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

FORM S-8

REGISTRATION STATEMENT
Under
The Securities Act of 1933

Fiverr International Ltd.

(Exact name of registrant as specified in its charter)

State of Israel

(State or other jurisdiction
of incorporation or organization)

Not Applicable

(IRS Employer Identification No.)

Fiverr International Ltd.
8 Eliezer Kaplan St,
Tel Aviv 6473409, Israel
Tel: +972-72-2280910

(Address of principal executive offices)

Not Applicable
(Zip code)

2019 Share Incentive Plan
(Full title of the plan)

C T Corporation System
28 Liberty Street
New York, NY 10005

(Name and address of agent for service)

212-894-8940

(Telephone number, including area code, of agent for service)

Copies to:

Joshua G. Kiernan
Latham & Watkins LLP
99 Bishopsgate
London EC2M 3XF, UK
Tel: +44 20 7710-5820
Fax: +44 20 7374-4460

Shachar Hadar
Elad Ziv
Meitar | Law Offices
16 Abba Hillel Road
Ramat Gan 5250608, Israel
Tel: +972 (3) 610-3100
Fax: +972 (3) 610-3111

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

Large accelerated filer

Accelerated filer

Non-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.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered⁽¹⁾	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Ordinary Shares, no par value per share	2,067,516 ⁽²⁾	\$ 295.86 ⁽³⁾	\$ 611,695,284 ⁽³⁾	\$ 66,736

- (1) Pursuant to Rule 416(a) and Rule 416(b) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover an indeterminate number of additional ordinary shares, no par value per share (“Ordinary Shares”) of Fiverr International Ltd. (the “Registrant”), which may become issuable under the 2019 Share Incentive Plan (the “2019 Plan”) by reason of any share split, share dividend, recapitalization or other similar transaction.
- (2) Consists of 2,067,516 Ordinary Shares that may become issuable under the 2019 Plan pursuant to its terms.
- (3) Estimated in accordance with Rules 457(c) and 457(h) under the Securities Act solely for the purpose of calculating the registration fee based on the average of the high and low prices of the Ordinary Shares of \$295.86, as reported on the New York Stock Exchange, on February 11, 2021.
-

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 2,067,516 ordinary shares, no par value per share (“Ordinary Shares”) of Fiverr International Ltd. (the “Registrant”) that may become issuable under the Registrant’s 2019 Share Incentive Plan, as it may be amended or restated from time to time (the “2019 Plan”). A Registration Statement of the Registrant on Form S-8 relating to the 2019 Plan is effective.

INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENT ON FORM S-8

Except as set forth below, the contents of the Registration Statements on Form S-8 (File Nos. 333-232310 and 333-237511) filed with the Securities and Exchange Commission, relating to the 2019 Plan, are incorporated by reference herein.

Item 8. Exhibits.

Exhibit Number	Description of Exhibit
<u>3.1</u>	<u>Amended and Restated Articles of Association of the Registrant, as currently in effect (incorporated by reference to Exhibit 1.1 to the Registrant’s Annual Report on Form 20-F (File No. 001-38929) filed on March 31, 2020).</u>
<u>5.1+</u>	<u>Opinion of Meitar Law Offices as to the legality of the Registrant’s Ordinary Shares.</u>
<u>23.1+</u>	<u>Consent of Kost, Forer, Gabbay and Kasierer, a member of Ernst & Young Global, independent registered public accounting firm.</u>
<u>23.2 +</u>	<u>Consent of Meitar Law Offices (included in Exhibit 5.1).</u>
<u>24.1+</u>	<u>Power of Attorney (included on signature page).</u>
<u>99.1</u>	<u>2019 Share Incentive Plan, as it may be amended or restated from time to time (incorporated by reference to Exhibit 99.1 to the Registrant’s Registration Statement on Form S-8 (File No. 333-232310) filed on June 24, 2019).</u>

+Filed herewith

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 Tel Aviv, Israel, on this 18th day of February 2021.

FIVERR INTERNATIONAL LTD.

