
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 July 2026

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

CONTENTS

Special General Meeting of Shareholders

Attached hereto and incorporated herein are the Notice of Meeting, Proxy Statement and Form of Proxy Card for the Special General Meeting of Shareholders of IceCure Medical Ltd. (the “Company”) to be held on Thursday, August 6, 2026 (the “Meeting”).

Only shareholders of record who hold Ordinary Shares, no par value, of the Company at the close of business on Thursday, July 9, 2026, will be entitled to notice of and to vote at the Meeting and any postponements or adjournments thereof.

Copies of the Notice of Special General Meeting, Proxy Statement and Form of Proxy Card for the Meeting are furnished herewith as Exhibits 99.1, 99.2 and 99.3, respectively.

On June 17, 2026, the Company entered into an agreement with a certain holder of certain warrants to amend the terms of such existing warrants, or the Warrant Amendment Agreement. The amended terms are subject to approval by the Company’s shareholders at the Meeting and are described in further detail in the Proxy Statement furnished herewith as Exhibit 99.2. On June 18, 2026, the Company filed a copy of a Warrant Amendment Agreement as Exhibit 10.3 to its Report of Foreign Private Issuer on Form 6-K. The version previously filed contained a typographical error. Accordingly, the corrected version of the Warrant Amendment Agreement is re-filed herewith as Exhibit 10.1.

This Report of Foreign Private Issuer on Form 6-K is incorporated by reference into the Company’s Registration Statements on Form F-3 (File Nos. [333-297030](#), [333-290046](#) and [333-258660](#)) and Form S-8 (File 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a part thereof from the date on which this Report of Foreign Private Issuer on Form 6-K is submitted, to the extent not superseded by documents or reports subsequently filed or furnished.

EXHIBIT INDEX

**Exhibits
No.**

- | | |
|------|--|
| 10.1 | <u>Warrant Amendment Agreement, dated as of June 17, 2026, by and between the Company and the purchaser party thereto.</u> |
| 99.1 | <u>Notice for the Special General Meeting of Shareholders to be held on August 6, 2026.</u> |
| 99.2 | <u>Proxy Statement for the Special General Meeting of Shareholders to be held on August 6, 2026.</u> |
| 99.3 | <u>Form of Proxy Card for the Special General Meeting of Shareholders to be held on August 6, 2026.</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: July 2, 2026

By: /s/ Eyal Shamir

Name: Eyal Shamir

Title: Chief Executive Officer

**AMENDMENT TO
ORDINARY SHARE PURCHASE WARRANT**

This AMENDMENT TO ORDINARY SHARE PURCHASE WARRANT (this "Amendment") is entered into as of June 17, 2026, by and between IceCure Medical Ltd., a company organized under the laws of the State of Israel (the "Company"), and Armistice Capital Master Fund Ltd. (the "Holder").

WHEREAS, the Company issued to the Holder those certain Series B Ordinary Share Purchase Warrants (the "Series B Warrants") and Series C Ordinary Share Purchase Warrants (the "Series C Warrants") and, together with the Series B Warrants, the "Original Warrants") on March 27, 2026;

WHEREAS, the Original Warrants are exercisable, in the aggregate, for up to 266,666 ordinary shares of the company, no par value, (the "Ordinary Shares"), at a per share exercise price equal to \$16.50;

WHEREAS, pursuant to Section 5(l) of the Original Warrants, the Original Warrants may be modified or amended, or the provisions thereof waived, with the written consent of the Company and the Holder; and

WHEREAS, the Company and the Holder desire to amend the Original Warrants as set forth in this Amendment.

NOW, THEREFORE, in consideration of the mutual agreements contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, the Company and the Holder hereby agree as follows:

1. Amendment to Termination Date.

(a). The term "Termination Date" in the Series B Warrant is hereby amended and restated from March 27, 2031 to June 18, 2031.

(b) The term "Termination Date" in the Series C Warrant is hereby amended and restated from March 29, 2027 to June 18, 2027.

