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

FORM 6-K/A
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 2010

Commission File Number: 000-51694

IncrediMail Ltd.
(Translation of registrant's name into English)

4 HaNechoshet St., Tel-Aviv, Israel 69710
(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): _____

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): _____

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes ☐ No ☒

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- _____

IncrediMail Ltd.

On December 27, 2010, the registrant issued a second press release correcting and replacing its prior press release announcing its signing a new two year agreement with Google. A copy of the second press release is annexed hereto as Exhibit 1 and is incorporated herein by reference.

This Form 6-K/A is hereby incorporated by reference into IncrediMail Ltd.'s Registration Statements on Form S-8 (Registration Nos. 333-152010 and 333-133968).

Exhibits

Exhibit 1	Press release dated December 27, 2010, correcting and replacing its prior press release announcing IncrediMail signing a new two year agreement with Google.
-----------	--

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.

IncrediMail Ltd.

By: /s/ Yacov Kaufman

Name: Yacov Kaufman

Title: Chief Financial Officer

Date: December 27, 2010



CORRECTING AND REPLACING: INCREDIMAIL SIGNS NEW TWO YEAR AGREEMENT WITH GOOGLE

TEL AVIV, ISRAEL – December 28, 2010 - IncrediMail Ltd. (NASDAQ: MAIL, www.incredimail-corp.com), a digital media company that builds downloadable consumer products, today announced that it has signed a new 2 year agreement with Google. The new agreement is effective January 1, 2011.

Commenting on the agreement, Mr. Josef Mandelbaum, IncrediMail's CEO, said "We are very pleased and proud to extend our collaboration with Google. The new agreement provides the basis for a more extended relationship and I am looking forward to working closely with Google to grow our existing business with them and to find other areas of cooperation that will further strengthen our partnership."

"Having positively resolved the issue of whether or not Google would renew with us, we are now moving full steam ahead with our growth plans which we believe will establish IncrediMail as a leading digital media company in the consumer personal productivity category." concluded Mr. Mandelbaum.

The terms of the new contract are expected to produce results similar to those achieved under the previous contract.

About IncrediMail Ltd.

IncrediMail Ltd. (NASDAQ: MAIL) is a digital media company that builds, acquires and enhances downloadable consumer applications. The company's award winning e-mail client product, *IncrediMail Premium*, is sold in over 100 countries in 10 different languages. Other products include, *HiYo* a graphic add-on to instant messaging software and *Magentic*, a wallpaper and screensaver software.

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 the Company. The words "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 the Company with respect to future events and are subject to risks and uncertainties. Many factors could cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements, including, among others, a termination of the agreement with Google at the end of the first year in accordance with its terms, changes in the markets in which the Company operates and in general economic and business conditions, loss of key customers and 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, both referenced and not referenced in this press release. Various risks and uncertainties may affect the Company and its results of operations, as described in reports filed by the Company with the Securities and Exchange Commission from time to time. The Company does not assume any obligation to update these forward-looking statements.

Contact Information

For further information please contact:

Marybeth Csaby/Rob Fink
KCSA Strategic Communications
(212) 896-1236 / 212-896-1206
mcsaby@kcsa.com/ rfink@kcsa.com
