

OBJET LTD  
Form F-4/A  
August 06, 2012

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As filed with the Securities and Exchange Commission on August 6, 2012

Registration No. 333-182025

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Amendment No. 3**

to

**FORM F-4**

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

**OBJET LTD.**

(Exact name of registrant as specified in its charter)

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

**3577**  
(Primary Standard Industrial  
Classification Code Number)

**Not applicable**  
(I.R.S. Employer  
Identification Number)

**Objet Ltd.**  
**2 Holtzman Street**  
**Science Park, P.O. Box 2496**  
**Rehovot 76124, Israel**  
**+972-8-931-4314**

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

**Frank Marangell**  
**Objet Geometries Inc.**  
**5 Fortune Drive**  
**Billerica, Massachusetts 01821**  
**(877) 489-9449**

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

**Copies of all correspondence to:**

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**New York, NY 10016**  
**Tel: (212) 448-1100**

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**Ramat Gan 52506, Israel**  
**Tel: +972-3-610-3100**

Approximate date of commencement of proposed sale of the securities to the public: **As soon as practicable after the effective date of this registration statement and all other conditions to the proposed merger described herein have been satisfied or waived.**

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.

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.

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Ordinary Shares, par value NIS 0.01 per share	23,108,829(1)	N/A	\$1,015,633,034.55(2)	\$116,391.55(3)

- (1) Represents the estimated maximum number of ordinary shares of Objet issuable in connection with the merger of Stratasys, Inc. with an indirect wholly-owned subsidiary of Objet, which is comprised of (i) the sum of (a) 21,328,191 shares of Stratasys common stock outstanding on June 4, 2012, and (b) 1,280,638 and 500,000 shares of Stratasys common stock issuable upon exercise of outstanding options and warrants, respectively, multiplied by (ii) the stock exchange ratio of 1.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (f) under the Securities Act of 1933, as amended, based upon the product of (1) \$43.95, the average of the high and low sale prices of Stratasys common stock as reported on the NASDAQ Global Select Market on June 4, 2012 and (2) 23,108,829, the estimated maximum number of shares of Stratasys common stock to be exchanged pursuant to the proposed merger, as determined in note (1) above.
- (3) Of the total fee, \$107,796.55 was paid concurrently with the original filing of this registration statement, on June 8, 2012. Pursuant to Rule 457(p) under the Securities Act, the registration fee is offset by the \$8,595 registration fee previously paid by the registrant, Objet Ltd., in connection with the registration statement on Form F-1 (File No. 333-180283) filed by the registrant on March 22, 2012 and subsequently withdrawn.

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment that specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

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**The information in this proxy statement/prospectus is not complete and may be changed. Objet Ltd. may not sell these securities until the registration statement filed with the Securities and Exchange Commission, of which this proxy statement/prospectus is a part, is effective. This proxy statement/prospectus is neither an offer to sell these securities, nor a solicitation of an offer to buy these securities, in any state or jurisdiction where the offer or sale is not permitted. Any representation to the contrary is a criminal offense.**

**PRELIMINARY COPY SUBJECT TO COMPLETION DATED AUGUST 6, 2012**

**PROXY STATEMENT/PROSPECTUS**

**SPECIAL MEETING OF STOCKHOLDERS  
A MERGER IS PROPOSED YOUR VOTE IS VERY IMPORTANT**

Dear Stratasys Stockholder:

You are cordially invited to attend a special meeting of the stockholders of Stratasys, Inc., or Stratasys, to be held on [ ], 2012, beginning at [ ], local time, at [ ], Minnesota [ ].

At the special meeting, you will be asked to consider and vote upon a proposal to adopt an Agreement and Plan of Merger, or the merger agreement, dated as of April 13, 2012, which provides for the merger of Stratasys with Objet Ltd., or Objet. If the merger agreement is adopted, and the other conditions to the merger described in the merger agreement are satisfied or waived, Oaktree Merger Inc., an indirect wholly-owned subsidiary of Objet, or Merger Sub, will merge with and into Stratasys, with Stratasys continuing as the surviving corporation in the merger. Upon completion of the merger, Objet will issue to Stratasys stockholders one Objet ordinary share for each share of Stratasys common stock outstanding immediately prior to the effective time of the merger, and thereafter, Stratasys' current stockholders will hold 55% of the ordinary shares of Objet, on a fully diluted basis (using the treasury stock method). Following the merger, Objet will change its name to Stratasys Ltd. and its ordinary shares are expected to be listed on the NASDAQ Global Select Market under the symbol "SSYS." **Objet is an "emerging growth company" under the U.S. federal securities laws and will be subject to reduced public company reporting requirements.**

