

As filed with the United States Securities and Exchange Commission  
on June 28 ,2023

Registration No. 333- \_\_\_\_\_

**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)

State of Israel  
(State or Other Jurisdiction of  
Incorporation or Organization)

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

26 HaRokmim Street  
Holon 5885849, Israel  
Tel: (+972) (54) 787-6785  
(Address of Principal Executive Offices)(Zip Code)

Equity Incentive Plan  
(Full Title of the Plans)

Intercept Interactive Inc. d/b/a Undertone  
One World Trade Center, 77th Floor, Suite A, New York, NY  
New York, NY 10007  
Phone: (212) 685-8000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

Dr. Shachar Hadar, Adv.  
Elad Ziv, Adv.  
Meitar | Law Offices  
16 Abba Hillel Road  
Ramat Gan 5250608, Israel  
Tel: +972 (3) 610-3100  
Fax: +972 (3) 610-3111

Michael Kaplan  
Partner, Davis Polk & Wardwell LLP  
450 Lexington Avenue  
New York, NY 10017  
United States  
+1 212 450 4000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

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

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

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## EXPLANATORY NOTE

The Company initially filed a Registration Statement on Form S-8 with the Securities and Exchange Commission (the “Commission”) on May 10, 2006 (File No. 333-133968) (the “Original S-8”) to register under the Securities Act the offer and sale of 456,000 Ordinary Shares pursuant to the Plan. The Company then filed additional Registration Statements on Form S-8 (with the Commission file numbers indicated below) on the following dates to register the offer and sale of the following additional numbers of shares under the Equity Incentive Plan, or Plan (collectively with the Original S-8, the “Prior Registration Statements”):

<b><u>Date</u></b>	<b><u>SEC File Number</u></b>	<b><u>Number of Shares</u></b>
June 30, 2008	333-152010	333,333
January 20, 2011	333-171781	333,333
May 20, 2013	333-188714	333,333
November 18, 2013	333-192376	66,667
December 31, 2013	333-193145	1,378,682
April 27, 2015	333-203641	666,667
December 1, 2015	333-208278	1,666,667
March 7, 2017	333-216494	900,000
March 16, 2020	333-237196	1,300,000
November 4, 2020	333-249846	1,350,000
January 20, 2022	333-262260	1,350,000
August 17, 2022	333-266928	1,300,000

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 the offer and sale of an additional 1,000,000 Ordinary Shares 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.

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### ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed by the Registrant with the Commission:

- (a) The Registrant's Annual Report on [Form 20-F](#) for the fiscal year ended December 31, 2022, filed with the Commission on March 15, 2023;
- (b) The Registrant's reports of Foreign Private Issuer on Form 6-K furnished to the Commission on [May 3, 2023](#) (relating solely to the GAAP financial statements tables attached thereto as Exhibit 99.1), on [May 17, 2023](#) and on [June 21, 2023](#); and
- (c) The description of the Registrant's Ordinary Shares set forth in Exhibit 2.1 to the Registrant's Annual Report on [Form 20-F](#) filed with the Commission on March 15, 2023, and any amendment or report filed for the purpose of further updating that 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 of Foreign Private Issuer on Form 6-K subsequently furnished 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 or furnishing (as applicable) 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 or furnished document which also is or is deemed to be incorporated by reference herein or therein 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.

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**ITEM EXHIBITS.****8.**

The following exhibits to this Registration Statement on Form S-8 are filed together herewith or incorporated herein by reference.

**EXHIBIT INDEX**

Exhibit Number	Exhibit
<a href="#"><u>5.1*</u></a>	<a href="#"><u>Opinion of Meitar   Law Offices as to the legality of the Registrant's Ordinary Shares</u></a>
<a href="#"><u>23.1*</u></a>	<a href="#"><u>Consent of Kost, Forer, Gabbay and Kasierer, a member of Ernst &amp; Young Global</u></a>
<a href="#"><u>23.3*</u></a>	<a href="#"><u>Consent of Meitar   Law Offices (included in Exhibit 5.1)</u></a>
<a href="#"><u>24.1*</u></a>	<a href="#"><u>Power of Attorney (included on the signature page of this Registration Statement)</u></a>
<a href="#"><u>99.1</u></a>	<a href="#"><u>Perion 2003 Israeli Share Option Plan and U.S. Addendum<sup>(1)</sup></u></a>
<a href="#"><u>99.2</u></a>	<a href="#"><u>Perion Equity Incentive Plan, as amended on November 8, 2022<sup>(2)</sup></u></a>
<a href="#"><u>107</u></a>	<a href="#"><u>Filing Fee Calculation</u></a>

\* Filed herewith.

- (1) Previously filed with the SEC on April 29, 2013 as an exhibit to the Registrant's annual report on Form 20-F, and incorporated herein by reference.
- (2) Previously filed with the SEC as an exhibit to the Registrant's Annual Report on Form 20-F filed with the Commission on March 15, 2023, and incorporated herein by reference.
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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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, Israel, on this 28<sup>th</sup> day of June, 2023.

