

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

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ICECURE MEDICAL LTD.
(Exact name of registrant as specified in its charter)

State of Israel
(State or other jurisdiction of
incorporation or organization)

Not Applicable
(I.R.S. Employer
Identification No.)

7 Ha'Eshel St., PO Box 3163
Caesarea, 3079504 Israel
(Address of Principal Executive Offices)

IceCure 2006 Employee Share Option Plan
(Full title of the plan)

Mr. Eyal Shamir
Chief Executive Officer
IceCure Medical Ltd.
7 Ha'Eshel St., PO Box 3163
Caesarea, 3079504 Israel
Telephone: +972 4 623 0333

IceCure Medical Inc.
10 W Prospect Street, Suite 401
Nanuet, NY 10954
Tel: 888-902-5716
(Name, Address and Telephone Number of Agent For Service)

Copies to:

Oded Har-Even, Esq.
Eric Victorson, Esq.
Sullivan & Worcester LLP
1633 Broadway
New York, NY 10019
Tel: (212) 660-3000

Adv. Reut Alfiah
Adv. Gal Cohen
Sullivan & Worcester Tel-Aviv (Har-Even & Co.)
28 HaArba'a St. HaArba'a Towers
North Tower, 35th Floor
Tel-Aviv, Israel 6473925
Tel: +972 74-758-0480

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
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

REGISTRATION OF ADDITIONAL SECURITIES

Pursuant to General Instruction E of Form S-8, IceCure Medical Ltd. (the "Company" or "IceCure") is filing this Registration Statement with the Securities and Exchange Commission (the "SEC") to register an additional 3,100,000 ordinary shares, no par value ("Ordinary Shares"), consisting of (i) 1,100,000 Ordinary Shares issuable upon exercise of awards granted under the IceCure 2006 Employee Share Option Plan, as amended from time to time (the "Plan"), and (ii) 2,000,000 Ordinary Shares reserved for future issuance under the Plan. This Registration Statement hereby incorporates by reference the contents of the Company's Registration Statements on Form S-8 filed with the SEC on April 29, 2022 (Registration No. 333-264578) and February 10, 2022 (Registration No. 333-262620).

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information required in Part I of this registration statement have been or will be sent or given to participating employees of the Plan as specified in Rule 428(b)(1) under the Securities Act of 1933, as amended, or the Securities Act, in accordance with the rules and regulations of the United States Securities and Exchange Commission, or the Commission. Such documents are not being filed with the Commission either as part of this registration statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. These documents and the documents incorporated by reference into this registration statement pursuant to Item 3 of Part II of this registration statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

In this registration statement, IceCure Medical Ltd. is sometimes referred to as the “Registrant,” “the “Company,” “we,” “us” or “our.”

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed by the Company with the Commission are incorporated by reference in and made a part of this registration statement, as of their respective dates:

- (a) The registrant’s annual report for the fiscal year ended December 31, 2022 on [Form 20-F](#), filed with the Commission on March 29, 2023; and
- (b) The description of the Registrant’s Ordinary Shares contained in the Registrant’s registration statement on [Form 8-A](#) (File No. 001-40753), filed by the registrant with the Commission under Section 12(b) of the Securities and Exchange Act, as amended, (the “Exchange Act”) on August 23, 2021, including any amendments or reports filed for the purpose of updating such description.

In addition to the foregoing, all documents subsequently filed by us with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act 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 in this registration statement and to be 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 herein, or in any subsequently filed document which also is or is deemed to be incorporated by reference, modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

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Item 8. Exhibits.

3.1	Articles of Association of the registrant (incorporated herein by reference to Exhibit 1.1 to our Registration Statement on Form F-1 (File No. 333-258660) filed with the SEC on August 9, 2021).
5.1*	Opinion of Sullivan & Worcester Tel Aviv (Har-Even & Co.).
23.1*	Consent of Brightman Almagor Zohar & Co., A Firm in the Deloitte Global Network, Independent Registered Public Accounting Firm.
23.2*	Consent of Sullivan & Worcester Tel Aviv (Har-Even & Co.) (contained in Exhibit 5.1).
24.1*	Power of Attorney (included on signature page).
99.1	The registrant’s 2006 Employee Share Option Plan (filed as Exhibit 10.2 to Form F-1 (File No. 333- 258660) filed on August 10, 2021, and incorporated herein by reference.
107*	Filing Fee Table

* filed herewith

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in Caesarea, Israel, on the 30th day of March, 2023.

ICECURE MEDICAL LTD.

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

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of IceCure Medical Ltd., hereby severally constitute and appoint Eyal Shamir and Ronen Tsimerman, and each of them individually, our true and lawful attorney to sign for us and in our names in the capacities indicated below any and all amendments or supplements, including any post-effective amendments, to this registration statement on Form S-8 and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney 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 fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming our signatures to said amendments to this registration statement signed by our said attorney and all else that said attorney may lawfully do and cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement on Form S-8 has been signed below by the following persons in the capacities and on the dates indicated.