2. Amendment to Exercise Price. On the condition the Company receives the necessary shareholder approval from the shareholders of the Company to reduce the exercise price of the Original Warrants to \$3.00 per share ("Shareholder Approval"), Section 2(b) of the Original Warrants are hereby amended and restated in its entirety as follows:

"b) Exercise Price. The exercise price per Ordinary Share under this Warrant shall be \$3.00, subject to further adjustment hereunder (the "Exercise Price")."

4. Condition Precedent. The effectiveness of this Amendment shall be conditioned on the receipt of Shareholder Approval.

4. No Further Amendment. Except as amended by this Amendment, the Original Warrants remain unaltered and shall remain in full force and effect.

5. Jurisdiction. All questions concerning the construction, validity, enforcement and interpretation of this Amendment shall be determined in accordance with Section 5(e) of the Original Warrants.

6. Counterparts. This Amendment may be executed in any number of counterparts, each of which will be deemed an original and all of which together will constitute one and the same instrument. Signatures delivered by electronic mail (including as a PDF file) or other transmission method shall be deemed to be original signatures, shall be valid and binding, and, upon delivery, shall constitute due execution of this Amendment.

[Signature page follows]

IN WITNESS WHEREOF, each of the Company and the Holder has caused this Amendment to be executed and delivered by its officer thereunto duly authorized as of the date first above indicated.

COMPANY

ICECURE MEICAL LTD.

By: /s/ Eyal Shamir

Name: Eyal Shamir

Title: Chief Executive Officer

HOLDER

ARMISTICE CAPITAL MASTER FUND LTD.

By: ARMISTICE CAPITAL, LLC
the Investment Manager

By: /s/ Steven Boyd

Name: Steven Boyd

Title: Managing Member



Dear IceCure Medical Ltd. Shareholder:

We cordially invite you to attend the Special General Meeting of Shareholders (the “**Meeting**”) of IceCure Medical Ltd. (the “**Company**”), to be held on Thursday, August 6, 2026 at 5:00 p.m. Israel time, or at any adjournment or postponement thereof, by means of remote communication at the following link:

<https://teams.microsoft.com/meet/367151342690026?p=x1Zl3LcmQtwBFjZyb2>

At the Meeting, shareholders will be asked to consider and vote on the matters listed in the enclosed notice of special general meeting of shareholders (the “**Notice**”). Our Board of Directors recommends that you vote “**FOR**” the proposal listed in the Notice.

Only shareholders of record at the close of business on Thursday, July 9, 2026, are entitled to notice of and to vote at the Meeting, either in person or by appointing a proxy to vote in their stead at the Meeting, as detailed in the Notice.

We look forward to greeting as many of you as can attend the Meeting.

Sincerely,

/s/ Ron Mayron

Ron Mayron

Chairman of the Board of Directors

July 2, 2026



**ICECURE MEDICAL LTD.
NOTICE OF SPECIAL GENERAL MEETING OF SHAREHOLDERS**

Notice is hereby given that a Special General Meeting of Shareholders (the “**Meeting**”) of IceCure Medical Ltd. (the “**Company**”) will be held on Thursday, August 6, 2026 at 5:00 p.m. Israel time, or at any adjournment or postponement thereof, by means of remote communication at the following link:

<https://teams.microsoft.com/meet/367151342690026?p=x1ZI3LcmQtwBFjZyb2>

The following matter is on the agenda for the Meeting:

To approve amendments to certain terms of series B warrants and series C warrants issued in a private placement.

Board Recommendation

Our Board of Directors unanimously recommends that you vote “**FOR**” the above proposed resolution, which is described in the attached proxy statement (the “**Proxy Statement**”).

Record Date

Shareholders of record at the close of business on Thursday, July 9, 2026 (the “**Record Date**”), are entitled to notice of and to vote at the Meeting, either in person or by appointing a proxy to vote in their stead at the Meeting, as detailed below.

