

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

Notice of Exempt Offering of Securities

OMB APPROVAL	
OMB Number:	3235-0076
Estimated average burden hours per response:	4.00

1. Issuer's Identity

CIK (Filer ID Number)	Previous Names	None	Entity Type
<a href="#">0001338940</a>	Perion Networks Ltd.		<input checked="" type="checkbox"/> Corporation
Name of Issuer	IncrediMail Ltd.		<input type="checkbox"/> Limited Partnership
Perion Network Ltd.	Verticon Ltd.		<input type="checkbox"/> Limited Liability Company
Jurisdiction of Incorporation/Organization			<input type="checkbox"/> General Partnership
ISRAEL			<input type="checkbox"/> Business Trust
Year of Incorporation/Organization			<input type="checkbox"/> Other (Specify)
<input checked="" type="checkbox"/> Over Five Years Ago			
<input type="checkbox"/> Within Last Five Years (Specify Year)			
<input type="checkbox"/> Yet to Be Formed			

2. Principal Place of Business and Contact Information

Name of Issuer			
Perion Network Ltd.			
Street Address 1		Street Address 2	
4 HANECHOSHET STREET			
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer
TEL AVIV	ISRAEL	69710	+972-3-769-6100

3. Related Persons

Last Name	First Name	Middle Name
Mandelbaum	Josef	
Street Address 1	Street Address 2	
4 HaNechoshet Street		
City	State/Province/Country	ZIP/PostalCode
Tel-Aviv	ISRAEL	69710
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

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
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Chief Financial Officer

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Gershoni-Levy	Limor	
<b>Street Address 1</b>	<b>Street Address 2</b>	
4 HaNechoshet Street		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Tel-Aviv	ISRAEL	69710
<b>Relationship:</b> X Executive Officer   Director   Promoter		

Clarification of Response (if Necessary):

Senior Vice President, General Counsel and Corporate Secretary

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Gottesdiener	Shai	
<b>Street Address 1</b>	<b>Street Address 2</b>	
4 HaNechoshet Street		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Tel-Aviv	ISRAEL	69710
<b>Relationship:</b> X Executive Officer   Director   Promoter		

Clarification of Response (if Necessary):

Chief Technology Officer

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Hamudot	Yuval	
<b>Street Address 1</b>	<b>Street Address 2</b>	
4 HaNechoshet Street		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Tel-Aviv	ISRAEL	69710
<b>Relationship:</b> X Executive Officer   Director   Promoter		

Clarification of Response (if Necessary):

General Manager, Consumer Product Division

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Maor	Dana	
<b>Street Address 1</b>	<b>Street Address 2</b>	
4 HaNechoshet Street		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Tel-Aviv	ISRAEL	69710
<b>Relationship:</b> X Executive Officer   Director   Promoter		

Clarification of Response (if Necessary):

Senior Vice President, Human Resources

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Pascal	Tomer	
<b>Street Address 1</b>	<b>Street Address 2</b>	
4 HaNechoshet Street		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Tel-Aviv	ISRAEL	69710
<b>Relationship:</b> X Executive Officer   Director   Promoter		

Clarification of Response (if Necessary):

General Manager, Utilities

Last Name	First Name	Middle Name
Ziering	Mark	
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):

Senior Vice President - Corporate Development

Last Name	First Name	Middle Name
Gottlieb	Tamar	
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 Necessary):

Independent Chairperson of the Board

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 Necessary):

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 Necessary):

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 Necessary):

Independent Director

<b>Last Name</b>		<b>First Name</b>		<b>Middle Name</b>	
Jutkowitz		David			
<b>Street Address 1</b>		<b>Street Address 2</b>			
4 HaNechoshet Street					
<b>City</b>		<b>State/Province/Country</b>		<b>ZIP/PostalCode</b>	
Tel-Aviv		ISRAEL		69710	
<b>Relationship:</b>		Executive Officer X Director		Promoter	

Clarification of Response (if Necessary):

External Independent Director

<b>Last Name</b>		<b>First Name</b>		<b>Middle Name</b>	
Nissenbaum		Avichay			
<b>Street Address 1</b>		<b>Street Address 2</b>			
4 HaNechoshet Street					
<b>City</b>		<b>State/Province/Country</b>		<b>ZIP/PostalCode</b>	
Tel-Aviv		ISRAEL		69710	
<b>Relationship:</b>		Executive Officer X Director		Promoter	

Clarification of Response (if Necessary):

External Independent Director

<b>Last Name</b>		<b>First Name</b>		<b>Middle Name</b>	
Gen		Roy			
<b>Street Address 1</b>		<b>Street Address 2</b>			
4 HaNechoshet Street					
<b>City</b>		<b>State/Province/Country</b>		<b>ZIP/PostalCode</b>	
Tel-Aviv		ISRAEL		69710	
<b>Relationship:</b>		Executive Officer X Director		Promoter	

Clarification of Response (if Necessary):

4. Industry Group

Agriculture	Health Care	Retailing
Banking & Financial Services	Biotechnology	Restaurants
Commercial Banking	Health Insurance	Technology
Insurance	Hospitals & Physicians	Computers
Investing	Pharmaceuticals	Telecommunications
Investment Banking	Other Health Care	X Other Technology
Pooled Investment Fund	Manufacturing	Travel
Is the issuer registered as an investment company under the Investment Company Act of 1940?	Real Estate	Airlines & Airports
Yes	Commercial	Lodging & Conventions
No	Construction	Tourism & Travel Services
Other Banking & Financial Services	REITS & Finance	Other Travel
Business Services	Residential	Other
Energy	Other Real Estate	
Coal Mining		
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)	Section 3(c)(2)	Section 3(c)(10)
Rule 504 (b)(1)(ii)	Section 3(c)(3)	Section 3(c)(11)
Rule 504 (b)(1)(iii)	Section 3(c)(4)	Section 3(c)(12)
Rule 505	Section 3(c)(5)	Section 3(c)(13)
X Rule 506(b)	Section 3(c)(6)	Section 3(c)(14)
Rule 506(c)	Section 3(c)(7)	
Securities Act Section 4(a)(5)		

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?    X Yes    No

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	State/Province/Country	ZIP/Postal Code
State(s) of Solicitation (select all that apply)	All States	Foreign/non-US
Check "All States" or check individual States		

13. Offering and Sales Amounts

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

X 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.	11
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:	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.