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

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO SECTION 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of October 2020

Commission File Number: 001-38929

Fiverr International Ltd.

(Exact Name of Registrant as Specified in Its Charter)

8 Eliezer Kaplan Street
Tel Aviv 6473409, Israel
+923 (72) 228-0910
(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):

Other Events

On October 7, 2020, Fiverr International Ltd. (the “Company”) issued a press release announcing the Company’s intention to offer \$400.0 million aggregate principal amount of Convertible Senior Notes due 2025 (the “Notes”) in a private offering to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended. A copy of the press release is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	<u>Press Release, dated October 7, 2020, issued by Fiverr International Ltd.</u>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Fiverr International Ltd.

Date: October 7, 2020

By: /s/ Gurit Kainnan-Vardi
Gurit Kainnan-Vardi
VP & General Counsel

Fiverr Announces Proposed Private Offering of \$400 million of Convertible Senior Notes due 2025

NEW YORK, October 7, 2020 – Fiverr International Ltd. (NYSE: FVRR) (“Fiverr”) today announced its intention to offer, subject to market conditions and other factors, \$400 million aggregate principal amount of Convertible Senior Notes due 2025 (the “Notes”) in a private offering (the “Offering”) to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”). In connection with the Offering, Fiverr expects to grant the initial purchasers of the Notes an option to purchase, within a 13-day period beginning on, and including, the date on which the Notes are first issued, up to an additional \$60 million aggregate principal amount of the Notes.

The final terms of the Notes, including the initial conversion price, interest rate and certain other terms, will be determined at the time of pricing of the Offering. When issued, the Notes will be senior, unsecured obligations of Fiverr. Interest on the Notes will be payable semi-annually in arrears, and the Notes will mature on November 1, 2025, unless earlier repurchased, redeemed or converted in accordance with their terms. Prior to the close of business on the business day immediately preceding May 1, 2025, the Notes will be convertible at the option of the holders of the Notes only upon the satisfaction of specified conditions and during certain periods. Thereafter, the Notes will be convertible at the option of the holders of the Notes at any time until the close of business on the third scheduled trading day immediately preceding the maturity date regardless of such conditions. Conversions of the Notes will be settled in cash, ordinary shares of Fiverr or a combination thereof, at Fiverr’s election.

Fiverr may not redeem the Notes prior to November 5, 2023, except in the event of certain tax law changes. On or after November 5, 2023, Fiverr may redeem, for cash, all or part of the Notes if the last reported sale price of its ordinary shares has been at least 130% of the conversion price then in effect for at least 20 trading days (whether or not consecutive) during any 30 consecutive trading day period (including the last trading day of such period) ending on, and including, the trading day immediately preceding the date on which Fiverr provides notice of the redemption at a redemption price equal to 100% of the principal amount of the Notes to be redeemed, *plus* accrued and unpaid interest to, but excluding, the redemption date. Holders of the Notes will have the right to require Fiverr to repurchase all or a portion of their Notes upon the occurrence of a fundamental change (as defined in the indenture governing the Notes) at a cash repurchase price equal to 100% of the principal amount of the Notes to be repurchased, plus any accrued and unpaid interest to, but excluding the fundamental change repurchase date.

In connection with the pricing of the Notes, Fiverr expects to enter into privately negotiated capped call transactions with one or more of the initial purchasers of the Notes or their respective affiliates and/or other financial institutions (in this capacity, the “Option Counterparties”). The capped call transactions are expected generally to reduce the potential dilution to the holders of ordinary shares of Fiverr upon any conversion of Notes and/or to offset any cash payments Fiverr is required to make in excess of the principal amount of converted Notes, as the case may be, with such reduction and/or offset subject to a cap. If the initial purchasers exercise their option to purchase additional Notes, Fiverr expects to enter into additional capped call transactions with the Option Counterparties.

