  
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 Alon Rozner, 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 25, 2021 in the capacities indicated:

*[Signature Page Follows]*

Signatures	Title
<u>/s/ Ronen Samuel</u> Ronen Samuel	Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Alon Rozner</u> Alon Rozner	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
<u>/s/ Yuval Cohen</u> Yuval Cohen	Chairman of the Board of Directors
<u>/s/ Ofer Ben-Zur</u> Ofer Ben-Zur	Director
<u>/s/ Lauri Hanover</u> Lauri Hanover	Director
<u>/s/ Alon Lumbroso</u> Alon Lumbroso	Director
<u>/s/ Stephen Nigro</u> Stephen Nigro	Director
<u>/s/ Yehoshua (Shuki) Nir</u> Yehoshua (Shuki) Nir	Director
<u>/s/ Dov Ofer</u> Dov Ofer	Director
<u>/s/ Gabi Seligsohn</u> Gabi Seligsohn	Director

**KORNIT DIGITAL NORTH AMERICA INC.**

Authorized Representative in the United States

By: /s/ Chuck Meyo  
Name: Chuck Meyo  
Title: President



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

March 25, 2021

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 1,379,613 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 25, 2021, 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, 2020, filed with the Securities and Exchange Commission.

/s/ Kost Forer Gabbay & Kasierer

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Tel-Aviv, Israel  
March 25, 2021

KOST FORER GABBAY & KASIERER  
A Member of EY Global