

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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

CYREN LTD.

(Exact name of registrant as specified in its charter)

Israel

(State or other Jurisdiction of
Incorporation or Organization)

Not applicable

(I.R.S. Employer
Identification No.)

**10 Ha-Menofim St., 5th Floor
Herzliya, Israel**

(Address including Zip Code of Principal Executive Offices)

**Amended and Restated 2016 Non-Employee Director Equity Incentive Plan
Amended & Restated 2016 Equity Incentive Plan**
(Full title of the plan)

**Brett Jackson
Chief Executive Officer
Cyren Ltd.
c/o Cyren Inc.**

**1430 Spring Hill Road, Suite 330
McLean, Virginia 22102
(703) 760-3320**

(Name, address and telephone number, including area code, of agent for service)

With copies to:

**Brian Dunn
General Counsel
Cyren Ltd.
c/o Cyren Inc.**

**1430 Spring Hill Road, Suite 330
McLean, Virginia 22102
(703) 760-3320**

**Laurie L. Green, Esq
Greenberg Traurig, P.A.
401 East Las Olas Boulevard, Suite 2000
Fort Lauderdale, Florida 33301
(954) 768-8232**

**Adrian Daniels
Yigal Arnon – Tadmor Levy
1 Azrieli Center
Tel Aviv 6702101, Israel
(+972)-3-608-7777**

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 definitions of “large accelerated filer,” “accelerated filer,” “small reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

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

On August 31, 2022, the shareholders of the Registrant approved amendments to the Cyren Ltd. 2016 Equity Incentive Plan and the Cyren Ltd. 2016 Non-Employee Director Equity Incentive Plan, each as amended and restated (together, the “Plans”) to increase the number of Ordinary Shares available for issuance under the Plans by an aggregate of 790,000 Ordinary Shares. The number of additional ordinary shares to be registered under the respective Plans are as follows: 2016 Equity Incentive Plan — 665,000; and 2016 Non-Employee Director Equity Incentive Plan — 125,000. Pursuant to General Instruction E of Form S-8, this Registration Statement registers the offer and sale of such additional Ordinary Shares.

Such additional Ordinary Shares are of the same class of securities as the Ordinary Shares issuable under the Plans for which the currently effective registration statement on Form S-8 (File No. 333-238269) filed with the Securities and Exchange Commission (the “Commission”) on May 14, 2020 (the “Prior Registration Statement”) was filed. As permitted by General Instruction E of Form S-8, the contents of the Prior Registration Statement, including any amendments thereto or filings incorporated therein, are incorporated by reference into this Registration Statement, except as amended hereby.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following document(s) filed with the Commission by Cyren Ltd., an Israeli registered public company (the “Company”), pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated herein by reference:

(1) The Company’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2021;

(2) Quarterly Reports on Form 10-Q for the fiscal quarters ended [June 30, 2022](#) and [March 31, 2022](#);

(3) The description of our ordinary shares contained in our [Form 8-A](#) filed on June 25, 1999, and [Form F-1](#) (File No. 333-78531) filed on May 14, 1999, as amended, as updated by [Exhibit 4.1](#) to the Annual Report on [Form 10-K](#) for the year ended December 31, 2021, and any reports filed for the purpose of updating such description; and

(4); Current Reports on Form 8-K, filed by the Company with the Commission on [September 6, 2022](#), [August 5, 2022](#), [August 3, 2022](#), [July 13, 2022](#), [June 7, 2022](#), [May 17, 2022](#), [February 25, 2022](#), [February 14, 2022](#), [February 9, 2022](#); (excluding “furnished” and not “filed” information).