How You Can Vote

A form of proxy for use at the Meeting is attached to the Proxy Statement and a voting instruction form, together with a return envelope, will be sent to holders of ordinary shares, no par value, of the Company (the “**Ordinary Shares**”). By appointing “proxies,” shareholders may vote at the Meeting regardless of whether they attend.

Subject to applicable law and the rules of the Nasdaq Stock Market, in the absence of instructions, the Ordinary Shares represented by properly executed and received proxies will be voted “FOR” the proposed resolution to be presented at the Meeting for which the Board of Directors recommends a vote “FOR”.

Shareholders may revoke their proxies or voting instruction form (as applicable) in accordance with Section 9 of the Israeli Companies Law, 5759-1999 (“**Companies Law**”) regulations (proxy and positions statements).

Shareholders registered directly with the transfer agent

If your shares are registered directly in your name with our transfer agent, VStock Transfer, LLC, you are considered, with respect to those shares, to be the shareholder of record. In such case, these proxy materials are being sent directly to you. As the shareholder of record, you have the right to use the proxy card included with this Proxy Statement to grant your voting proxy directly to Ms. Rotem Naim, Director of Finance of the Company, and/or Eyal Shamir, Chief Executive Officer of the Company, or to vote in person at the Meeting.



Beneficial Owners

If your shares are held through a bank, broker, or other nominee, they are considered to be held in “street name” and you are the beneficial owner with respect to those shares. A beneficial owner as of the Record Date has the right to direct its bank, broker or nominee how to vote the shares held on its behalf at the Meeting and must also provide the Company with a copy of their identity card, passport or certification of incorporation, as the case may be. If your shares are held in “street name” as of the Record Date, these proxy materials are being forwarded to you by your bank, broker or nominee who is considered, with respect to those shares, as the shareholder of record, together with a voting instruction card for you to use in directing the bank, broker or nominee how to vote your shares. Because a beneficial owner is not a shareholder of record, you may not vote those shares directly at the Meeting unless you obtain a “legal proxy” from the bank, broker or other nominee that holds your shares directly, giving you the right to vote the shares at the Meeting. Brokers who hold shares in “street name” for clients typically have authority to vote on “routine” proposals even when they have not received instructions from beneficial owners. Proposal No. 1 is considered a routine matter. Accordingly, if you do not provide voting instructions, your broker may exercise its discretion to vote your shares on Proposal No. 1. Nevertheless, we encourage you to provide voting instructions to your broker or other nominee.

Sincerely,

/s/ Ron Mayron

Ron Mayron

Chairman of the Board of Directors

July 2, 2026



ICECURE MEDICAL LTD.
CAESAREA, ISRAEL

PROXY STATEMENT

SPECIAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON THURSDAY, AUGUST 6, 2026

This proxy statement (the “**Proxy Statement**”) is being solicited by our board of directors (the “**Board of Directors**”) of IceCure Medical Ltd. (the “**Company**”) for use at the Company’s Special General Meeting of Shareholders (the “**Meeting**”) to be held on Thursday, August 6, 2026 at 5:00 p.m. Israel time, or at any adjournment or postponement thereof, by means of remote communication, at the following link:

<https://teams.microsoft.com/meet/367151342690026?p=x1Zl3LcmQtwBFjZyb2>

Upon the receipt of a properly executed proxy in the form enclosed, the persons named as proxies therein will vote the ordinary shares, no par value, of the Company (the “**Ordinary Shares**”) covered thereby in accordance with the directions of the shareholders executing the proxy. In the absence of such directions, and except as otherwise mentioned in this Proxy Statement, the Ordinary Shares represented thereby will be voted in favor of the proposal described in this Proxy Statement.

