The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

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

Notice of Exempt Offering of Securities

OMB APP	ROVAL
OMB Number:	3235- 0076
Estimated a burden	average
hours per response:	4.00

1. Issuer's Identity

0001338940Perion Networks Ltd.XCorporationName of IssuerIncrediMail Ltd.Limited PartnershipPerion Network Ltd.Verticon Ltd.Limited Liability CompanyJurisdiction of Incorporation/OrganizationBusiness TrustISRAELOther (Specify)Vear of Incorporation/OrganizationOther (Specify)Vear of Incorporation/OrganizationOther (Specify)Vear of Incorporation/OrganizationOther (Specify)Yet of Be FormedStreet Address I2. Principal Place of Business and Contact InformationStreet Address 1Street Address IStreet Address 24 HANECHOSHET STREETG9710TEL AVIVISRAELOther Street Address IStreet Address 24 HaNechoshet StreetG9710Actionship: X Executive OfficerDirector PromoterCityState/Province/CountryZIP/PostalCodeYel-AvivISRAEL69710Relationship: X Executive OfficerDirector PromoterCityState/Province/CountryZIP/PostalCodeTel-AvivISRAEL69710Relationship: X Executive OfficerStreet Address 24 HaNechoshet StreetGrivStreet Address 24 HaNechoshet StreetGrivStreet Address 24 HaNechoshet StreetGrivStreet Address 24 HaNechoshet StreetGrivStreet Address 24 HaNechoshet StreetStreet Address 24 HaNechoshet StreetStreet Address 24 HaNechoshet StreetStreet Address 2 <t< th=""><th>CIK (Filer ID Nu</th><th>mber) Previo Nam</th><th>None</th><th>Entity Type</th></t<>	CIK (Filer ID Nu	mber) Previo Nam	None	Entity Type		
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Other (Specify) Year of Incorporation/ Very Five Years (Specify Year) 'Yet to Be Formed Street Advess Specify Year) 'Yet to Be Formed Incipal Place of Business and Contact Information Name of Issuer Street Advess Information Street Advess Information <th c<="" td=""><td>Incorporation/Orga</td><td>nization</td><td></td><td></td></th>	<td>Incorporation/Orga</td> <td>nization</td> <td></td> <td></td>	Incorporation/Orga	nization			
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Relationship: X Executive Office Director Promoter Clarification of Response (if Necessar): - - Chief Executive Officer - - Last Name First Name Middle Name Kaufman Yacov - Street Address 1 Street Address 2 - 4 HaNechoshet Street - - City State/Province/Country ZIP/PostalCode Tel-Aviv ISRAEL 69710	City	State	Province/Country	ZIP/PostalCode		
Clarification of Response (if Necessary): Chief Executive Officer Last Name First Name Middle Name Kaufman Yacov Middle Same Street Address 1 Street Address 2 East Name 4 HaNechoshet Street State/Province/Country ZIP/PostalCode Tel-Aviv ISRAEL 69710	Tel-Aviv	ISRAEL		69710		
Chief Executive OfficerLast NameFirst NameMiddle NameKaufmanYacovStreet Address 1Street Address 24 HaNechoshet StreetStreet Address 2CityState/Province/CountryZIP/PostalCodeTel-AvivISRAEL69710	Relationship: X Executive	Officer Director Pro	moter			
Last NameFirst NameMiddle NameKaufmanYacovStreet Address 1Street Address 24 HaNechoshet StreetState/Province/CountryZIP/PostalCodeTel-AvivISRAEL69710	Clarification of Response (i	f Necessary):				
KaufmanYacovStreet Address 1Street Address 24 HaNechoshet Street	Chief Executive Officer					
Street Address 1Street Address 24 HaNechoshet Street	Last Name		First Name	Middle Name		
4 HaNechoshet StreetState/Province/CountryZIP/PostalCodeTel-AvivISRAEL69710	Kaufman	Yacov				
CityState/Province/CountryZIP/PostalCodeTel-AvivISRAEL69710	Street Address 1	1 St	reet Address 2			
Tel-Aviv ISRAEL 69710	4 HaNechoshet Street					
Tel-Aviv ISRAEL 69710	City	State/	Province/Country	ZIP/PostalCode		
Relationship: X Executive Officer Director Promoter			5	69710		
			moter			