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (not including any information furnished under Items 2.02, 7.01 or 9.01 of Form 8-K, which information is not incorporated by reference herein) 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, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein (or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein), 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 8. EXHIBITS

Exhibit No.	Exhibit Description	Incorporated by Reference	
		Form	Period Covered or Date of Filing
3.1	Memorandum of Association of the Company.	Exhibit 3.1 to F-1 (333-78531)	06/03/99
3.2	Amended and Restated Articles of Association of the Company, as amended on February 7, 2022.	8-K	02/09/2022
4.1	Description of Securities.	10-K	Year ended December 31, 2021
5.1	Opinion of Yigal Arnon & Co. *		
10.1	2016 Non-Employee Director Equity Incentive Plan, as amended and restated (incorporated by reference to Appendix C to the Company's Definitive Proxy Statement filed on August 2, 2022). †		
10.2	2016 Equity Incentive Plan, as amended and restated (incorporated by reference to Appendix B to the Company's Definitive Proxy Statement filed on August 2, 2022). †		
23.1	Consent of Kost, Forer, Gabbay & Kasierer, independent registered public accounting firm. *		
23.2	Consent of Yigal Arnon & Co. (included in Exhibit 5.1 hereto). *		
24.1	Power of Attorney (included on the signature page hereto). *		

* Filed herewith.

† Management or compensatory plan or arrangement

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 of McLean, Commonwealth of Virginia, on September 16, 2022.

CYREN INC.

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

POWER OF ATTORNEY

We, the undersigned officers and directors of Cyren Ltd. hereby severally constitute and appoint Brett Jackson our true and lawful attorney with full power to him 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 (including post-effective amendments) to said Registration Statement, and any registration statement filed pursuant to Rule 462 under the Securities Act of 1933, as amended, in connection with said Registration Statement, and to file or cause to be filed the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, and generally to do all such things in our name and on our behalf in our capacities as officers and directors to enable Cyren Ltd. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming all that said attorney or his substitute or substitutes, shall do or cause to be done by virtue hereof.

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 and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Brett Jackson</u> Brett Jackson	Chief Executive Officer (Principal Executive Officer and Principal Financial Officer)	September 16, 2022
<u>/s/ Brady Hayden</u> Brady Hayden	Principal Accounting Officer	September 16, 2022
<u>/s/ John Becker</u> John Becker	Director	September 16, 2022
<u>/s/ Cary Davis</u> Cary Davis	Director	September 16, 2022
<u>/s/ David Earhart</u> David Earhart	Director	September 16, 2022
<u>/s/ James Hamilton</u> James Hamilton	Director	September 16, 2022
<u>/s/ Hila Karah</u> Hila Karah	Director	September 16, 2022
<u>/s/ Lauren Zletz</u> Lauren Zletz	Director	September 16, 2022
CYREN INC.	Authorized Representative in the United States	September 16, 2022