**Perion Network Ltd.**

By: /s/ Doron Gerstel

Name: Doron Gerstel

Title: Chief Executive Officer

## POWER OF ATTORNEY

We, the undersigned directors and/or officers of the Registrant, hereby severally constitute and appoint Doron Gerstel and Maoz Sigron, and each of them singly, our true and lawful attorneys, with full power to any of them, and to each of them singly, to sign for us and in our names in the capacities indicated below the registration statement on Form S-8 filed herewith, and any and all amendments to said registration statement, and any registration statement filed pursuant to Rule 462(b) under the Securities Act, and to file or cause to be filed the same, with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorneys, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as each of them might or could do in person, and hereby ratifying and confirming all that said attorneys, and each of them, or their substitute or substitutes, shall do or cause to be done by virtue of this Power of Attorney.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on June 28, 2023.

### Name

/s/ Eyal Kaplan

Eyal Kaplan

/s/ Doron Gerstel

Doron Gerstel

/s/ Maoz Sigron

Maoz Sigron

/s/ Michal Drayman

Michal Drayman

/s/ Amir Guy

Amir Guy

/s/ Rami Schwartz

Rami Schwartz

/s/ Michael Vorhaus

Michael Vorhaus

/s/ Joy Marcus

Joy Marcus

### Title

Chairman of the Board of Directors

Chief Executive Officer and Director  
(Principal Executive Officer)

Chief Financial Officer  
(Principal Financial Officer and Principal Accounting Officer)

Director

Director

Director

Director

Director

**SIGNATURE OF AUTHORIZED U.S. REPRESENTATIVE OF REGISTRANT**

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of Perion Network Ltd., has signed this registration statement on June 28, 2023.

Intercept Interactive Inc.  
D/B/A Undertone

By: /s/ Doron Gerstel

Name: Doron Gerstel

Title: Director

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Ramat Gan, June 28, 2023

Perion Network Ltd.  
26 Ha-Rokmim Street,  
Holon 5885849  
Israel

**RE: Registration on Form S-8**

Ladies and Gentlemen:

We have acted as Israeli counsel to Perion Network Ltd., an Israeli company (the “**Company**”), in connection with its filing of a registration statement on Form S-8 on or about June 28, 2023 (the “**Registration Statement**”), under the Securities Act of 1933, as amended (the “**Securities Act**”), relating to the registration of 1,000,000 of the Company’s ordinary shares, par value NIS 0.03 per share (the “**Ordinary Shares**”), which may be issued under the Company’s Equity Incentive Plan (the “**Plan**”).

In our capacity as counsel to the Company, we have examined originals or copies, certified or otherwise identified to our satisfaction, of the Company’s (i) Amended and Restated Memorandum of Association of the Company (the “**Memorandum**”), (ii) Amended and Restated Articles of Association (the “**Articles**” and together with the Memorandum, the “**Charter Documents**”), (iii) the Plan, (iv) resolutions of the Company’s board of directors (the “**Board**”) and (v) other statements of corporate officers and other representatives of the Company and other documents provided to us by the Company as we have deemed necessary or appropriate as a basis for this opinion.

In such examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity with the original documents of all documents submitted to us as copies, confirmed as photostatic copies and the authenticity of the originals of such latter documents.

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 Board and shareholders, which have been provided to us, are true and accurate and prepared in accordance with the Charter Documents and all applicable laws. In addition, we have assumed that the Company will receive the full consideration for the Ordinary Shares (which may consist, in part or in full, of services performed for the Company). We are admitted to practice law in the State of Israel and the opinion expressed herein is expressly limited to the laws of the State of Israel.

On the basis of the foregoing, we are of the opinion that the Ordinary Shares being registered pursuant to the Registration Statement, when issued and paid for in accordance with the Plan, pursuant to agreements with respect to the Plan and, as the case may be, pursuant to the terms of the awards that may be granted under the Plan, will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion 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

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**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 15, 2023, with respect to the consolidated financial statements of Perion Network Ltd. and the effectiveness of internal control over financial reporting of Perion Network Ltd., included in its Annual Report (Form 20-F) for the year ended December 31, 2022, filed with the Securities and Exchange Commission.

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

Tel Aviv, Israel  
June 28, 2023

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CALCULATION OF FEE TABLE

FORM S-8  
(Form Type)

PERION NETWORK LTD.  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Unit <sup>(2)</sup>	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Ordinary Shares, par value NIS 0.03 per share	457(c) and 457(h)	1,000,000	\$32.88	\$32,880,000	.00011020	\$3,623.37
<b>Total Offering Amounts</b>					\$3,623.37		\$3,623.37
<b>Total Fee Offsets</b>							N/A
<b>Net Fee Due</b>							\$3,623.37

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement on Form S-8 shall also cover any additional Ordinary Shares, which become issuable under the Equity Incentive 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.
- (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 June 26, 2023.