Clarification of Response (if Necessary):

Chief Financial Officer

Last Name	First Name	Middle Name
Gershoni-Levy	Limor	
Street Address 1	Street Address 2	
4 HaNechoshet Street		
City Tel-Aviv	State/Province/Country	ZIP/PostalCode 69710
Relationship: X Executive Officer	ISRAEL Director Promotor	69/10
-		
Clarification of Response (if Necessa	ary):	
Senior Vice President, General Coun	sel and Corporate Secretary	
Last Name	First Name	Middle Name
Gottesdiener	Shai	
Street Address 1	Street Address 2	
4 HaNechoshet Street		
City	State/Province/Country	ZIP/PostalCode
Tel-Aviv	ISRAEL	69710
Relationship: X Executive Officer	Director Promoter	
Clarification of Response (if Necessa	ary):	
Chief Technology Officer		
Last Name	First Name	Middle Name
Hamudot	Yuval	
Street Address 1	Street Address 2	
4 HaNechoshet Street		
City	State/Province/Country	ZIP/PostalCode
Tel-Aviv	ISRAEL	69710
Relationship: X Executive Officer	Director Promoter	
Clarification of Response (if Necessa	ary):	
General Manager, Consumer Produc	t Division	
Last Name	First Name	Middle Name
Maor	Dana	
Street Address 1	Street Address 2	
4 HaNechoshet Street		
City	State/Province/Country	ZIP/PostalCode
Tel-Aviv	ISRAEL	69710
Relationship: X Executive Officer	Director Promoter	
Clarification of Response (if Necessa	ary):	
Senior Vice President, Human Resou	irces	
Last Name	First Name	Middle Name
Pascal	Tomer	
Street Address 1	Street Address 2	
4 HaNechoshet Street		
City	State/Province/Country	ZIP/PostalCode
Tel-Aviv	ISRAEL	69710
Relationship: X Executive Officer	Director Promoter	

Clarification of Response (if Necessary):

General Manager, Utilities

Last Name	First Name	Middle Name
Ziering Street Address 1	Mark Street Address 2	
4 HaNechoshet Street	Street Autress 2	
City	State/Province/Country	ZIP/PostalCode
Tel-Aviv	ISRAEL	69710
Relationship: X Executive Officer	Director Promoter	
Clarification of Response (if Necess	ary):	
Senior Vice President - Corporate D	evelopment	
Last Name	First Name	Middle Name
Gottlieb	Tamar	
Street Address 1	Street Address 2	
4 HaNechoshet Street	State/Dreasing og/Country	7ID/DestalCode
City Tel-Aviv	State/Province/Country ISRAEL	ZIP/PostalCode 69710
Relationship: Executive Officer 2		09710
inclutioning. Executive Officer		
Clarification of Response (if Necess	sary):	
Independent Chairperson of the Boa	rd	
Last Name	First Name	Middle Name
Erez	Dror	
Street Address 1	Street Address 2	
4 HaNechoshet Street		
City	State/Province/Country	ZIP/PostalCode
Tel-Aviv	ISRAEL	69710
Relationship: Executive Officer	X Director Promoter	
Clarification of Response (if Necess	ary):	
Last Name	First Name	Middle Name
Beck	Iris	
Street Address 1	Street Address 2	
4 HaNechoshet Street		
City	State/Province/Country	ZIP/PostalCode
Tel-Aviv	ISRAEL	69710
Relationship: Executive Officer	X Director Promoter	
Clarification of Response (if Necess	sary):	
Independent Director		
Last Name	First Name	Middle Name
Gelman	Alan	
Street Address 1	Street Address 2	
4 HaNechoshet Street		
City	State/Province/Country	ZIP/PostalCode
Tel-Aviv	ISRAEL	69710
Relationship: Executive Officer	X Director Promoter	
Clarification of Response (if Necess	ary):	