By: /s/ Brett Jackson
Name: Brett Jackson
Title: Attorney-in-Fact



Yigal Arnon (1929-2014)	Daniel Green	Edan Regev	Itamar Cohen	Chaim Cohen	Ran Aziel
Dror Vigdor	Hanital Belinson	Gitit Ramot-Adler	Shai Margalit	Michal Mor	Stav Orenstein
Amalia Meshi	Yoheved Novogroder	Guy Kortany	Yonatan Whitefield	Shine Meron	Charleen Moerdler
Amnon Lorch	Oren Roth	Goor Koren	Moshe Lankry	Galit Frank	Avia Ickovics
Hagai Shmueli	Dror Varsano	Roey Sasson	Nir Kamhi	Elad Peleg	Amira Brizel
Barry Levenfeld	Odelia Sidi	Nir Rodnizky	Shira Teger	Maytal Spivak	Lior Hochshtadt
David H. Schapiro	Shira Lahat	Michal Sagmon	Rachel Lerman	Avraham Schoen	Ofek Sinai
Hagit Bavly	Micki Shapira	Hila Rot	Ravid Saar	Elan Loshinsky	Shmuel Ofen
Orna Sasson	Eran Zach	Eran Kadosh	Sophie Blackston	Josh Hauser	Or Perel
Barak Tal	Ido Chitman	Neta Goshen	Elad Morgenstern	Eitan Cohen	Uri Galatt
Shiri Shaham	Aner Hefetz	Chen Lanir	Ron Ashkenazi	Dror Kanarik Sarig	Maya Haran
Doron Tamir	David Akrish	Daphna Livneh	Carmel Nudler	Royi Heilig	Avishai Oberman
Daniel Abarbanel	Nir Rosner	Tamar Gilboa	Yehonatan Cohen	Carmel Bareket	Elior Goldenberg
David Osborne	Assaf Mesica	Adi Samuel	David Shmulevitz	Yifat Hovev	Eyal Safrai
Gil Oren	Liron Hachohen	Alona Toledano	Aaron Shaw	Maor Alev	Yuval Dekel
Ronit Amir Yaniv	Guy Fuhrer	Yuval Shamir	Guy Ziv-Shalom	Vered Glaubach	Adina Mirchin
Orly Tsioni	Ezra Gross	Lihl Katzenelson	Lior Cohen Goldstein	Yair Taitelbaum	Shira Eidelman
Mordehai Baicz	David Roness	Inbar Hakimian-Nahari	Shiri Vilkin	Regina Pevzner	Amiram Zano
Barak Platt	Eli Greenbaum	Naama Hod	Asaf tenenbaum	Maor Layani	Dana Kleiman
Benjamin Horef	Lee Maor	Raffi Brown	Liad Kalderon	Areen Nashef	Basel Sader
Yoran Gill	Nimrod Vromen	Shahar Uziely	Nataly Margalit	Ido Zahavi	Sapir Shimoni
Asaf Eylon	Guy Sagiv	Yehudit Biton	Shiran Glitman	Guy Yarom	Leah Grumet
Adrian Daniels	Shani Rapoport	Omri Schnaider	Dani Weissberg	Hillel Segal	Tal Segev
Yuval Shalheveth	Lior Gelbard	Michal Zeituny Taub	Lareine Khoury	Yonatan Grinstein	Yehuda Attar
Jacob Ben Chitrit	Keren Tal	Rinat Michael	Nohar Hadar	Tom Kuper	Moshe Abraham
Peter Sugarman	Naftali Nir	Adi Attar	Nitzan Kahana	Moran Shachar	Avichai Isaschar
Ben Sandler	Yael Hoefler	Amos Oseasohn	Tali Har-Oz	Daniel Rosenbaum	Yitzzy Rizel
Boaz Fiel	Sagi Schiff	Ofir Paz	Tal Alon	Avital Salzman	
Joeri Kreisberg	Netanella Treistman	Adi Daniel	Mor Ido	Rotem Cohen	
Simon Weintraub	Daniel Damboritz	Dafna Shaham	Nechemia Englman	Idan Adar	
Ruth Loven	Yulia Lazbin	Miriam Friedmann	Tomer Tako	Shahar Iluz	
Yarom Romem	Joshua Lieberman	Roni Osborne	Natalie Korenfeld	Itay Ashkenazi	Gidon Weinstock Of Counsel
Adam Spruch	Eyal Aichel	Noam Shochat	Moshe Pasker	Roei Brizel	Roy Keidar Of Counsel
Yuval Bargil	Roy Masuri	Noa Slavin	Nitzan Fisher Conforti	Ido Sella	Tamar Tavory Of Counsel
Eliiran Furman	Avi Anouchi	Michael Horowitz	Victoria Savu	Evyatar Katz	
Eran Lempert	Sivan Gilron Dotan	Guy Fatal	Derora Tropp	Hadil Nassif Khawand	Paul H. Baris (1934-2010)
Ofir Levy	Tomer Bar-Nathan	Shani Lorch	Hila Amiel	Maayan Malka Rublin	Rami Kook
					Nira Kuritzky
					Eran Ilan

Tel Aviv | September 16, 2022

Cyren Ltd.
10 Ha-Menofim St., 5th Floor
Herzliya,
Israel 4672561

Ladies and Gentlemen:

Re: Cyren Ltd. Form S-8

We refer to the Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), on behalf of Cyren Ltd., a company organized under the laws of the State of Israel (the "Company"), for the purpose of registering under the Securities Act an aggregate of 790,000 of the Company's Ordinary Shares, nominal value NIS 3.0 per share (the "Shares"), available for issuance under the Cyren Ltd. 2016 Non-Employee Director Equity Incentive Plan and the Cyren Ltd. 2016 Equity Incentive Plan (together, the "Plans").

