

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

INCREDIMAIL LTD.

(Exact name of registrant as specified in its charter)

Israel

(State or other jurisdiction of incorporation or organization)

Not Applicable

(I.R.S. Employer Identification No.)

4 HaNechoshet Street, Tel Aviv, Israel
(Address of Principal Executive Offices)69710
(Zip Code)**THE 2003 ISRAELI SHARE OPTION PLAN**

(Full title of the plan)

IncrediMail Inc.
211 East 43rd Street, Suite 2300
New York, NY 10017
(Name and address of agent for service)
(212)682-1995

(Telephone number, including area code, of agent for service)

Copy to:

David H. Schapiro
Yigal Arnon & Co.
1 Azrieli Center
Tel Aviv, Israel
Tel: (+972) 3 608 7856
Fax: (+972) 3 608-771416

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 ☐ Accelerated filer ☐
Non-accelerated filer ☐ Smaller reporting company ☐

CALCULATION OF REGISTRATION FEE

Title of Each Class 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, par value NIS 0.01 per share	1,000,000 \$	7.705(2) \$	7,705,000 \$	895

- (1) This registration statement shall also cover such indeterminate number of Ordinary Shares as may be issued to prevent dilution resulting from stock dividends, stock splits or similar transactions effected without the registrant's receipt of consideration, which transactions result in an increase in the number of outstanding Ordinary Shares of the registrant, in accordance with Rule 416 under the Securities Act of 1933, as amended (the "Securities Act").
- (2) Estimated solely for the purpose of calculating the registration fee on the basis of, pursuant to Rule 457(c) and (h) under the Securities Act, the average of the high and low sale prices of the Ordinary Shares on the Nasdaq Global Market on January 19, 2011 with respect to 1,000,000 Ordinary Shares subject to future grants under the plan underlying this registration statement.

EXPLANATORY NOTE

This Registration Statement is filed by Incredimail Ltd. (the “Registrant” or “we”) in accordance with the provisions of General Instruction E to Form S-8 for the purpose of registering an additional 1,000,000 Ordinary Shares, par value NIS 0.01 per share, of the Registrant, which are reserved for offer and sale under the 2003 Israeli Share Option Plan (the “Plan”), such that following such registration a total of 3,368,000 Ordinary Shares shall be reserved for offer and sale under the Plan.

The contents of the registrant’s Registration Statement on Form S-8, File No. 333-133968, filed with the Securities and Exchange Commission on May 10, 2006, and the Registration Statement on Form S-8 333-152010, filed with the Securities and Exchange Committee on June 30, 2008, are hereby incorporated by reference into this Registration Statement with the exception of Exhibits 5.1, 23.1, 23.2, and 24.1, which are provided herewith.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the registrant with the Securities and Exchange Commission are hereby incorporated by reference in this Registration Statement:

(a) Our Annual Report on Form 20-F for the fiscal year ended December 31, 2009; and

(b) All other reports filed by the Registrant pursuant to Sections 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, since December 31, 2009.

In addition, all subsequent annual reports filed on Form 20-F prior to the termination of this offering are incorporated by reference into this Registration Statement. Also, we may incorporate by reference our future reports on Form 6-K by stating in those Forms that they are being incorporated by reference into this prospectus.

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, are 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 so modified or superseded shall not be deemed to constitute a part hereof, except as so modified or superseded.

Item 8. Exhibits.

Exhibit No.	Description
5.1	Opinion of Yigal Arnon & Co.
23.1	Consent of Yigal Arnon & Co. (included in Exhibit 5.1)
23.2	Consent of Kost Forer Gabbay & Kasierer, Member of Ernst & Young Global
24.1	Power of Attorney (see Page II-2 of this Registration Statement).

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 on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tel Aviv, State of Israel on this 20th day of January 2011.

INCREDIMAIL LTD.

