
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

PERION NETWORK LTD.

(Exact Name of Registrant as Specified in Its Charter)

Israel
(State or Other Jurisdiction of Incorporation)

Not Applicable
(I.R.S. Employer Identification Number)

1 Azrieli Center, Building A
26 HaRokmim Street, Holon, Israel 5885849
(Address of Principal Executive Offices) (Zip Code)

EQUITY INCENTIVE PLAN
(Full Title of the Plan)

Perion Network Ltd.
c/o Intercept Interactive Inc.
340 Madison Avenue, 8th Floor,
New York, NY 10173-0899.
(Name and Address of Agent for Service)

(212) 685-8000
(Telephone number, including area code, of agent for service)

Copies to:

Adam M. Klein, Adv.
Goldfarb Seligman & Co.
98 Yigal Alon Street
Tel Aviv 6789141, Israel
+972-3-608-9999

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input type="radio"/>	Accelerated filer	<input type="radio"/>
Non-accelerated filer	<input checked="" type="radio"/>	Smaller reporting company	<input type="radio"/>

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Ordinary Shares of Perion Network Ltd. (par value NIS 0.01) ("Ordinary Shares")	2,700,000	\$ 1.945 ⁽²⁾	\$ 5,251,500	\$ 608.65 ⁽³⁾

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement on Form S-8 (this “Registration Statement”) shall also cover any additional Ordinary Shares which become issuable under the Equity Incentive Plan, as amended, formerly known as the 2003 Israeli Share Option Plan (the “Plan”) of Perion Network Ltd. (the “Company” or the “Registrant”), by reason of any share dividend, share split, recapitalization or other similar transaction effected without the receipt of consideration which results in an increase in the number of the outstanding Ordinary Shares of the Company as a result of share splits, share dividends and anti-dilution provisions.
- (2) Estimated pursuant to Rule 457(c) and Rule 457(h) under the Securities Act, solely for the purpose of computing the registration fee, based on the average of the high and low prices reported for an Ordinary Share on the NASDAQ Global Select Market on March 3, 2017.
- (3) Calculated pursuant to Section 6 of the Securities Act as follows: proposed maximum aggregate offering price multiplied by 0001159.
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EXPLANATORY NOTE

A Registration Statement was filed with the Securities and Exchange Commission (the “Commission”) on May 10, 2006 (File No. 333-133968) (the “First S-8”) to register under the Securities Act 1,368,000 Ordinary Shares to be offered and sold pursuant to the Plan. A second Registration Statement was filed with the Commission on June 30, 2008 (File No. 333-152010) (the “Second S-8”) to register under the Securities Act an additional 1,000,000 Ordinary Shares to be offered and sold pursuant to the Plan. A third Registration Statement was filed with the Commission on January 20, 2011 (File No. 333-171781) (the “Third S-8”) to register under the Securities Act an additional 1,000,000 Ordinary Shares to be offered and sold pursuant to the Plan. A fourth Registration Statement was filed with the Commission on May 20, 2013 (File No. 333-188714) (the “Fourth S-8”) to register under the Securities Act an additional 1,000,000 Ordinary Shares to be offered and sold pursuant to the Plan. A fifth Registration Statement was filed with the Commission on November 18, 2013 (File No. 333-192376) (the “Fifth S-8”) to register under the Securities Act an additional 200,000 Ordinary Shares to be offered and sold pursuant to the Plan. A sixth Registration Statement was filed with the Commission on December 31, 2013 (File No. 333-193145) (the “Sixth S-8”) to register under the Securities Act an additional 4,136,047 Ordinary Shares to be offered and sold pursuant to the Plan. A seventh Registration Statement was filed with the Commission on April 27, 2015 (File No. 333-203641) (the “Seventh S-8”) to register under the Securities Act an additional 2,000,000 Ordinary Shares to be offered and sold pursuant to the Plan. An eighth Registration Statement was filed with the Commission on December 1, 2015 (File No. 333-208278) (the “Eight S-8”) to register under the Securities Act an additional 5,000,000 Ordinary Shares to be offered and sold pursuant to the Plan, and together with the First S-8, the Second S-8, the Third S-8, the Fourth S-8, the Fifth S-8, the Sixth S-8, the Seventh S-8, and the Eight S-8 (the “Prior Registration Statements”).

This Registration Statement has been prepared and filed pursuant to General Instruction E to Form S-8 for the purpose of effecting the registration under the Securities Act of an additional 2,700,000 Ordinary Shares, to be offered and sold pursuant to the Plan from time to time.

Pursuant to General Instruction E to Form S-8, the contents of the Prior Registration Statements related to the Plan are incorporated by reference herein and made a part of this Registration Statement, except as amended hereby.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents filed by the Registrant with the Commission are hereby incorporated by reference in this Registration Statement:

(a) The Registrant's Annual Report on Form 20-F for the fiscal year ended December 31, 2016, filed with the Commission on March 7, 2017; and

(b) The description of our ordinary shares set forth in the Prospectus, dated January 30, 2006, contained in the Company's registration statement on Form F-1/A (No. 333-129246) filed with the Commission on January 30, 2006, including any other amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, and any reports on Form 6-K subsequently submitted by the Registrant to the Commission during such period (or portions thereof) that are identified in such forms as being incorporated into this Registration Statement, shall be deemed to be incorporated by reference into this Registration Statement and to be part hereof from the respective dates of filing of such documents. Any statement contained in this Registration Statement or in a document incorporated by reference shall be deemed modified or superseded to the extent that a statement contained in any subsequently filed document which also is or is deemed to be incorporated by reference herein or therein modifies or supersedes such statement.