Quorum and Adjournment

Two or more shareholders present, in person or by proxy, holding in the aggregate not less than 25% of the outstanding Ordinary Shares, shall constitute a quorum for the Meeting. If within half an hour from the time the Meeting is convened a quorum is not present, the Meeting shall stand adjourned until Thursday, August 6, 2026 at 6:30 p.m. Israel time (the “**Adjourned Meeting**”). If a quorum is not present at the adjourned meeting within half an hour of this time, any number of shareholders present in person or by proxy shall be deemed a quorum and shall be entitled to deliberate and to resolve in respect of the matters for which the Meeting was convened. Abstentions and broker non-votes are counted as Ordinary Shares present for the purpose of determining a quorum.

Required Vote and Voting Procedures

Pursuant to the Companies Law, Proposal No. 1 described hereinafter, requires the affirmative vote of shareholders present at the Meeting, in person or by proxy, and holding Ordinary Shares, amounting in the aggregate to at least a majority of the votes actually cast by shareholders with respect to such proposal (a “**Simple Majority**”).

It is noted that there may be changes on the agenda after publishing this Proxy Statement. Therefore, the most updated agenda will be furnished to the U.S. Securities and Exchange Commission (the “**SEC**”) on a Report of Foreign Private Issuer on Form 6-K and will be made available to the public on the SEC’s website at www.sec.gov.

In accordance with Section 66(b) of the Israeli Companies Law 5759-1999 (the “**Companies Law**”) and regulations promulgated thereunder, any shareholder of the Company holding at least 1% of the outstanding voting rights of the Company for the Meeting may submit to the Company a proposed additional agenda item for the Meeting (and in case of a proposed additional agenda item for nominating or removal of a director, at least 5% of the outstanding voting rights of the Company), to Ms. Rotem Naim, at 7 Ha’Eshel St., Caesarea, 3079504, Israel, or via e-mail: rotemn@icecure-medical.com, no later than July 9, 2026.



Position Statements

Shareholders wishing to express their position on an agenda item for this Meeting may do so by submitting a written statement (a “**Position Statement**”) to the Company’s offices, c/o Ms. Rotem Naim, at 7 Ha’Eshel St., Caesarea, 3079504, Israel, or via e-mail: rotemn@icecure-medical.com. Any Position Statement received will be furnished to the SEC on a Report of Foreign Private Issuer on Form 6-K and will be made available to the public on the SEC’s website at www.sec.gov. Position Statements should be submitted to the Company no later than July 27, 2026. A shareholder is entitled to contact the Company directly and receive the text of the proxy card and any Position Statement. The Board of Directors’ response to the Position Statement will be submitted no later than August 1, 2026.

One shareholder or more holding Ordinary Shares which represent 5% or more of the Company’s voting rights (3,426,715 Ordinary Shares as of June 30, 2026), and whoever holds 5% of the Company’s voting rights without taking into consideration the shares that are held by the Company’s controlling shareholder (1,028,220 Ordinary Shares) is entitled to examine the Proxy Statement and voting materials in the Company’s office after the Meeting is held.

There may be changes on the agenda after publishing the Proxy Statement and there may be additional Position Statements which could be published. Therefore, the most updated agenda will be furnished to the SEC on a Report of Foreign Private Issuer on Form 6-K and will be made available to the public on the SEC’s website at www.sec.gov.



PROPOSAL 1

TO APPROVE AMENDMENTS TO CERTAIN TERMS OF THE SERIES B WARRANTS AND SERIES C WARRANTS ISSUED IN A PRIVATE PLACEMENT

Background

On March 26, 2026, the Company entered into a Securities Purchase Agreement (the “SPA”) with certain institutional investors (the “Purchasers”), pursuant to which the Company agreed: (i) to issue and sell in a registered direct offering by the Company directly to the Purchasers, 266,666 Ordinary Shares at an offering price of \$15.00 per share and (ii) to issue and sell in a concurrent private placement (the “**March 2026 Private Placement**”): (a) Series B warrants to purchase up to 266,666 Ordinary Shares (the “**Series B Warrants**”); and (b) Series C warrants to purchase up to 266,666 Ordinary Shares (the “**Series C Warrants**,” and together with the Series B Warrants, the “**Warrants**”). The Warrants were exercisable immediately upon issuance and each of the Warrants has an exercise price of \$16.50 per share. The Series B Warrants will expire five years following the date of issuance and the Series C Warrants will expire one year following the date of issuance. The March 2026 Private Placement was conducted pursuant to the terms of the SPA, which is filed as Exhibit 10.1 to the Report of Foreign Private Issuer on Form 6-K of the Company, furnished to the SEC on March 27, 2026.

