

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): **October 6, 2021**

CYREN LTD.
(Exact Name of Registrant as Specified in its Charter)

Israel (State or Other Jurisdiction of Incorporation)	000-26495 (Commission File Number)	Not applicable (IRS Employer Identification No.)
10 Ha-Menofim St., 5th Floor Herzliya, Israel (Address of Principal Executive Offices)		4672561 (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 0.15 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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On October 6, 2021, Cyren Ltd. (the “Company”) received a written letter (the “Extension Notice”) from Listing Qualifications Staff of The Nasdaq Stock Market, LLC (“Nasdaq”) notifying the Company that Nasdaq has granted the Company an additional 180 calendar days, or until April 4, 2022 (the “Extension Period”), to regain compliance with the requirement for the Company’s ordinary shares (“Ordinary Shares”) to maintain a minimum bid price of \$1.00 per share for continued listing on the Nasdaq Capital Market, as set forth in Nasdaq Listing Rule 5550(a)(2) (the “Minimum Bid Price Requirement”).

The Extension Notice has no immediate effect on the continued listing status of the Company’s Ordinary Shares on the Nasdaq Capital Market. The Company’s Ordinary Shares remain listed on the Nasdaq Capital Market.

As previously disclosed on the Current Report on Form 8-K filed on April 13, 2021 with the Securities and Exchange Commission, the Company received a written notification from Nasdaq notifying the Company that it had failed to comply with the Minimum Bid Price Requirement because the bid price for the Company’s Ordinary Shares over a period of 30 consecutive business days prior to such date had closed below the minimum \$1.00 per share requirement for continued listing. The notification had no immediate effect on the listing or trading of the Ordinary Shares on the Nasdaq Capital Market. The Company initially had a period of 180 calendar days, or until October 5, 2021, to regain compliance with the Minimum Bid Price Requirement.

If at any time before April 4, 2022, the bid price of the Company’s Ordinary Shares closes at or above \$1.00 per share for a minimum of 10 consecutive business days, Nasdaq will provide written notification that the Company has achieved compliance with the Rule. If compliance with the Rule cannot be demonstrated by April 4, 2022, Nasdaq will provide written notification that the Company’s Ordinary Shares will be delisted. At that time, the Company may appeal Nasdaq’s determination to a Hearings Panel.

The Company will continue to monitor the bid price for its Ordinary Shares and consider various options available to it if its Ordinary Shares do not trade at a level that is likely to regain compliance. These options include effecting a reverse stock split. There can be no assurance that the Company will regain compliance with the Minimum Bid Price Requirement or maintain compliance with any of the other Nasdaq continued listing requirements.

A copy of a press release announcing the above is filed as Exhibit 99.1 to this Form 8-K.

Item 9.01 Financial Statement and Exhibits.

(d) Exhibits.

99.1	Press Release issued by Cyren Ltd. on October 6, 2021
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: October 6, 2021

By: /s/ Brett Jackson
Name: Brett Jackson
Title: Chief Executive Officer



PRESS RELEASE

Nasdaq Grants Cyren 180-Day Extension to Meet Minimum Bid Price Requirement

McLean, VA – October 6, 2021 – Today, Cyren (NASDAQ:CYRN), a provider of email security and threat intelligence solutions, announced that the Company received written notification from the Listing Qualification Department of The NASDAQ Capital Market (“Nasdaq”) granting the Company’s request for a 180-day extension to regain compliance with Nasdaq’s minimum bid price requirement under Nasdaq Listing Rule 5550(a)(2) (the “Rule”). The Company now has until April 4, 2022 to meet the requirement.

Nasdaq’s extension notice has no immediate effect on the continued listing status of the Company’s Ordinary Shares on the Nasdaq Capital Market. Therefore, the Ordinary Shares remain listed on the Nasdaq Capital Market.

If at any time until April 4, 2022, the bid price of the Company’s Ordinary Shares closes at or above \$1.00 per share for a minimum of 10 consecutive trading days, the Company will regain compliance with the Rule, and the matter will be closed.

The Company will continue to monitor the bid price for its Ordinary Shares and consider various options available to it if its Ordinary Shares do not trade at a level that is likely to regain compliance. These options include effecting a reverse stock split. There can be no assurance that the Company will regain compliance with the Rule or maintain compliance with any of the other Nasdaq continued listing requirements.

If the Company does not meet the minimum bid requirement during the additional 180-day extension, Nasdaq will provide written notification to the Company that its Ordinary Shares will be subject to delisting. At such time, the Company may appeal the delisting determination to a Nasdaq Hearings Panel. The Company would remain listed pending the Panel’s decision. There can be no assurance that if the Company does appeal a subsequent delisting determination, that such appeal would be successful.

For more information, please review the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission on October 6, 2021.

About Cyren

More than 1.3 billion users around the world rely on Cyren's cloud security solutions to protect them against cyber-attacks every day. Powered by the world's largest security cloud, Cyren (NASDAQ: CYRN) delivers fast time-to-protection with embedded threat detection, threat intelligence and email security solutions. Learn more at www.cyren.com.

Blog: <http://blog.cyren.com>

LinkedIn: www.linkedin.com/company/cyren

Twitter: www.twitter.com/CyrenInc

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SOURCE: Cyren Ltd

FORWARD-LOOKING STATEMENTS

This press release may contain forward-looking statements, including information about management's view of Cyren's future expectations, plans and prospects, within the safe harbor provisions under The Private Securities Litigation Reform Act of 1995 (the "Act"). In particular, when used in the preceding discussion, the words "believes," "may," "could," "would," "should," "expects," "anticipates," "estimates," "intends," "plans" and similar conditional expressions are intended to identify forward-looking statements within the meaning of the Act, and are subject to the safe harbor created by the Act. Any statements made in this news release other than those of historical fact, about an action, event or development, including statements regarding compliance with the Nasdaq listing requirements, are forward-looking statements and are subject to significant risks and uncertainties. These risks include, among others, the inability to meet Nasdaq's minimum bid price requirement or comply with Nasdaq's other listing standards, as well as various additional risks, many of which are now unknown and generally out of Cyren's control, and which are detailed from time to time in reports filed by Cyren with the SEC, including quarterly reports on Form 10-Q, reports on Form 8-K and annual reports on Form 10-K. Cyren does not undertake any duty to update any statements contained herein (including any forward-looking statements), except as required by law.