In rendering an opinion on the matters hereinafter set forth, we have assumed the authenticity of all original documents submitted to us as certified, conformed or photographic copies thereof, the genuineness of all signatures and the due authenticity of all persons executing such documents. We have assumed the same to have been properly given and to be accurate, we have assumed the truth of all facts communicated to us by the Company, we have assumed that all consents, minutes and protocols of meetings of the Company's board of directors and shareholders meetings of the Company which have been provided to us are true, accurate and have been properly prepared in accordance with the Company's incorporation documents and all applicable laws, and we have also assumed the compliance of any grant of Shares with the Company's compensation policy, as in effect from time to time.

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31 Hillel Street, Jerusalem, 9458131 | Phone: +972-2-6239239 | Fax: +972-2-6239233
www.arnon.co.il | info@arnon.co.il



YIGAL ARNON & Co.
LAW FIRM

As outside Israeli counsel to the Company, we have performed such investigations, and have examined such corporate records, certificates and other documents, and such questions of law, as we have considered necessary or appropriate for the purpose of our opinion.

Upon the basis of such examination, we are of the opinion that, the Shares have been duly and validly authorized for issuance and, when issued in accordance with the applicable grant or option agreement, pursuant to the terms of the Plans and in accordance with the Registration Statement, the Shares will be legally and validly issued, fully paid and non-assessable.

The above opinion is based on facts existing on the date hereof and of which we are aware. We express no opinion as to any laws other than the laws of the State of Israel as the same are in force on the date hereof and we have not, for purpose of giving this opinion, made any investigation of the laws of any other jurisdiction. This opinion is limited to the matters stated herein and no opinion is implied or may be inferred beyond the matters expressly stated.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission thereunder.

Very truly yours,

/s/ Yigal Arnon & Co.
Yigal Arnon & Co.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement pertaining to the Cyren Ltd. amended and restated 2016 Non-Employee Director Equity Incentive Plan and amended and restated 2016 Equity Incentive Plan, of our report dated March 24, 2022, with respect to the consolidated financial statements of Cyren Ltd. and its subsidiaries, included in its Annual Report (Form 10-K) 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

September 16, 2022

FORM S-8
(Form Type)

CYREN LTD.

(Exact Name of Registrant as Specified in its Charter)

Table I: Newly Issued Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share ⁽³⁾	Maximum Aggregate Offering Price ⁽³⁾	Fee Rate	Amount of Registration Fee
Equity	Ordinary Shares	Other	790,000 ⁽²⁾	\$ 1.37 ⁽³⁾	\$ 1,082,300 ⁽³⁾	\$ 92.70	\$ 100.33
	Total Offering Amounts				\$ 1,082,300 ⁽³⁾		\$ 100.33
	Total Fee Offsets						—
	Net Fee Due						\$ 100.33

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement shall also cover any additional Ordinary Shares, par value ILS 3.00 per share (“Ordinary Shares”), of Cyren Ltd., an Israeli corporation (the “Registrant”), that become issuable under the terms of the Cyren Ltd. 2016 Equity Incentive Plan and the Cyren Ltd. 2016 Non-Employee Director Equity Incentive Plan, each as amended and restated (together, the “Plans”) by reason of any share split, share dividend, recapitalization or other similar transaction effected without the Registrant’s receipt of consideration which results in an increase in the number of the outstanding Ordinary Shares of the Registrant.
- (2) Represents an additional 790,000 Ordinary Shares issuable under the Plans over and above the number of Ordinary Shares issuable under the Plans that were previously registered under the Securities Act. The number of shares to be registered under the respective plans are as follows: 2016 Equity Incentive Plan — 665,000; and 2016 Non-Employee Director Equity Incentive Plan — 125,000.
- (3) Calculated solely for the purpose of determining the registration fee pursuant to Rule 457(h) under the Securities Act on the basis of the average of the high and low prices of the Registrant’s Ordinary Shares as quoted on the Nasdaq Capital Market on September 12, 2022.