Independent Director

- 1	First Name	Middle Name
Jutkowitz	David	
Street Address 1	Street Address 2	
4 HaNechoshet Street		
City	State/Province/Country	ZIP/PostalCode
Tel-Aviv	ISRAEL	69710
Relationship: Executive Offic	er X Director Promoter	
Clarification of Response (if Nec	essary):	
External Independent Director		
Last Name	First Name	Middle Name
Nissenbaum	Avichay	
Street Address 1	Street Address 2	
4 HaNechoshet Street		
City	State/Province/Country	ZIP/PostalCode
Tel-Aviv	ISRAEL	69710
Relationship: Executive Offic	er X Director Promoter	
Clarification of Response (if Nec	essary):	
External Independent Director		
Last Name	First Name	Middle Name
	First Name Roy	Middle Name
Last Name		Middle Name
Last Name Gen	Roy	Middle Name
Last Name Gen Street Address 1	Roy	Middle Name ZIP/PostalCode
Last Name Gen Street Address 1 4 HaNechoshet Street	Roy Street Address 2	
Gen Street Address 1 4 HaNechoshet Street City	Roy Street Address 2 State/Province/Country ISRAEL	ZIP/PostalCode

Agriculture	Health Care	Retailing
Banking & Financial Services	Biotechnology	Restaurants
Commercial Banking	Health Insurance	Technology
Insurance	Hospitals & Physicians	Computers
Investing	1 0	•
Investment Banking	Pharmaceuticals	Telecommunications
Pooled Investment Fund	Other Health Care	X Other Technology
Is the issuer registered as	Manufacturing	Travel
an investment company under	Real Estate	Airlines & Airports
the Investment Company Act of 1940?	Commercial	Lodging & Conventions
Yes No	Construction	Tourism & Travel Services
Other Banking & Financial Services	REITS & Finance	Other Travel
Business Services	Residential	Other
Energy	Other Real Estate	
Coal Mining	Other real Estate	
Electric Utilities		

Energy Conservation

Environmental Services

Oil & Gas

Other Energy

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
Over \$100,000,000		Over \$100,000,000
X Decline to Disclose		Decline to Disclose
Not Applicable		Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

	Investment Company	Act Section 3(c)
Rule 504(b)(1) (not (i), (ii) or (iii))	Section 3(c)(1)	Section 3(c)(9)
Rule 504 (b)(1)(i) Rule 504 (b)(1)(ii)	Section 3(c)(2)	Section 3(c)(10)
Rule 504 (b)(1)(iii)	Section 3(c)(3)	Section 3(c)(11)
Rule 505	Section 3(c)(4)	Section 3(c)(12)
X Rule 506(b) Rule 506(c)	Section 3(c)(5)	Section 3(c)(13)
Securities Act Section 4(a)(5)	Section 3(c)(6)	Section 3(c)(14)
	Section 3(c)(7)	

7. Type of Filing

- X New Notice Date of First Sale 2014-07-15 First Sale Yet to Occur Amendment
- 8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes X No

9. Type(s) of Securities Offered (select all that apply)

X Equity	Pooled Investment Fund Interests
Debt	Tenant-in-Common Securities
Option, Warrant or Other Right to Acquire Another Security	Mineral Property Securities
Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?

Clarification of Response (if Necessary):

Ordinary shares are being issued as partial consideration in a merger transaction.

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient		Recipient CRD Number X None	
(Associated) Broker or Dealer X None		(Associated) Broker or Dealer CRD Number X None	
Street Address 1		Street Address 2	
City	9	State/Province/Country	ZIP/Postal Code
State(s) of Solicitation (select all that apply) Check "All States" or check individual States	All States	Foreign/non-US	

13. Offering and Sales Amounts

Total Offering Amount	1	USD	or X Indefinite
Total Amount Sold	\$7,000,000	USD	
Total Remaining to be Sold	1	USD	or X Indefinite

Clarification of Response (if Necessary):

Certain of the securities are issuable only upon the achievement of certain earn-outs in the future.

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.
 Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

11	
13	

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions	\$0 USD	Estimate
Finders' Fees	\$0 USD	Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is

the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

• Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Perion Network Ltd.	/s/ Josef Mandelbaum	Josef Mandelbaum	Chief Executive Officer	2014-07-25

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.