

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

Form F-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

**Fiverr International Ltd.**  
(Exact Name of Registrant as Specified in its Charter)

Not Applicable  
(Translation of Registrant's Name into English)  
7370  
(Primary Standard Industrial Classification  
Code Number)

State of Israel  
(State or other Jurisdiction of Incorporation  
or Organization)

Not Applicable  
(I.R.S. Employer Identification Number)

Fiverr International Ltd.

8 Eliezer Kaplan St,  
Tel Aviv 6473409, Israel  
+972-72-2280910

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

C T Corporation System  
28 Liberty Street  
New York, NY 10005  
(212) 894-8940

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

*Copies of all communications, including communications sent to agent for service, should be sent to:*

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**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  (File No. 333-238693)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933.

Emerging growth company.

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, 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.

† The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities to be Registered</b>	<b>Proposed Maximum Aggregate Offering Price(1)</b>	<b>Amount of Registration Fee(1)</b>
<b>Ordinary shares, no par value</b>	<b>\$ 23,000,000</b>	<b>\$ 2,986</b>

(1) The registration fee is calculated in accordance with Rule 457(o) under the Securities Act of 1933, as amended (the "Securities Act"), based on the proposed maximum aggregate offering price. The registrant previously registered securities with a proposed maximum aggregate offering price not to exceed \$115,000,000 on a Registration Statement on Form F-1, as amended (File No. 333-238693), which was declared effective by the Securities and Exchange Commission on May 28, 2020. In accordance with Rule 462(b) promulgated under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$23,000,000 is hereby registered, which includes the additional shares issuable upon the exercise of the underwriters' option to purchase additional shares.

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**This Registration Statement shall become effective upon filing in accordance with Rule 462(b) promulgated under the Securities Act.**

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## EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement (the “*Registration Statement*”) is being filed with the U.S. Securities and Exchange Commission (the “*Commission*”) pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement relates to the public offering of ordinary shares, no par value (the “*Shares*”), of Fiverr International Ltd. (the “*Registrant*”) contemplated by the Registration Statement on Form F-1 (File No. 333-238693), initially filed with the Commission by the Registrant on May 26, 2020 (as amended, the “*Prior Registration Statement*”), pursuant to the Securities Act, which was declared effective by the SEC on May 28, 2020. The contents of the Prior Registration Statement, including all amendments and exhibits thereto, are incorporated by reference into this Registration Statement.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate offering price of shares to be offered in the public offering by \$23,000,000, which includes additional shares that the underwriters have the option to purchase. The additional ordinary shares that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement.

The required opinion and consents are listed in Part II, Item 16 of this Registration Statement and filed herewith.

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**PART II**  
**Information Not Required in Prospectus**

**Item 16. Exhibits**

The following documents are filed as exhibits to this Registration Statement, and all other exhibits previously filed as exhibits to the Registrant's Registration Statement on Form F-1, as amended (File No. 333-238693), are incorporated by reference into, and shall be deemed to be a part of, this filing.

<b>Exhibit Number</b>	<b>Description</b>
<a href="#"><u>5.1</u></a>	<a href="#"><u>Opinion of Meitar   Law Offices, counsel to the Registrant, as to the validity of the ordinary shares.</u></a>
<a href="#"><u>23.1</u></a>	<a href="#"><u>Consent of Kost Forer Gabbay &amp; Kasierer, a member of Ernst &amp; Young Global, an independent registered public accounting firm.</u></a>
<a href="#"><u>23.2</u></a>	<a href="#"><u>Consent of Meitar   Law Offices (included in Exhibit 5.1).</u></a>
<a href="#"><u>24.1</u></a>	<a href="#"><u>Powers of attorney (included on the signature page of the Registration Statement on Form F-1 (File No. 333-238693), filed with the Commission on May 26, 2020 and incorporated herein by reference).</u></a>

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## 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 F-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Tel Aviv, Israel on May 28, 2020.

FIVERR INTERNATIONAL LTD.

