

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): **June 7, 2022**

**CYREN LTD.**

**(Exact Name of Registrant as Specified in its Charter)**

<b>Israel</b> (State or Other Jurisdiction of Incorporation)	<b>000-26495</b> (Commission File Number)	<b>Not applicable</b> (IRS Employer Identification No.)
<b>10 Ha-Menofim St., 5th Floor Herzliya, Israel</b> (Address of Principal Executive Offices)		<b>4672561</b> (Zip Code)

**011-972-9-863-6888**

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of exchange on which registered
Ordinary Shares, par value ILS 3.0 per share	CYRN	Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

- 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 13(a) of the Exchange Act.

## Item 1.01 Entry into a Material Definitive Agreement

On June 1, 2022, Cyren Ltd. (the “Company”) entered into a definitive Sale and Purchase Agreement (the “SPA”) with Content Services Group GmbH (the “Purchaser”) to sell all the equity interests in its legacy secure email gateway business and wholly owned subsidiary, Cyren GmbH. Pursuant to the SPA, the purchase price is EUR 10,000,000.00 in cash, and consists of a EUR 9,350,000.00 payment at closing, subject to certain adjustments specified therein, including indebtedness, cash and working capital, and a EUR 650,000.00 holdback (the “Holdback Amount”) to be held in an escrow to satisfy certain claims, if any, that may arise after closing. The Holdback Amount, less any deductions for claims against the Company, if any, will be released no later than twelve (12) months after the closing date. The SPA contains certain termination rights for each the Company and the Purchaser. The transaction is anticipated to close on or before August 31, 2022, subject to the satisfaction or waiver of customary closing conditions (collectively the “Transaction”).

The SPA contains representations, warranties and covenants of the parties that are customary for transactions of this type. The representations, warranties and covenants set forth in the SPA have been made only for the purposes of the SPA and solely for the benefit of the parties thereto. In addition, the foregoing summaries of the SPA and the transaction do not purport to be complete descriptions and are qualified in their entirety by reference to the SPA, anticipated to be filed by the Company as an exhibit to the Company’s report on Form 10-Q for the quarter ending June 30, 2022. Accordingly, the description of the SPA in this Current Report on Form 8-K is only to provide investors with information regarding its terms and not to provide investors with any other factual information regarding the parties or the Transaction.

## Item 7.01 Regulation FD Disclosure

On June 7, 2022, the Company issued a press release announcing the Transaction. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein. The information set forth in this Item 7.01 and Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), nor shall they be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

## Cautionary Statements Regarding Forward-Looking Information

This Report contains forward-looking statements within the meaning of the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, including, but not limited to, statements about the Stock Purchase Agreement. Forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those expected. In addition to risks and uncertainties disclosed in the Company's other reports it files with the Securities and Exchange Commission, these risks and uncertainties include, but are not limited to, the ability to consummate the proposed transactions; the ability to obtain third party approvals with respect to the transactions; the possibility that some or all of the conditions to the closing of the transaction may not be satisfied or waived; and the effects of disruption from the transaction on our business in general. Investors should consider these factors before deciding to make or maintain an investment in our securities. The forward-looking statements included in this Report are based on information available to the Company as of the date of this Report. The Company expressly disclaims any intent or obligation to update any forward-looking statements to reflect subsequent events or circumstances.

## Item 9.01 Financial Statement and Exhibits.

### (d) Exhibits.

99.1	<a href="#">Press Release issued by Cyren Ltd. on June 7, 2022</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**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 hereunto duly authorized.

**CYREN LTD.**

Dated: June 7, 2022

By: /s/ Brian Dunn  
Name: Brian Dunn  
Title: General Counsel



PRESS RELEASE

## Cyren Announces Divestment to Enable Focus on Strategic Growth Opportunities

MCLEAN, VA – June 7, 2022 / Cyren (NASDAQ:CYRN), a provider of inbox security and threat intelligence solutions, today announced that it has entered into a definitive agreement to divest its legacy Secure Email Gateway business to Content Services Group GmbH for €10,000,000 in cash. The purchase price is subject to certain adjustments and the transaction is expected to close prior to August 31, 2022, with customary closing conditions. The divestment will enable Cyren to focus on its best strategic growth opportunities to deliver optimal value to its customers and shareholders.

“This transaction is fully aligned with our strategy to focus our efforts and resources on products and market opportunities that we believe offer the best growth opportunities for Cyren,” said Brett Jackson, Cyren’s Chief Executive Officer. “The proceeds from this transaction will strengthen our balance sheet, allow us to fund additional growth-related investments and streamline our product line and overall business. We believe that Content Services Group is a good strategic fit for this business, will be a good home for our team members associated with the business, and is committed to continuing to support the products and customers.

Cyren will use the proceeds to expand go-to-market activities relating to its anti-phishing solution, Cyren Inbox Security, and its core Threat Intelligence Services. New bookings associated with these products have been growing in recent quarters and Cyren believes it is time to accelerate investments in these two market opportunities.

For Cyren Inbox Security and Threat Intelligence Services customers, there will be no changes to points of contact, service levels or product efficacy as a result of this divestment. Cyren secure email gateway customers (Cyren Email Security, eXpurgate) will receive ongoing communications from Cyren account managers and support teams to ensure a smooth transition, post-closing, to Content Services Group, with no disruption to service or support.

### About Cyren

Cyren (NASDAQ: CYRN) protects more than a 1 billion users around the world from sophisticated and emerging email-, malware-, and web-based cyber-attacks every day. Our embedded threat detection, threat intelligence and inbox security solutions help enterprise, service providers, and technology companies prevent breaches and eliminate countless hours of incident response. Learn more at [www.cyren.com](http://www.cyren.com).

*This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. For example, statements in the future tense, and statements including words such as "expect," "plan," "estimate," "anticipate," or "believe" are forward-looking statements, including statements regarding expectations that Cyren Inbox Security will be the key driver of future growth, expectations regarding developing a high-growth enterprise revenue stream that will materially contribute to Cyren's results and expectations regarding our products, including Cyren Inbox Security. These statements are based on information available at the time of the press release and the company assumes no obligation to update any of them. The statements in this press release are not guarantees of future performance and actual results could differ materially from current expectations as a result of numerous factors, including our ability to continue as a going concern, our ability to execute our business strategy, including our sales and business development plans, our ability to timely and successfully enhance and improve our existing solutions and introduce new solutions, the commercial success of such enhancements and new solutions, including Cyren Inbox Security, lack of demand for our solutions, including as a result of actual or perceived decreases in levels of advanced cyber attacks, our ability to manage our cost structure, avoid unanticipated liabilities and achieve profitability, our ability to grow our revenues, including the ability of existing solutions to drive sufficient revenue, our ability to attract new customers and increase revenue from existing customers, market acceptance of our existing and new product offerings, our continued listing on NASDAQ, business conditions and growth or deterioration in the internet security market, technological developments, products offered by competitors, availability of qualified staff, and technological difficulties and resource constraints encountered in developing new products, as well as those risks described in the company's publicly filed reports, which are available through [www.sec.gov](http://www.sec.gov).*

### Investor Contact

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