Fiverr has been advised that, in connection with establishing their initial hedges of the capped call transactions, the Option Counterparties or their respective affiliates expect to purchase ordinary shares of Fiverr and/or enter into various derivative transactions with respect to the ordinary shares of Fiverr concurrently with or shortly after the pricing of the Notes. This activity could increase (or reduce the size of any decrease in) the market price of the ordinary shares of Fiverr or the Notes at that time. In addition, the Option Counterparties or their respective affiliates may modify their hedge positions by entering into or unwinding various derivatives with respect to the ordinary shares of Fiverr and/or by purchasing or selling ordinary shares or other securities of Fiverr in secondary market transactions following the pricing

of the Notes and prior to the maturity of the Notes (and are likely to do so following any conversion, repurchase, or redemption of the Notes, to the extent Fiverr exercises the relevant election under the capped call transactions). This activity could also cause or avoid an increase or a decrease in the market price of the ordinary shares of Fiverr or the Notes, which could affect the ability of holders of Notes to convert the Notes and, to the extent the activity occurs during any observation period related to a conversion of the Notes, it could affect the number of ordinary shares of Fiverr, if any, and value of the consideration that holders of Notes will receive upon conversion of the Notes.

In addition, if any such capped call transactions fail to become effective, whether or not the Offering is completed, the Option Counterparties party thereto or their respective affiliates may unwind their hedge positions with respect to the ordinary shares of Fiverr, which could adversely affect the value of the ordinary shares of Fiverr and, if the Notes have been issued, the value of the Notes.

Fiverr intends to use a portion of the net proceeds from the Offering to pay the cost of the capped call transactions. Fiverr intends to use any remaining net proceeds from the Offering for working capital or other general corporate purposes. If the initial purchasers exercise their option to purchase additional Notes, Fiverr expects to use a portion of the net proceeds from the sale of the additional Notes to enter into additional capped call transactions with the Option Counterparties and the remaining net proceeds for general corporate purposes.

The Notes will be offered only to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A under the Securities Act. The offer and sale of the Notes and the ordinary shares of Fiverr potentially issuable upon conversion of the Notes, if any, have not been, and will not be, registered under the Securities Act, any state securities laws or the securities laws of any other jurisdiction, and unless so registered, the Notes and such shares, if any, may not be offered or sold in the United States except pursuant to an applicable exemption from such registration requirements.

This press release does not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any offer or sale of, the Notes (or any ordinary shares of Fiverr issuable upon conversion of the Notes) in any state or jurisdiction in which the offer, solicitation, or sale would be unlawful prior to the registration or qualification thereof under the securities laws of any such state or jurisdiction.

About Fiverr

Fiverr's mission is to change how the world works together. For over 10 years, the Fiverr platform has been at the forefront of the future of work connecting businesses of all sizes with skilled freelancers offering digital services in more than 400 categories, across 8 verticals including graphic design, digital marketing, programming, video and animation. In the twelve months ended June 30, 2020, 2.8 million customers bought a wide range of services from freelancers across more than 160 countries.

Forward-Looking Statements

This press release contains forward-looking statements, within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 that involve risks and uncertainties. Such forward-looking statements may include, among other things, whether Fiverr will be able to consummate the Offering, the terms of the Offering and the capped call transactions, expectations regarding actions of the Option Counterparties and their respective affiliates and the satisfaction of customary closing conditions with respect to the Offering and the anticipated use of the net proceeds of the Offering, and may be identified by words like "anticipate," "assume," "believe," "aim," "forecast," "indication," "continue," "could," "estimate," "expect," "intend," "may," "plan," "potential," "predict," "project," "outlook," "future," "will," "seek" and similar terms or phrases. The forward-looking statements contained in this announcement are based on management's current expectations, which are subject to

uncertainty, risks and changes in circumstances that are difficult to predict and many of which are outside of our control.

Important factors that could cause actual outcomes to differ materially from those indicated in the forward-looking statements include, among others, the uncertainty surrounding the duration and severity of COVID-19 and its effects on our business; the risk that the Offering will not be consummated; the risk that the capped call transactions will not become effective; and changes in global, national, regional or local economic, business, competitive, market, regulatory and other factors discussed under the heading “Risk Factors” in the Company’s 2019 annual report on Form 20-F filed with the Securities and Exchange Commission on March 31, 2020. Any forward-looking statement made by Fiverr in this press release speaks only as of the date hereof. Factors or events that could cause Fiverr’s actual results to differ may emerge from time to time, and it is not possible for Fiverr to predict all of them. Fiverr undertakes no obligation to publicly update any forward-looking statements, whether as a result of new information, future developments or otherwise.

Investor Relations:

Jinjin Qian

investors@fiverr.com

Press:

Siobhan Aalders

press@fiverr.com