By: /s/ Micha Kaufman

Name: Micha Kaufman  
Title: Chief Executive Officer

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Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons on May 28, 2020 in the capacities indicated:

<b>Name</b>	<b>Title</b>
<hr/> <i>/s/ Micha Kaufman</i> Micha Kaufman	Co-Founder and Chief Executive Officer (principal executive officer)
<hr/> <i>/s/ Ofer Katz</i> Ofer Katz	Chief Financial Officer (principal financial officer and principal accounting officer)
<hr/> *	Director
<hr/> Philippe Botteri	
<hr/> *	Director
<hr/> Adam Fisher	
<hr/> *	Director
<hr/> Ron Gutler	
<hr/> *	Director
<hr/> Gili Iohan	
<hr/> *	Director
<hr/> Jonathan Kolber	
<hr/> *	Director
<hr/> Erez Shachar	
<hr/> *	Director
<hr/> Nir Zohar	

\*By: */s/ Ofer Katz*  
Ofer Katz  
Attorney-in-fact

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**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 May 28, 2020.

By: /s/ Jinjin Qian

Name: Jinjin Qian

Title: VP, Strategic Finance

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May 28, 2020

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

Re: **Fiverr International Ltd.**

Ladies and Gentlemen:

We have acted as Israeli counsel to Fiverr International Ltd., an Israeli company (the “**Company**”), in connection with the preparation and filing with the United States Securities and Exchange Commission (the “**SEC**”) of the Company’s registration statement on Form F-1 (the “**462(b) Registration Statement**”), under the Securities Act of 1933, as amended (the “**Securities Act**”), relating to the registration, offer and sale by the Company of up to \$23,000,000 of ordinary shares, no par value, of the Company (“**Shares**”). The 462(b) Registration Statement relates to the Company’s Registration Statement on Form F-1, as amended (File No. 333-238693) (the “**Registration Statement**”), initially filed by the Company on May 26, 2020 and declared effective by the Commission on May 28, 2020, in connection with an underwritten follow-on public offering by the Company (the “**Offering**”). This opinion letter is rendered pursuant to Item 8(a) of Form F- 1 promulgated by the SEC and Items 601(b)(5) and (b)(23) of the SEC’s Regulation S-K promulgated under the Securities Act.

In connection herewith, we have examined the originals, or photocopies or copies, certified or otherwise identified to our satisfaction, of: (i) the Registration Statement; (ii) the 462(b) Registration Statement; (iii) a copy of the articles of association of the Company, as currently in effect (the “**Articles**”); (iv) resolutions of the board of directors (the “**Board**”) of the Company and its committees which have heretofore been approved and which relate to the Registration Statement, the 426(b) Registration Statement and other actions to be taken in connection with the Offering (the “**Resolutions**”); and (v) such other corporate records, agreements, documents and other instruments, and such certificates or comparable documents of public officials and of officers of the Company as we have deemed relevant and necessary as a basis for the opinions hereafter set forth. We have also made inquiries of such officers as we have deemed relevant and necessary as a basis for the opinions hereafter set forth.

In such examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, confirmed as photostatic copies and the authenticity of the originals of such latter documents. As to all questions of fact material to these opinions that have not been independently established, we have relied upon certificates or comparable documents of officers and representatives of the Company.

Based upon and subject to the foregoing, we are of the opinion that upon payment to the Company of the consideration per Share in such amount and form as shall be determined by the Board or an authorized committee thereof, the Shares, when issued and sold in the Offering as described in the Registration Statement, will be duly authorized, validly issued, fully paid and non-assessable.

Members of our firm are admitted to the Bar in the State of Israel, and we do not express any opinion as to 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 and to the reference to our firm appearing under the caption “Legal Matters” and “Enforceability of Civil Liabilities” in the prospectus forming part of the Registration Statement. In giving this consent, we do not thereby 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 SEC promulgated thereunder or Item 509 of the SEC’s Regulation S-K promulgated under the Securities Act.

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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,  
/s/ Meitar | Law Offices

Meitar | Law Offices

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statement on Form F-1 filed pursuant to Rule 462(b) of the Securities Act of 1933 of the reference to our firm under the caption “Experts” and to the incorporation by reference of our report dated March 31, 2020, with respect to the consolidated financial statements of Fiverr International Ltd. included in the Registration Statement (Form F-1 No. 333- 238693) and related Prospectus of Fiverr International Ltd. for the registration of its ordinary shares.

/s/ Kost Forer Gabbay & Kasierer

A Member of Ernst & Young Global

Tel-Aviv, Israel

May 28, 2020

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