Any statement contained in a document 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 incorporated or 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

See Exhibit Index, which is incorporated herein by reference.

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 the City of Holon, State of Israel on this 7th day of March, 2017.

Perion Network Ltd.

By: /s/ Yacov Kaufman

Name: Yacov Kaufman

Title: Chief Financial Officer and Interim CEO

POWER OF ATTORNEY

Know all persons by these presents, that each person whose signature appears below, constitutes and appoints Yacov Kaufman as his or her true and lawful attorney-in-fact and agent, upon the action of such appointee, with full power of substitution and resubstitution, to do any and all acts and things and execute, in the name of the undersigned, any and all instruments which each of said attorneys-in-fact and agents may deem necessary or advisable in order to enable Perion Network Ltd. to comply with the Securities Act of 1933, as amended (the "Securities Act"), and any requirements of the Securities and Exchange Commission (the "Commission") in respect thereof, in connection with the filing with the Commission of this Registration Statement under the Securities Act, including specifically but without limitation, power and authority to sign the name of the undersigned to such Registration Statement, and any amendments to such Registration Statement (including post-effective amendments), and to file the same with all exhibits thereto and other documents in connection therewith, with the Commission, to sign any and all applications, registration statements, notices or other documents necessary or advisable to comply with applicable state securities laws, and to file the same, together with other documents in connection therewith with the appropriate state securities authorities, granting unto each of said attorneys-in-fact and agents full power and authority to do and to perform each and every act and thing requisite or necessary to be done in and about the premises, as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Yacov Kaufman</u> Yacov Kaufman	Chief Financial Officer and Interim CEO (principal executive, financial and accounting officer)	March 7, 2017
<u>/s/ Alan Gelman</u> Alan Gelman	Chairman of the Board	March 7, 2017
<u>/s/ Osnat Ronen</u> Osnat Ronen	Director	March 7, 2017
<u>/s/ Dror Erez</u> Dror Erez	Director	March 7, 2017
<u>/s/ Sarit Firon</u> Sarit Firon	Director	March 7, 2017
Avichay Nissenbaum	Director	
<u>/s/ Roy Gen</u> Roy Gen	Director	March 7, 2017
<u>/s/ Mike Vorhaus</u> Mike Vorhaus	Director	March 7, 2017

Authorized Representative in the United States:

INTERCEPT INTERACTIVE INC.

By: /s/ Yacov Kaufman
Name: Yacov Kaufman
Title: Director

March 7, 2017

INDEX TO EXHIBITS

EXHIBIT NO.	DESCRIPTION
5.1	Opinion of Goldfarb Seligman & Co.
23.1	Consent of Kost, Forer, Gabbay & Kasierer, a member of Ernst & Young Global.
23.2	Consent of Goldfarb Seligman & Co. (included in Exhibit 5.1).
24.1	Power of Attorney (included in signature page of this Registration Statement).



Electra Tower
98 Yigal Alon Street
Tel Aviv 6789141,
Israel
Tel +972 (3) 608-
9999
Fax +972 (3) 608-
9909

WWW.GOLDFARB.COM
INFO@GOLDFARB.COM

Adam M. Klein
Direct: +972 (3) 608-9947
Fax: +972 (3) 608-9855
adam.klein@goldfarb.com

March 7, 2017

File: 5300/14

Perion Network Ltd.
26 HaRokmim Street
Holon, 5885849
Israel

Ladies and Gentlemen,

We refer to the Registration Statement on Form S-8 (the “Registration Statement”) to be filed on or about the date hereof with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “Act”), on behalf of Perion Network Ltd. (the “Company”), relating to an additional 2,700,000 of the Company’s Ordinary Shares, par value NIS 0.01 per share (the “Shares”), issuable under the Company’s Equity Incentive Plan, as amended (as amended, the “Plan”).

We are members of the Israel Bar and we express no opinion as to any matter relating to the laws of any jurisdiction other than the laws of Israel.

In connection with this opinion, we have examined such corporate records, other documents and such questions of Israeli law as we have considered necessary or appropriate for the purposes of this opinion. In such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all copies submitted to us, the authenticity of the originals of such copies and, as to matters of fact, the accuracy of all statements and representations made by officers of the Company. We have also assumed that each individual grant under the Plan to be made after the date hereof will be duly authorized by all necessary corporate action, in accordance with the Israeli Companies Law, 5759-1999.

Based on the foregoing and subject to the qualifications stated herein, we advise you, that in our opinion, the Shares, when issued and paid for in accordance with the Plan, will be duly authorized, validly issued, fully paid and non-assessable.

This opinion is rendered as of the date hereof, and we undertake no obligation to advise you of any changes in applicable law or any other matters that may come to our attention after the date hereof that may affect this opinion.

We hereby consent to the filing of this opinion as part of the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act, or the rules and regulations promulgated thereunder, nor do we thereby admit that we are experts with respect to any part of the Registration Statement within the meaning of the term “experts” as used in the Securities Act or the rules and regulations promulgated thereunder.

Sincerely,

/s/ Goldfarb Seligman & Co.
Goldfarb Seligman & Co.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to the Perion Network Ltd. Equity Incentive Plan (formerly known as the 2003 Israeli Share Option Plan), of our report dated March 7, 2017, with respect to the consolidated financial statements of Perion Network Ltd. and its subsidiaries for the year ended December 31, 2016, appearing in the Annual Report filed with the Securities and Exchange Commission on March 7, 2017 on Form 20-F.

Tel Aviv, Israel
March 7, 2017

/s/ KOST FORER GABBAY & KASIERER
KOST FORER GABBAY & KASIERER
A member of Ernst & Young Global