By: /s/ Josef Mandelbaum

Name: Josef Mandelbaum

Title: Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Josef Mandelbaum and Yacov Kaufman, and each of them with power of substitution, as his attorney-in-fact, in all capacities, to sign any amendments to this Registration Statement (including post-effective amendments) and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorney-in-facts or their substitutes may 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/ Josef Mandelbaum</u> Josef Mandelbaum	Chief Executive Officer and Director (principal executive officer)	January 20, 2011
<u>/s/ Yacov Kaufman</u> Yacov Kaufman	Chief Financial Officer (principal financial and accounting officer)	January 20, 2011
<u>/s/ Tamar Gottlieb</u> Tamar Gottlieb	Chairperson and Director	January 20, 2011
<u>/s/ Ofer Adler</u> Ofer Adler	Director	January 20, 2011
<u>/s/ Aric Czerniak</u> Aric Czerniak	Director	January 20, 2011
<u>/s/ David Jutkowitz</u> David Jutkowitz	Director	January 20, 2011
<u>/s/ Avichay Nissenbaum</u> Avichay Nissenbaum	Director	January 20, 2011
<u>/s/ Arik Ramot</u> Arik Ramot	Director	January 20, 2011

SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

Pursuant to the Securities Act of 1933, the undersigned, the duly authorized representative in the United States of IncrediMail Ltd., has signed this Registration Statement on Form S-8 on January 20, 2011.

INCREDIMAIL INC.

By: /s/ Josef Mandelbaum

Name: Josef Mandelbaum

Title: Chief Executive Officer

EXHIBIT INDEX

Description

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[Letterhead of Yigal Arnon & Co.]

January 20, 2011

IncrediMail Ltd.
4 HaNechoshet St.
Tel-Aviv 69710, Israel

Re: Registration Statement on Form S-8

Dear Sirs:

We have acted as Israeli counsel for IncrediMail Ltd., a company organized under the laws of the State of Israel (the "Company"), in connection with the registration statement on Form S-8 (the "Registration Statement") filed with the Securities and Exchange Commission under the Securities Act of 1933 (the "Securities Act") for the purpose of registering additional 1,000,000 ordinary shares of the Company, par value NIS 0.01 per share (the "Ordinary Shares"), that may be issued pursuant to options granted under the Company's 2003 Israeli Share Option Plan (the "Plan"). The Ordinary Shares referred to above are referred to herein as the "Option Shares."

In rendering an opinion on the matters hereinafter set forth, we have assumed the authenticity of all original documents submitted to us as certified, conformed or photographic copies thereof, the genuineness of all signatures and the due authenticity of all persons executing such documents. We have assumed the same to have been properly given and to be accurate, we have assumed the truth of all facts communicated to us by the Company, and we have also assumed that all consents, minutes and protocols of meetings of the Company's board of directors and shareholders meetings of the Company which have been provided to us are true, accurate and have been properly prepared in accordance with the Company's incorporation documents and all applicable laws. In addition, we have assumed that in connection with the issuance of Ordinary Shares under the Plan, the Company will receive consideration in an amount not less than the aggregate par value of the Plan Shares covered by each such issuance.

On the basis of such investigation as we have deemed necessary, we are of the opinion that the Option Shares have been duly and validly authorized for issuance and, when issued upon due exercise in accordance with the applicable option agreement and governing Plan (including payment of the applicable option exercise price), will be legally 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 consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, or the Rules and Regulations of the Securities and Exchange Commission thereunder.

The above opinion is based on facts existing on the date hereof and of which we are aware. We express no opinion as to any laws other than the laws of the State of Israel as the same are in force on the date hereof and we have not, for purpose of giving this opinion, made any investigation of the laws of any other jurisdiction. This opinion is limited to the matters stated herein and no opinion is implied or may be inferred beyond the matters expressly stated.

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/ Yigal Arnon & Co.

Yigal Arnon & Co.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement on Form S-8 of IncrediMail Ltd. for the registration of an additional 1,000,000 of its ordinary shares under its 2003 Israeli Share Option Plan of our report dated March 25, 2010, with respect to the consolidated financial statements of IncrediMail Ltd. and its subsidiaries for the year ended December 31, 2009, which is included in its Annual Report (Form 20-F) for the year ended December 31, 2009, 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
January 20, 2011
