
**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: August 2025

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 office)**

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

CONTENTS

Closing of the Rights Offering

On July 28, 2025, the subscription period (the "Subscription Period") of the previously announced rights offering (the "Rights Offering") of IceCure Medical Ltd. (the "Company") expired at 5:00 p.m., Eastern Time (the "Expiration Date"). On August 1, 2025, following a customary reconciliation process with The Depository Trust Company, the Company closed its Rights Offering, pursuant to which 5,327,862 of the Company's ordinary shares, no par value (the "Ordinary Shares"), warrants to purchase up to 5,372,223 Ordinary Shares (the "Warrants"), and pre-funded warrants to purchase up to 44,361 Ordinary Shares (the "Pre-Funded Warrants") were purchased by the exercise of basic subscription rights, and 4,626,894 additional Ordinary Shares, additional Warrants to purchase 4,627,771 Ordinary Shares, and 877 additional Pre-Funded Warrants were purchased by the over-subscription privilege.

In the aggregate, the Company issued 9,954,756 Ordinary Shares, Warrants to purchase 9,999,994 Ordinary Shares, and 45,238 Pre-Funded Warrants to purchase Ordinary Shares at the subscription price of \$1.00 per subscription unit of one Ordinary Share and one Warrant to purchase one Ordinary Share and \$0.9999 per subscription unit of one Warrant to purchase one Ordinary Share and one Pre-Funded Warrant to purchase one Ordinary Share at the closing of the Rights Offering.

The Company received \$9,999,989.33 in gross proceeds from the Rights Offering. As further described in the Registration Statement and prospectus for the Rights Offering, the Company expects to use the proceeds from the Rights Offering to repay the loan amount of a bridge loan from Epoch Partner Investments Limited ("Epoch") and for general corporate and working capital purposes.

Pursuant to the terms of the Rights Offering, the subscription rights that were not properly exercised by the Record Date expired and became of no further force or effect. The Rights Offering is terminated with respect to the Ordinary Shares, Warrants and Pre-Funded Warrants not issued at the closing.

The Rights Offering was made pursuant to the Company's Registration Statement on Form F-1 (File No. 333-288062), as amended, which was declared effective by the Securities and Exchange Commission (the "SEC") on July 9, 2025. A final prospectus describing the terms of the Rights Offering was filed with the SEC on July 9, 2025, as supplemented by prospectus supplements filed by the Company on July 16, 2025 and July 28, 2025.

This Report of Foreign Private Issuer on Form 6-K ("Form 6-K") does not constitute an offer to sell or a solicitation of an offer to buy any of the subscription rights, Ordinary Shares, Warrants, Pre-Funded Warrants or any other securities, nor will there be any offer, solicitation or sale of any of the subscription rights, Ordinary Shares, Warrants, Pre-Funded Warrants or any other securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such state or other jurisdiction.

Press Release

On July 29, 2025, the Company issued a press release titled "IceCure Announces Expiration and Results of Approximately Two Times Over-Subscribed Rights Offering for Aggregate Gross Proceeds of \$10.0 Million," a copy of which is furnished as Exhibit 99.1 with this Form 6-K.

Incorporation by Reference

This Form 6-K is incorporated by reference into the Company's Registration Statements on Form F-3 (Registration Nos. [333-258660](#) and [333-267272](#)) and Form S-8 (Registration Nos. [333-270982](#), [333-264578](#), [333-262620](#) and [333-281587](#)), filed with the Securities and Exchange Commission, to be a part thereof from the date on which this Report of Foreign Private Issuer on Form 6-K is submitted, to the extent not superseded by documents or reports subsequently filed or furnished.

Forward Looking Statements

This Form 6-K 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 statements in this Form 6-K when it discusses that it expects to use proceeds from the Rights Offering to repay the loan amount of a bridge loan from Epoch and for general corporate and working capital purposes. Historical results of scientific research and clinical and preclinical trials do not guarantee that the conclusions of future research or trials will suggest identical or even similar conclusions. Important factors that could cause actual results, developments and business decisions to differ materially from those anticipated in these forward-looking statements include, among others: the Company’s planned level of revenues and capital expenditures; the Company’s available cash and its ability to obtain additional funding; the Company’s ability to market and sell its products; legal and regulatory developments in the United States and other countries; the Company’s ability to maintain its relationships with suppliers, distributors and other partners; the Company’s ability to maintain or protect the validity of its patents and other intellectual property; the Company’s ability to expose and educate medical professionals about its products; political, economic and military instability in the Middle East, specifically in Israel; as well as those factors set forth in the Risk Factors section of the Company’s Annual Report on Form 20-F for the year ended December 31, 2024 filed with the SEC on March 27, 2025, and other documents filed with or furnished to the SEC which 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 Form 6-K, except as required by law.

EXHIBIT INDEX

Exhibit No.	
99.1	<u>Press release dated July 29, 2025 titled “IceCure Announces Expiration and Results of Approximately Two Times Over-Subscribed Rights Offering for Aggregate Gross Proceeds of \$10.0 Million”</u>

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: August 1, 2025

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

IceCure Announces Expiration and Results of Approximately Two Times Over-Subscribed Rights Offering for Aggregate Gross Proceeds of \$10.0 Million

CAESAREA, Israel, July 29, 2025 /PRNewswire/ -- IceCure Medical Ltd. (Nasdaq: ICCM) ("IceCure", "IceCure Medical" or the "Company"), developer of minimally-invasive cryoablation technology that destroys tumors by freezing as an alternative to surgical tumor removal, today announced that the subscription period of its previously announced rights offering (the "Rights Offering") expired at 5:00 p.m., Eastern Time, on July 28, 2025. As previously disclosed, the Company distributed to all holders of record of the Company's ordinary shares, no par value per share ("Ordinary Shares") as of 5:00 p.m., Eastern Time, on July 9, 2025 (the "Record Date"), at no charge, non-transferable subscription rights (the "Subscription Rights") to purchase up to an aggregate of 10,000,000 units ("Units") at a subscription price of \$1.00 per whole Unit.

