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

Form 6-K

Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16
under the Securities Exchange Act of 1934

For the month of December 2021

Commission file number: 001-40753

ICECURE MEDICAL LTD.
(Translation of registrant's name into English)

7 Ha'Eshel St., PO Box 3163
Caesarea, 3079504 Israel
(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 Regulations S-T Rule 101(b)(1): _____

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulations S-T Rule 101(b)(7): _____

CONTENTS

On December 13, 2021, the Registrant issued a press release titled: "IceCure Medical Ltd. Closes \$17 Million Underwritten Public Offering and Partial Exercise of Over-Allotment Option." A copy of this press release is furnished herewith as Exhibit 99.1.

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EXHIBIT INDEX

Exhibit No.

99.1 [Press release titled: "IceCure Medical Ltd. Closes \\$17 Million Underwritten Public Offering and Partial Exercise of Over-Allotment Option."](#)

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SIGNATURES

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, thereunto duly authorized.

IceCure Medical Ltd.

Date: December 13, 2021

By: /s/ Eyal Shamir
Name: Eyal Shamir
Title: Chief Executive Officer

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IceCure Medical Ltd. Closes \$17 Million Underwritten Public Offering and Partial Exercise of Over-Allotment Option

Caesarea, Israel, December 13, 2021 – IceCure Medical Ltd. (NASDAQ: ICCM) (TASE: ICCM.TA) (the “Company” or “IceCure”), developer of minimally-invasive cryoablation technology, the ProSense[®] System, that destroys tumors by freezing as an alternative to surgical tumor removal today announced the closing of its underwritten public offering of 3,892,152 shares of the Company’s ordinary shares, inclusive of 578,325 shares offered pursuant to the underwriters’ over-allotment option, at a price to the public of \$3.45 per share, before underwriting discounts and commissions, and to certain investors in lieu of ordinary shares, pre-funded warrants to purchase up to an aggregate of 1,034,000 ordinary shares at a price to the public of \$3.449 per pre-funded warrant, which represents the per share public offering price for the Ordinary Shares less the \$0.001 per share exercise price for each such pre-funded warrant. The gross proceeds of the offering to the Company were approximately \$17 million, before deducting underwriting discounts, commissions, and other offering expenses.

A.G.P./Alliance Global Partners acted as sole book-running manager for the offering. Brookline Capital Markets, a division of Arcadia Securities, LLC, acted as a co-manager for the offering.

The Company intends to use the net proceeds from the offering for new product development, business development, working capital and general corporate purposes.

The offering was made by means of a prospectus. A copy of the final prospectus related to the offering may be obtained from A.G.P./Alliance Global Partners, 590 Madison Avenue, 28th Floor, New York, NY 10022, or by telephone at (212) 624-2060, or by email at prospectus@allianceg.com or by visiting EDGAR on the SEC’s website at www.sec.gov.

A registration statement relating to these securities was filed with the Securities and Exchange Commission and declared effective on December 8, 2021. This press release shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About IceCure Medical Ltd.

Israel-based IceCure Medical Ltd. (NASDAQ: ICCM) (TASE: ICCM) develops and markets ProSense[®], an advanced liquid-nitrogen-based cryoablation therapy for the treatment of tumors (benign and cancerous) by freezing, with the primary focus areas being breast, kidney, bone and lung cancer. Its minimally-invasive technology is a safe and effective alternative to hospital surgical tumor removal that is easily performed in a relatively short procedure. The system is marketed and sold worldwide for the indications approved to-date by the FDA and the European CE Mark.

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 and other Federal securities laws. Words such as “expects,” “anticipates,” “intends,” “plans,” “believes,” “seeks,” “estimates” and similar expressions or variations of such words are intended to identify forward-looking statements. For example, IceCure is using forward looking statement in this press release when it discusses the benefits of cryoablation as a treatment for breast cancer and the use of proceeds from the offering. Because such statements deal with future events and are based on IceCure’s current expectations, they are subject to various risks and uncertainties. Actual results, performance or achievements of IceCure could differ materially from those described in or implied by the statements in this press release. The forward-looking statements contained or implied in this press release are subject to other risks and uncertainties, many of which are beyond the control of the Company, including those set forth in the Risk Factors section of the Company’s Registration Statement on Form F-1, as amended (the “Form F-1”). Copies of the Form F-1 are available on the SEC’s website, www.sec.gov. The Company undertakes no obligation to update these statements for revisions or changes after the date of this release, except as required by law.

IR Contact:

Chuck Padala
LifeSci Advisors
o: +1 646-627-8390 / c: +1 917-741-7792
email: chuck@lifesciadvisors.com