**The board of directors of Stratasys has unanimously adopted and approved the merger agreement, the merger and the transactions contemplated thereby, and determined that the merger agreement, the merger and the transactions contemplated thereby are in the best interests of Stratasys and its stockholders. Accordingly, the Stratasys board recommends that Stratasys' stockholders vote "FOR" adoption of the merger agreement. In reaching its determination, Stratasys' board of directors considered a number of factors, including the opinion of Stratasys' financial advisor, which is attached as *Annex F* to the accompanying proxy statement/prospectus and which Stratasys' stockholders are urged to read in its entirety.**

The board of directors of Objet has similarly approved the merger agreement, the merger and the transactions contemplated thereby, and is separately recommending, and seeking, approval thereof by Objet's shareholders pursuant to the requirements of Israeli law.

Stratasys is soliciting proxies for use at the special meeting of its stockholders to consider and vote upon the proposal to adopt the merger agreement and the other proposals described in the attached proxy statement/prospectus. It provides you with detailed information about the special meeting, the merger agreement and the transactions contemplated by the merger agreement, including the merger. A copy of the merger agreement is attached as *Annex A* to the accompanying proxy statement/prospectus. You are encouraged to read the proxy statement/prospectus (including the information incorporated by reference therein), the merger agreement and the other annexes carefully and in their entirety. **For a discussion of significant matters that should be considered before voting at the special meeting or submitting your proxy, see the section entitled "Risk Factors" beginning on page 17 of the accompanying proxy statement/prospectus.**

Your vote is very important, regardless of the number of shares you own. The merger cannot be consummated unless the merger agreement is adopted by the affirmative vote of the holders of a majority of the shares of Stratasys common stock issued and outstanding at the close of business on Thursday, August 2, 2012, the record date for the purpose of determining the stockholders who are entitled to receive notice of, and to vote at, the special meeting.

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**Whether or not you plan to attend the special meeting in person, please complete, sign and date the enclosed proxy card and return it in the envelope provided as soon as possible or submit a proxy through the Internet or by telephone as described on the enclosed proxy card. This will not prevent you from voting your shares in person if you subsequently choose to attend the special meeting and vote thereat.** If you fail to vote your shares or submit your proxy, it will have the same effect as a vote against adoption of the merger agreement and the transactions contemplated by the merger agreement, including the merger. If your shares are held in "street name" by your broker, you should instruct your broker to vote your shares, following the procedures provided by your broker.

If you have any questions or need assistance voting your shares, please call MacKenzie Partners, Inc., Stratasys' proxy solicitor, toll-free at (800) 322-2885 (banks and brokers call collect at (212) 929-5500).

On behalf of the board of directors of each of Stratasys and Objet, we thank you for your cooperation and your continued support, and we look forward to beginning this exciting new, joint chapter in our companies' respective histories.

Sincerely,

S. Scott Crump  
*Chairman of the Board, President and Chief Executive Officer*  
Stratasys, Inc.

Elchanan Jaglom  
*Chairman of the Board*  
Objet Ltd.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued in connection with the merger, or determined if this proxy statement/prospectus is accurate or adequate. Any representation to the contrary is a criminal offense.**

This proxy statement/prospectus is dated [            ], 2012, and is first being mailed to Stratasys stockholders on or about that date.

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**THIS PROXY STATEMENT/PROSPECTUS INCORPORATES  
ADDITIONAL INFORMATION**

The accompanying proxy statement/prospectus incorporates important business and financial information about Stratasys from other documents that are not included in or delivered with the proxy statement/prospectus. This proxy statement/prospectus also refers to information about Objet from documents that Objet has filed with or furnished to the SEC, but that have not been included in or delivered with this proxy statement/prospectus. This information is available to you without charge upon your request. You can obtain copies of documents deemed a part of this proxy statement/prospectus (excluding all exhibits unless the exhibit has been specifically incorporated by reference in this proxy statement/prospectus), without charge, by requesting them in writing or by telephone from the appropriate company at the following addresses:

Stratasys, Inc.  
7665 Commerce Way  
Eden Prairie, Minnesota 55344  
Attention: Shane Glenn, Director of Investor Relations  
Tel: (952) 937-3000

Objet Ltd.  
2 Holtzman Street  
Science Park, P.O. Box 2496  
Rehovot 76124, Israel  
Attention: Ilan Levin, President and Vice Chairman  
Tel: +972-8-931-4314

**To obtain timely delivery of the documents in advance of the special meeting of stockholders, you must request the information no later than [        ], 2012 (which is five business days prior to the date of the special meeting).**

For more information, see "Where You Can Find More Information" and "Incorporation of Certain Documents by Reference" beginning on page 241.