The figures are presented to give effect to the Company’s 30-for-1 reverse share split effected at the market open on Nasdaq Capital Market on June 4, 2026.

The Required Shareholders’ Approval in connection with Certain Warrants

On June 17, 2026, the Board of Directors approved the Company’s entry into a securities purchase agreement with one of the Purchasers who participated in the March 2026 Private Placement (the “**Investor**”) for the private placement of: (i) pre-funded warrants to purchase 1,833,334 Ordinary Shares; (ii) Series D warrants to purchase up to 1,833,334 Ordinary Shares; and (iii) Series E warrants to purchase up to 1,833,334 Ordinary Shares (the “**June 2026 Private Placement**”). In connection with the June 2026 Private Placement, the Board approved the Company’s entry into a warrant amendment agreement with the Investor (the “**Warrant Amendment Agreement**”), pursuant to which the Company agreed to amend the terms of the Investor’s Series B Warrants and Series C Warrants, subject to the approval of the Company’s shareholders. The amendments to the Series B Warrants and Series C Warrants are as follows: (i) to amend the exercise price of the Warrants from \$16.50 per share to \$3.00 per share and (ii) to extend their respective exercise periods, such that the Series B Warrants will expire on June 18, 2031, and the Series C Warrants will expire on June 18, 2027 (the “**Warrant Amendments**”).

A copy of the Warrant Amendment Agreement is filed as Exhibit 10.1 to the accompanying Report of Foreign Private Issuer on Form 6-K, of which this Proxy Statement forms a part. The version previously filed as an exhibit to the Company’s Report of Foreign Private Issuer on Form 6-K on June 18, 2026 contained a typographical error.

The Warrant Amendments require the approval of the Company’s shareholders in accordance with Section 274 of the Companies Law, as the Warrant Amendments may result in the issuance of 20% or more of the Company’s issued and outstanding share capital at a price that is not considered to be on market terms under the Companies Law.

The Board of Directors resolved to approve and recommend to the Company’s shareholders to approve the Warrant Amendments, based on the following considerations: (i) the Board of Directors considered the Company’s current financial status, near-term capital needs in light of its business plan and anticipated capital needs; (ii) the Board believes that reducing the exercise price of the Warrants is expected to increase the likelihood of exercise by investors and the potential receipt by the Company of additional capital; and (iii) extending the exercise period of the Warrants is expected to incentivize the investors to remain engaged with the Company over a longer period and support the Company’s long-term growth and financing objectives.



The Board believes that the Warrant Amendments are appropriate and in the best interests of the Company's shareholders.

The shareholders of the Company are requested to adopt the following resolution:

“RESOLVED, to approve the Warrant Amendments to the Series B Warrants and Series C Warrants, as set forth in the Proxy Statement.”

The approval of this Proposal, as described above, requires the affirmative vote of a Simple Majority.

The Board unanimously recommends that the shareholders vote FOR the above proposal.

Your vote is important! Shareholders are urged to complete and return their proxies promptly in order to, among other things, ensure action by a quorum and to avoid the expense of additional solicitation. If the accompanying proxy is properly executed and returned in time for voting, and a choice is specified, the shares represented thereby will be voted as indicated thereon. EXCEPT AS MENTIONED OTHERWISE IN THIS PROXY STATEMENT, IF NO SPECIFICATION IS MADE, THE PROXY WILL BE VOTED IN FAVOR OF THE PROPOSAL DESCRIBED IN THIS PROXY STATEMENT.

