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

FORM 6-K

Report of Foreign Private Issuer

**Pursuant to Rule 13a-16 or 15d-16
under the Securities Exchange Act of 1934**

For the month of January 2021 (Report No. 3)

Commission File Number: 000-51694

Perion Network Ltd.

(Translation of registrant's name into English)

**1 Azrieli Center, Building A, 4th Floor
26 HaRokmim Street, Holon, Israel 5885849**

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F ☒ Form 40-F ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): N/A

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): N/A

Explanatory Note

On January 20, 2021, Perion Network Ltd. (the “**Registrant**” or “**Perion**”) issued a press release titled “Perion Network Ltd. Announces Upsize and Pricing of \$57.4 Million Follow-on Offering of Ordinary Shares.” A copy of this press release is furnished as [Exhibit 99.1](#) herewith.

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PERION NETWORK LTD.

By: /s/ Maoz Sigron

Name: Maoz Sigron

Title: Chief Financial Officer

Date: January 20, 2021



**Perion Network Ltd. Announces Upsize and Pricing of \$57.4
Million Follow-on Offering of Ordinary Shares**

Tel Aviv & New York – January 20, 2021 – Perion Network Ltd. (NASDAQ: PERI), a global advertising technology company that delivers its Synchronized Digital Branding solution across the three main pillars of digital advertising – ad search, social media and display / video / CTV advertising – today announced the pricing of a follow-on public offering of 4,990,000 of its ordinary shares at a public offering price of \$11.50 per share, for gross proceeds of \$57.4 million. The offering was upsized from the previously announced offering of \$50 million. The shares are being offered by the Company pursuant to an effective shelf registration statement on file with the Securities and Exchange Commission (the “SEC”). In connection with the offering, the Company has granted the underwriters a 30-day option to purchase up to an additional 748,500 ordinary shares to be sold in the offering on the same terms and conditions. The offering is expected to close on January 22, 2021, subject to satisfaction of customary closing conditions.

Perion’s ordinary shares are listed on the Nasdaq Global Select Market and TASE under the ticker symbols “PERI” and “PERI.TA”, respectively.

Oppenheimer & Co. Inc. and Stifel, Nicolaus & Company, Incorporated are acting as joint book-running managers in this offering. Roth Capital Partners and Lake Street Capital Markets, LLC are acting as co-managers. Needham & Co. is serving as an advisor of the Company.

Perion intends to use the net proceeds from the offering as additional working capital, for funding the growth of its business, including potentially, funding any merger or acquisition opportunities that may arise with companies that have products, services and technologies that are complementary to its business, and for general corporate purposes.

A shelf registration statement relating to the ordinary shares to be issued in the offering was filed with the SEC and is effective. A final prospectus supplement and accompanying base prospectus relating to and describing the final terms of the offering may be obtained, when available, from the SEC’s website located at www.sec.gov or from Oppenheimer & Co. Inc., Attention: Syndicate Prospectus Department, 85 Broad Street, 26th Floor, New York, New York 10004, by telephone at +1 (212) 667-8055, or by email at EquityProspectus@opco.com; Stifel, Nicolaus & Company, Incorporated, Attention: Prospectus Department, One Montgomery Street, Suite 3700, San Francisco, California 94101, by telephone at +1 (415) 364-2720, or by email at syndprospectus@stifel.com.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About Perion Network Ltd.

Perion is a global technology company that delivers strategic business solutions that enable brands and advertisers to efficiently and successfully “Capture and Convince” users across multiple platforms and channels, including interactive connected television – or iCTV. Perion achieves this through its Synchronized Digital Branding capabilities, which are focused on high impact creative; content monetization; its branded search network, in partnership with Microsoft Bing; and social media management that orchestrates and optimizes paid advertising. This diversification positions Perion for growth as budgets shift across categories.

Contact

Perion Network Ltd.

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