<u>Person</u>	<u>Capacity</u>	<u>Date</u>
<u>/s/ Eyal Shamir</u> Eyal Shamir	Chief Executive Officer, Director (Principal Executive Officer)	March 30, 2023
<u>/s/ Ronen Tsimerman</u> Ronen Tsimerman	Chief Financial Officer, Chief Operation Officer (Principal Financial and Accounting Officer)	March 30, 2023
<u>/s/ Ron Mayron</u> Ron Mayron	Chairman of the Board of Directors	March 30, 2023
<u>/s/ Doron Birger</u> Doron Birger	Director	March 30, 2023
<u>/s/ Yang Huang</u> Yang Huang	Director	March 30, 2023
<u>/s/ Oded Tamir</u> Oded Tamir	Director	March 30, 2023
<u>/s/ Sharon Levita</u> Sharon Levita	Director	March 30, 2023
<u>/s/ Vincent Chun Hung Chan</u> Vincent Chun Hung Chan	Director	March 30, 2023

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SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

Pursuant to the Securities Act of 1933, as amended, the undersigned, IceCure Medical Inc., the duly authorized representative in the United States of IceCure Medical Ltd., has signed this registration statement on March 30, 2023.

/s/ IceCure Medical Inc.
IceCure Medical Inc.

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Sullivan & Worcester Tel Aviv
28 HaArba'a St. HaArba'a Towers
North Tower, 35th Floor
Tel-Aviv, Israel

Exhibit 5.1
+972-747580480
sullivanlaw.com

March 30, 2023

To: IceCure Medical Ltd.
7 Ha'Eshel St., PO Box 3163
Caesarea, 3079504 Israel

Re: **Registration Statement on Form S-8**

Ladies and Gentlemen:

We have acted as Israeli counsel for IceCure Medical Ltd., an Israeli Company (the "**Company**") in connection with the Registration Statement on Form S-8 (the "**Registration Statement**") filed by the Company on the date hereof with the U.S. Securities and Exchange Commission (the "**SEC**") under the Securities Act of 1933, as amended (the "**Securities Act**"). The Registration Statement relates to the registration of 3,100,000 of the Company's ordinary shares, no nominal value (the "**Shares**"), issuable under the IceCure Medical Ltd. Employee Stock Option Plan (2006) (the "**Plan**").

In connection herewith, we have examined the originals, or photocopies or copies, certified or otherwise identified to our satisfaction, of: (i) the Registration Statement to which this opinion is attached as an exhibit; (ii) a copy of the articles of association of the Company, as currently in effect; (iii) resolutions of the board of directors which relate to the Registration Statement and the Plan; and (iv) such other corporate records, agreements, documents and other instruments, and such certificates or comparable documents of public officials and of officers and representatives 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 and representatives 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. In addition, we have assumed that the Shares and any equity awards that provide for the acquisition thereof will be granted in accordance with the Plan and the Company's articles of association.

We are members of the Israel Bar and we express no opinion as to any matter relating to the laws of any jurisdiction other than the laws of the State of Israel and have not, for the purpose of giving this opinion, made any investigation of the laws of any other jurisdiction than the State of Israel.

Based upon and subject to the foregoing, we are of the opinion that the Shares issuable under the Plan have been duly authorized and, when issued and paid for in accordance with the terms of the Plan and applicable option grant, will be validly issued, fully paid and non-assessable.

We consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to our firm wherever appearing in the Registration Statement in connection with Israeli law. 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 under the Securities Act.

Very truly yours,

/s/ Sullivan & Worcester Tel Aviv (Har-Even & Co.)
SULLIVAN & WORCESTER TEL AVIV (Har-Even & Co.)

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-8 of IceCure Medical Ltd. (the "Company") of our report dated March 29, 2023, relating to the consolidated financial statements of the Company appearing in the Company's Annual Report on Form 20-F for the year ended December 31, 2022.

/s/ Brightman Almagor Zohar & Co.

Brightman Almagor Zohar & Co.,

Certified Public Accountants

A firm in the Deloitte Global Network

Tel Aviv, Israel

March 30, 2023

Calculation of Filing Fee Tables
Form S-8
(Form Type)
IceCure Medical Ltd.
(Exact Name of Registrant as Specified in its Charter)
Table 1: Newly Registered Securities

	<u>Security Type</u>	<u>Security Class Title</u>	<u>Fee Calculation</u>	<u>Amount Registered⁽¹⁾</u>	<u>Proposed Maximum Offering Price Per Share</u>	<u>Proposed Maximum Aggregate Offering Price</u>	<u>Fee Rate</u>	<u>Amount of Registration Fee</u>
Newly Registered Securities								
Fees to Be Paid	Equity	Ordinary shares, no par value	457(h)	1,100,000 ⁽²⁾	\$ 1.37 ⁽³⁾	\$ 1,507,000	\$ 0.0001102	\$ 166.07
	Equity	Ordinary share, no par value	457(c)	2,000,000 ⁽⁴⁾	\$ 1.10 ⁽⁵⁾	\$ 2,200,000	\$ 0.0001102	\$ 242.44
	Total Offering Amounts					\$ 3,707,000		\$ 408.51
	Total Fees Previously Paid							
	Total Fee Offsets							
	Net Fee Due							\$ 408.51

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, or the Securities Act, this Registration Statement also covers an indeterminate number of additional securities which may be offered and issued to prevent dilution resulting from stock splits, stock dividends, recapitalizations or similar transactions.
- (2) Represents additional ordinary shares issuable upon exercise of awards granted under the IceCure 2006 Employee Share Option Plan, as amended from time to time, or the Plan.
- (3) Estimated in accordance with Rule 457(h) under the Securities Act solely for the purpose of calculating the registration fee based upon the exercise price of the option awards for such ordinary shares issuable under the Plan.
- (4) Represents the additional ordinary shares reserved for future issuance under the Plan.
- (5) Estimated in accordance with Rule 457(c) under the Securities Act, based upon the average of the high and low sales prices of the registrant's ordinary shares as reported on the Nasdaq Capital Market on March 29, 2023.