

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) (73) 398-1000
(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

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

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

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.



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 Plan (collectively with the Original S-8, the “Prior Registration Statements”):

Date	SEC File Number	Number of Shares
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	666,667
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	1,666,667
March 16, 2020	333-237196	1,300,000
November 4, 2020	333-249846	1,350,000
January 20, 2022	333-262260	1,350,000

On August 26, 2018, following the approval of a special general meeting of its shareholders held on August 2, 2018, the Company executed a 3-to-1 reverse share split of the Company’s ordinary shares, such that each three ordinary shares, par value NIS 0.01 per share, then outstanding were consolidated into one ordinary share, par value NIS 0.03. Accordingly, and unless otherwise indicated, all of the share numbers referenced above have been adjusted, on a retroactive basis, to reflect that 3-to-1 reverse share split.

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 1,300,000 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.

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, 2021, filed with the Commission on March 16, 2022;
- (b) The Registrant's reports of Foreign Private Issuer on Form 6-K furnished to the Commission on [April 28, 2022](#) – Report No. 3 (relating solely to the GAAP financial statements tables attached as Exhibit 99.1 thereto), [May 24, 2022](#) – Report No. 1, [June 13, 2022](#) – Report No. 1, [July 5, 2022](#) – Report No. 1, [August 3, 2022](#) – Report No. 1 (relating solely to the GAAP financial statements tables attached thereto as Exhibit 99.1), and [August 17, 2022](#) – Report No. 3; and
- (c) The description of the Registrant's Ordinary Shares set forth in the Prospectus, dated January 30, 2006, contained in the Registrant's registration statement on [Form F-1/A](#) (No. 333-129246), filed with the Commission on January 30, 2006, as updated by (ii) Exhibit 2.1 to the Registrant's Annual Report on [Form 20-F](#) for the fiscal year ended December 31, 2019 filed with the Commission on March 16, 2020, 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.

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

<u>Exhibit Number</u>	<u>Exhibit</u>
5.1*	Opinion of Meitar Law Offices as to the legality of the Registrant's Ordinary Shares
23.1*	Consent of Kost, Forer, Gabbay and Kasierer, a member of Ernst & Young Global
23.3*	Consent of Meitar Law Offices (included in Exhibit 5.1)
24.1*	Power of Attorney (included on the signature page of this Registration Statement)
99.1	Perion 2003 Israeli Share Option Plan and U.S. Addendum⁽¹⁾
99.2	Perion Equity Incentive Plan⁽²⁾
107	Filing Fee Calculation
*	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 on October 15, 2013 as an exhibit to the Registrant's report of foreign private issuer on Form 6-K, and incorporated herein by reference

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 17th day of August, 2022.

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 August 17, 2022.

<u>Name</u>	<u>Title</u>
<u>/s/ Eyal Kaplan</u> Eyal Kaplan	Chairman of the Board of Directors
<u>/s/ Doron Gerstel</u> Doron Gerstel	Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Maoz Sigron</u> Maoz Sigron	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
<u>/s/ Michal Drayman</u> Michal Drayman	Director
<u>/s/ Amir Guy</u> Amir Guy	Director
<u>/s/ Rami Schwartz</u> Rami Schwartz	Director
<u>/s/ Michael Vorhaus</u> Michael Vorhaus	Director
<u>/s/ Joy Marcus</u> Joy Marcus	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 August 17, 2022.

Intercept Interactive Inc.
D/B/A Undertone

By: /s/ Doron Gerstel

Name: Doron Gerstel

Title: Director



Ramat Gan, August 17, 2022

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 August 17, 2022 (the “**Registration Statement**”), under the Securities Act of 1933, as amended (the “**Securities Act**”), relating to the registration of 1,300,000 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

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 16, 2022, 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, 2021, 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

August 17, 2022

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 ⁽¹⁾	Proposed Maximum Offering Price Per Unit ⁽²⁾	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)	1,300,000	\$22.00	\$28,600,000	.0000927	\$2,651.22
Total Offering Amounts					\$28,600,000		\$2,651.22
Total Fee Offsets							N/A
Net Fee Due							\$2,651.22

- (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 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 August 15, 2022.