Proxies and all other applicable materials should be sent to:

VStock Transfer, LLC
18 Lafayette Place
Woodmere, New York 11598



OTHER BUSINESS

The Board is not aware of any other matters that may be presented at the Meeting other than those described in this Proxy Statement. If any other matters do properly come before the Meeting, including the authority to adjourn the Meeting, it is intended that the persons named as proxies will vote, pursuant to their discretionary authority, according to their best judgment in the interest of the Company.

ADDITIONAL INFORMATION

The Company is subject to the informational requirements of the U.S. Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), as applicable to foreign private issuers. Accordingly, the Company files reports and other information with the SEC. All documents which the Company will file on the SEC’s EDGAR system will be available for retrieval on the SEC’s website at <https://www.sec.gov>.

As a foreign private issuer, the Company is exempt from the rules under the Exchange Act prescribing certain disclosure and procedural requirements for proxy solicitations. In addition, the Company is not required under the Exchange Act to file periodic reports and financial statements with the SEC as frequently or as promptly as United States companies whose securities are registered under the Exchange Act. The Notice of the Special General Meeting of Shareholders and the Proxy Statement have been prepared in accordance with applicable disclosure requirements in the State of Israel.

YOU SHOULD RELY ONLY ON THE INFORMATION CONTAINED IN THIS PROXY STATEMENT OR THE INFORMATION FURNISHED TO YOU IN CONNECTION WITH THIS PROXY STATEMENT WHEN VOTING ON THE MATTERS SUBMITTED TO SHAREHOLDER APPROVAL HEREUNDER. THE COMPANY HAS NOT AUTHORIZED ANYONE TO PROVIDE YOU WITH INFORMATION THAT IS DIFFERENT FROM WHAT IS CONTAINED IN THIS DOCUMENT. THIS PROXY STATEMENT IS DATED JULY 2, 2026. YOU SHOULD NOT ASSUME THAT THE INFORMATION CONTAINED IN THIS DOCUMENT IS ACCURATE AS OF ANY DATE OTHER THAN JULY 2, 2026, AND THE MAILING OF THIS DOCUMENT TO SHAREHOLDERS SHOULD NOT CREATE ANY IMPLICATION TO THE CONTRARY.

By Order of the Board

IceCure Medical Ltd.

/s/ Ron Mayron

Ron Mayron

Chairman of the Board of Directors



ICECURE MEDICAL LTD.

FORM OF PROXY CARD

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned hereby appoints Mr. Eyal Shamir, Chief Executive Officer and Director and Ms. Rotem Naim, Director of Finance, and each of them, with full power of substitution, as agents and proxies of the undersigned, with full power of substitution to each of them, to represent and to vote on behalf of the undersigned all the ordinary shares, no par value, of IceCure Medical Ltd. (the “**Company**”) which the undersigned is entitled to vote at the Special General Meeting of Shareholders (the “**Meeting**”) to be held on Thursday, August 6, 2026 at 5:00 p.m. Israel time, and at any adjournments or postponements thereof, by means of remote communication, upon the following matters, which are more fully described in the Notice of Special General Meeting of Shareholders and proxy statement relating to the Meeting.

This proxy, when properly executed, will be voted in the manner directed herein by the undersigned. If no direction is made with respect to Proposal No. 1, this proxy will be voted “FOR” such proposal. Any and all proxies heretofore given by the undersigned are hereby revoked.

(Continued and to be signed on the reverse side)



**ICECURE MEDICAL LTD.
SPECIAL GENERAL MEETING OF SHAREHOLDERS**

Date of Meeting: Thursday, August 6, 2026

PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE
MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE

1. To approve the Warrant Amendments to the Series B Warrants and Series C Warrants, as described in the Proxy Statement.

FOR

AGAINST

ABSTAIN

In their discretion, the proxies are authorized to vote upon such other matters as may properly come before the Meeting or any adjournment or postponement thereof.

NAME	SIGNATURE	DATE
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NAME	SIGNATURE	DATE
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Please sign exactly as your name appears on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.
