
**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 December 2015 (Report No. 2)

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 ☒ x

Form 40-F ☐ o

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

Contents

This Report on Form 6-K of the registrant, including the press release attached hereto and incorporated by reference herein, are incorporated by reference into the registrant's Registration Statements on Form F-3 (Registration No. 333-195794) and Form S-8 (Registration Nos. 333-208278, 333-203641, 333-193145, 333-192376, 333-188714, 333-171781, 333-152010 and 333-133968).

On November 30, 2015, Perion Network Ltd. (the "Company") entered into a definitive Securities Purchase Agreement (the "Securities Purchase Agreement") with J.P. Morgan Asset Management, on behalf of two of its clients (the "Investors"), with respect to a private placement of ordinary shares, par value NIS 0.01 per share, of the Company (the "Ordinary Shares") for gross proceeds of \$10.125 million (the "Offering").

The purchase price per share in the Offering (the "Per Share Purchase Price") will be equal to the lesser of (i) the average of the closing prices of an Ordinary Share on the Nasdaq Global Select Market for the 30 days ending on December 1, 2015 (the "Determination Date") and (ii) the closing price of an Ordinary Share on the Nasdaq Global Select Market on the Determination Date. In the event that on the date that is nine months after the Determination Date the 15-day weighted average price of an Ordinary Share is less than 115% of the Per Share Purchase Price, the Per Share Purchase Price will be adjusted downward 1% for each 1% that it is lower than such price, up to a maximum adjustment of 15%, and the Company will issue to the Investor such number of additional Ordinary Shares as is necessary so that the Investor will receive such number of Ordinary Shares in total that it would have purchased at the closing of the Offering at such lower price.

The Securities Purchase Agreement contains customary covenants, representations and warranties of the parties, including, among others, a covenant by the Company that it will use the net proceeds from the Offering for working capital purposes.

In connection with the Offering, the Company also agreed to enter into a Registration Rights Agreement with the Investors (the "Registration Rights Agreement") pursuant to which the Company will grant to the Investors certain registration rights related to the Ordinary Shares issued to the Investors in the Offering. The Company will be required to file a registration statement on Form F-3 for the resale of the Ordinary Shares within 30 days following the closing date of the Offering and to use its reasonable efforts to cause such registration statement to be declared effective within 120 days following the closing date. The Company may incur liquidated damages if it does not meet its registration obligations under the Registration Rights Agreement. The Company also agreed to other customary obligations regarding registration, including indemnification and maintenance of the applicable registration statement.

The consummation of the Offering is subject to a number of conditions, including the approval of the Tel Aviv Stock Exchange for the listing of the Ordinary Shares thereon. The Offering is expected to close on or by December 8, 2015.

The foregoing is only a brief description of the material terms of the Securities Purchase Agreement and the Registration Rights Agreement and does not purport to be a complete description of the rights and obligations of the parties thereunder.

Exhibit 1: Press Release: Perion Receives Equity Investment from J.P. Morgan Asset Management - Establishes Credit Facility with Bank Leumi, dated December 1, 2015.

Signatures

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/ Limor Gershoni Levy

Name: Limor Gershoni Levy

Title: Corporate Secretary &

General Counsel

Date: December 1, 2015

Exhibit Index

Exhibit 1: Press Release: Perion Receives Equity Investment from J.P. Morgan Asset Management - Establishes Credit Facility with Bank Leumi, dated December 1, 2015.



**Perion Receives Equity Investment from J.P. Morgan Asset Management
Establishes Credit Facility with Bank Leumi**

Tel Aviv & New York – December 1, 2015 – Perion Network Ltd. (NASDAQ: PERI) (the “Company”) today announced it has completed an equity private placement of approximately \$10 million from an advisory client of J.P. Morgan Asset Management (“J.P. Morgan”).

This investment is in addition to an existing J.P. Morgan client investment in the Company. Proceeds from the investment will go toward general corporate purposes. Additionally, the Company secured a credit facility of approximately \$20 million from LeumiTech, the technology banking arm of Bank Leumi le-Israel B.M.

“We are very pleased to receive continued support from J.P. Morgan as well as to partner with Bank Leumi,” said Josef Mandelbaum, Perion’s CEO. “These two transactions, combined with our continued strong cash flow, ensure that we remain in a very strong position to enhance long-term shareholder value.”

About Perion Network Ltd.

Perion powers innovation. Perion is a global performance-based media and Internet company, providing online publishers and app developers advanced technology and a variety of intelligent, data-driven solutions to monetize their application or content and expand their reach to larger audiences, based on its own experience as an app developer. Our leading software monetization platform, [Codefuel](#), empowers digital businesses to optimize installs, analyze data and maximize revenue. Our mobile marketing unit, [Growmobile](#), enables app marketers to advertise across the industry’s top-performing traffic sources, including Facebook, Twitter and Instagram (by MMR) and Google, and increase user spend, reduce churn and improve retention through CRM engagement campaigns. The Perion team brings decades of experience, operating and investing in digitally-enabled businesses, and we continue to innovate and create value for the app ecosystem. More information about Perion may be found at www.perion.com.

Forward Looking Statements

This press release contains historical information and forward-looking statements within the meaning of The Private Securities Litigation Reform Act of 1995 with respect to the business, financial condition and results of operations of Perion. The words “will”, “believe,” “expect,” “intend,” “plan,” “should” and similar expressions are intended to identify forward-looking statements. Such statements reflect the current views, assumptions and expectations of Perion with respect to future events and are subject to risks and uncertainties. Many factors could cause the actual results, performance or achievements of Perion to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements, or financial information, including, among others, the failure to realize the anticipated benefits of the Undertone acquisition and/or the anticipated benefits of other companies and businesses we acquired and may acquire in the future, risks entailed in integrating Undertone’s business with Perion’s business and/or in integrating other companies and businesses we acquire, including employee retention and customer acceptance, the risk that the such transactions will divert management and other resources from the ongoing operations of our businesses or otherwise disrupt their conduct, potential litigation associated with the transactions, and general risks associated with our businesses, including intense and frequent changes in the markets in which the businesses operate and in general economic and business conditions, loss of key customers, unpredictable sales cycles, competitive pressures, market acceptance of new products, inability to meet efficiency and cost reduction objectives, changes in business strategy and various other factors, whether referenced or not referenced in this press release. Various other risks and uncertainties may affect Perion and its results of operations, as described in reports filed by the Company with the Securities and Exchange Commission from time to time, including its annual report on Form 20-F for the year ended December 31, 2014 filed with the SEC on April 16, 2015. Perion does not assume any obligation to update these forward-looking statements.

Contact Information:

Perion Network Ltd.

Stephanie Mazer
+972 (73) 398-1000
investors@perion.com

Solebury Communications Group

Jamie Lillis
+1 (203) 428-3223
jlillis@soleburyir.com

Source: Perion Network Ltd.