By: /s/ Micha Kaufman

Name: Micha Kaufman

Title: Chief Executive Officer

SIGNATURES AND POWER OF ATTORNEY

We, the undersigned officers and directors of Fiverr International Ltd., hereby severally constitute and appoint Micha Kaufman and Ofer Katz, and each of them singly (with full power to each of them to act alone), our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them for him and in his name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as full to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully 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/ Micha Kaufman</u> Micha Kaufman	Co-Founder, Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	February 18, 2021
<u>/s/ Ofer Katz</u> Ofer Katz	President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	February 18, 2021
<u>/s/ Philippe Botteri</u> Philippe Botteri	Member of the Board	February 18, 2021
<u>/s/ Adam Fisher</u> Adam Fisher	Member of the Board	February 18, 2021
<u>/s/ Ron Gutler</u> Ron Gutler	Member of the Board	February 18, 2021
<u>/s/ Gili Iohan</u> Gili Iohan	Member of the Board	February 18, 2021
<u>/s/ Jonathan Kolber</u> Jonathan Kolber	Member of the Board	February 18, 2021
<u>/s/ Nir Zohar</u> Nir Zohar	Member of the Board	February 18, 2021

SIGNATURE OF AUTHORIZED U.S. REPRESENTATIVE OF REGISTRANT

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of Fiverr International Ltd., has signed this Registration Statement on Form S-8, in the City of Los Angeles, State of California, on February 18, 2020.

FIVERR INC.

(Authorized Representative in the United States)

By: /s/ Siobhan Aalders

Name: Siobhan Aalders

Title: Global Head of Communication

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2019 Share Incentive Plan of Fiverr International Ltd. of our reports dated February 18, 2021, with respect to the consolidated financial statements and the effectiveness of internal control over financial reporting of Fiverr International Ltd., included in its Annual Report (Form 20-F) for the year ended December 31, 2020, filed with the Securities and Exchange Commission.

February 18, 2021

Tel-Aviv, Israel

/s/ Kost Forer Gabbay & Kasierer

Kost Forer Gabbay & Kasierer

A Member of Ernst & Young Global



MEITAR | LAW OFFICES

16 Abba Hillel Silver Road, Ramat Gan, 5250608, Israel
Tel. + 972 3 6103100 Fax. + 972 3 6103111 www.meitar.com

Ramat Gan, February 18, 2021

Fiverr International Ltd.
8 Eliezer Kaplan St,
Tel Aviv 6473409
Israel

RE: Registration on Form S-8

Ladies and Gentlemen:

We have acted as Israeli counsel to Fiverr International Ltd., an Israeli company (the “**Company**”), in connection with its filing of a registration statement on Form S-8 on or about February 18, 2021 (the “**Registration Statement**”), under the Securities Act of 1933, as amended (the “**Securities Act**”), relating to the registration of 2,067,516 of the Company’s ordinary shares, no par value per share (the “**Ordinary Shares**”), which may be issued under the Company’s 2019 Share Incentive Plan (the “**Plan**”).

In our capacity as counsel to the Company, we have examined originals or copies, certified or otherwise identified to our satisfaction, of the Company’s (i) Amended and Restated Articles of Association (the “**Articles**”), (ii) the Plan, (iii) resolutions of the Company’s board of directors and (iv) other statements of corporate officers and other representatives of the Company and other documents provided to us by the Company as we have deemed necessary or appropriate as a basis for this opinion. In such examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals and the conformity with the original documents of all documents submitted to us as copies or facsimiles. As to any facts material to this opinion, to the extent that we did not independently establish relevant facts, we have relied on certificates of public officials and certificates of officers or other representatives of the Company. We have also assumed the truth of all facts communicated to us by the Company and that all consents, minutes and protocols of meetings of the Company’s board of directors, which have been provided to us, are true and accurate and prepared in accordance with the Company’s Articles and all applicable laws. In addition, we have assumed that the Company will receive the full consideration for the Ordinary Shares (which may consist, in part or in full, of services performed for the Company).

We are admitted to practice law in the State of Israel and the opinion expressed herein is expressly limited to the laws of the State of Israel.

On the basis of the foregoing, we are of the opinion that the Ordinary Shares being registered pursuant to the Registration Statement, when issued and paid for in accordance with the Plan, pursuant to agreements with respect to the Plan and, as the case may be, pursuant to the terms of the awards that may be granted under the Plan, will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this opinion and such consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act, the rules and regulations of the Securities and Exchange Commission promulgated thereunder or Item 509 of Regulation S-K promulgated under the Securities Act.

This opinion letter is rendered as of the date hereof and we disclaim any obligation to advise you of facts, circumstances, events or developments that may be brought to our attention after the effective date of the Registration Statement that may alter, affect or modify the opinions expressed herein.

Very truly yours,