**ABOUT THIS PROXY STATEMENT/PROSPECTUS**

This proxy statement/prospectus, which forms a part of a registration statement on Form F-4 filed with the Securities and Exchange Commission, or SEC, by Objet, constitutes a prospectus of Objet under Section 5 of the Securities Act of 1933, as amended, or the Securities Act, with respect to the ordinary shares of Objet to be issued to Stratasys stockholders in connection with the merger. This document also constitutes a proxy statement of Stratasys under Section 14(a) of the Securities Exchange Act of 1934, as amended, or the Exchange Act, and the rules thereunder, and a notice of meeting with respect to the special meeting of Stratasys stockholders to consider and vote upon the proposal to adopt the merger agreement.

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**STRATASYS, INC.**

7665 Commerce Way  
Eden Prairie, MN 55344  
(952) 937-3000

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**Notice of Special Meeting of Stockholders  
of Stratasys, Inc.**

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**To Be Held on [            ], 2012**

To the Stockholders of Stratasys, Inc.:

NOTICE IS HEREBY GIVEN that a special meeting of stockholders of Stratasys, Inc., a Delaware corporation, will be held on [            ], 2012, beginning at [            ], local time, at [            ], MN [            ], for the following purposes:

1. To consider and vote upon a proposal to adopt the Agreement and Plan of Merger, or the merger agreement, dated as of April 13, 2012, by and among Stratasys, Objet Ltd., an Israeli corporation, Seurat Holdings Inc., a Delaware corporation and an indirect wholly-owned subsidiary of Objet, or Holdco, and Oaktree Merger Inc., a Delaware corporation and a direct wholly-owned subsidiary of Holdco, or Merger Sub, as it may be further amended from time to time;
2. To consider and vote upon, on an advisory (non-binding) basis, a proposal to approve certain compensatory arrangements between Stratasys and its named executive officers related to the merger, as described in this proxy statement/prospectus;
3. To consider and vote upon a proposal to approve one or more adjournments of the special meeting to a later date or time, if necessary or appropriate, to permit solicitation of additional proxies in the event there are insufficient votes at the time of the special meeting, or at any adjournment or postponement of that meeting, to adopt the merger agreement (this proposal is hereinafter referred to as the "adjournment proposal"); and
4. To transact any other business that may properly come before the special meeting or any adjournment thereof.

The affirmative vote of the holders of a majority of the issued and outstanding shares of Stratasys common stock is required to adopt the merger agreement (Proposal 1). Approval of Proposals 2 and 3 requires the affirmative vote of holders of a majority of the shares of Stratasys common stock represented either in person or by proxy at the special meeting and entitled to vote. A form of proxy and a proxy statement/prospectus containing more detailed information with respect to matters to be considered at the special meeting accompany this notice and should be read in their entirety before you vote.

Only holders of record of Stratasys' common stock as of the close of business on Thursday, August 2, 2012, the record date for the determination of stockholders entitled to notice of and to vote at the special meeting, are entitled to notice of, and to vote at, the special meeting. Holders of shares of Stratasys' common stock vote on a basis of one vote per share. At the close of business on the record date, Stratasys had 21,336,451 shares of common stock issued and outstanding. A complete list of stockholders entitled to vote at the special meeting will be available for inspection at the meeting and for at least ten days prior to the meeting, during ordinary business hours, at Stratasys' principal executive offices located at 7665 Commerce Way, Eden Prairie, MN, and at the meeting location during

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the meeting. You should contact the Secretary of Stratasys at Stratasys' principal executive offices if you wish to review the list of stockholders.

Even if you plan to attend the special meeting in person, Stratasys requests that you please complete, sign and date the enclosed proxy card and return it in the envelope provided as soon as possible or submit a proxy through the Internet or by telephone as described on the enclosed proxy card.

**Stratasys' board of directors unanimously recommends that you vote "FOR" Proposals 1, 2 and 3 above.**

By Order of the Board of Directors,

Robert F. Gallagher  
*Executive Vice President, Chief Financial Officer and Secretary*  
Eden Prairie, Minnesota  
[        ], 2012

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