The Company distributed an aggregate of \$10,000,000 of Subscription Rights to purchase an aggregate of 10,000,000 Units at a subscription price of \$1.00 per whole Unit. Each holder received one Subscription Right for every Ordinary Share owned at 5:00 p.m., Eastern Time on the Record Date. Each Subscription Right entitled the holder to subscribe for 0.1703 of a Unit, each comprised of one Ordinary Share and a warrant to purchase one Ordinary Share (a "Warrant"), at a subscription price of \$1.00 per Unit or, in lieu of such Unit, one Unit, each comprised of one pre-funded warrant to purchase one Ordinary Share (a "Pre-Funded Warrant") and one Warrant, at a subscription price of \$0.9999 per Unit.

Holders who fully exercised their basic Subscription Rights were entitled to subscribe for additional Units that remain unsubscribed as a result of any unexercised basic Subscription Rights. If over-subscription privilege requests exceed the remaining Units available, the remaining Units will be allocated pro-rata among holders who over-subscribe based on the number of Ordinary Shares held by all holders exercising the privilege.

During the Rights Offering, rights holders validly subscribed for 10,000,000 Units at the subscription price. Subscription Rights that were not properly exercised by 5:00 p.m., Eastern Time, on July 28, 2025, expired and may no longer be exercised. A total of 4,627,771 Units are expected to be issued pursuant to the over-subscription privilege. The Company expects to deliver the ordinary shares underlying the Units purchased in the Rights Offering to rights holders on or about July 30, 2025, and expects to deliver the warrants comprising the Units purchased in the Rights Offering to the warrant agent on or about July 30, 2025.

Based on these results, the Company estimates that it will receive aggregate gross proceeds of approximately \$10.0 million, not including estimated expenses relating to the Rights Offering and payable by the Company.

Maxim Group LLC acted as dealer-manager for the Rights Offering. Questions about the Rights Offering may be directed to Maxim Group LLC, the dealer-manager for the Rights Offering, at 300 Park Avenue, New York, NY 10022, Attention Syndicate Department, or via email at syndicate@maximgroup.com or telephone at (212) 895-3745.

The Rights Offering is being made pursuant to the Company's registration statement on Form F-1 (File No. 333-288062) (as amended, the "Registration Statement"), which was declared effective by the U.S. Securities and Exchange Commission (the "SEC") on July 9, 2025. The Rights Offering was made only by means of a prospectus, copies of which were delivered to holders of the Company's Ordinary Shares as of 5:00 p.m., Eastern Time on the Record Date and which can be accessed through the SEC's website at www.sec.gov. Questions about the Rights Offering or requests for a copy of the prospectus related to the Rights Offering may be directed to the Information Agent, Broadridge Corporate Issuer Solutions, LLC, at (855) 793-5068 or via e-mail at shareholder@broadridge.com.

This press release does not constitute an offer to sell or a solicitation of an offer to buy any Subscription Rights, Ordinary Shares, Warrants, Pre-Funded Warrants, Units or any other securities, nor will there be any offer, solicitation or sale of any Subscription Rights, Ordinary Shares, Warrants, Pre-Funded Warrants, Units or any other securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful under the securities laws of such state or jurisdiction. This press release is not an offering and an offering can only be made by the prospectus and any prospectus supplements for the Rights Offering, which should be read carefully before making an investment decision.

The Company has not made and will not make any recommendation to shareholders regarding the exercise of Subscription Rights. The Company's shareholders as of 5:00 p.m., Eastern Time, on the Record Date should make an independent investment decision about whether to exercise their Subscription Rights based on their own assessment of the Company's business, financial condition, prospects for the future and the terms of the Rights Offering.

About IceCure Medical

IceCure Medical (Nasdaq: ICCM) develops and markets advanced liquid-nitrogen-based cryoablation therapy systems for the destruction 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 Company's flagship ProSense® system is marketed and sold worldwide for the indications cleared and approved to date including in the U.S., Europe and Asia.

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 statements in this press release when it discusses the expected delivery of the Units and securities comprising the Units; the number of Units expected to be issued pursuant to the over-subscription privilege; and, if over-subscription privilege requests exceed the remaining Units available, the remaining Units will be allocated pro-rata among holders who over-subscribe based on the number of Ordinary Shares held by all holders exercising the privilege. Historical results of scientific research and clinical and preclinical trials do not guarantee that the conclusions of future research or trials will suggest identical or even similar conclusions. Important factors that could cause actual results, developments and business decisions to differ materially from those anticipated in these forward-looking statements include, among others: the Company's planned level of revenues and capital expenditures; the Company's available cash and its ability to obtain additional funding; the Company's ability to market and sell its products; legal and regulatory developments in the United States and other countries; the Company's ability to maintain its relationships with suppliers, distributors and other partners; the Company's ability to maintain or protect the validity of its patents and other intellectual property; the Company's ability to expose and educate medical professionals about its products; political, economic and military instability in the Middle East, specifically in Israel; as well as those factors set forth in the Risk Factors section of the Company's Annual Report on Form 20-F for the year ended December 31, 2024 filed with the SEC on March 27, 2025, and other documents filed with or furnished to the SEC which 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:

Email: investors@icecure-medical.com

Michael Polyviou

Phone: 732-232-6914