

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

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Safe-T Group 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.)

8 Abba Eban Ave., Herzliya, 4672526 Israel
(Address of Principal Executive Offices)

Safe-T Group Ltd. Global Equity Plan
(Full title of the plan)

Safe-T USA Inc.
51 John F. Kennedy Parkway, Short Hills, NJ 07078
888-304-5010
(Name, address and telephone number of agent for service)

COPIES TO:

Oded Har-Even, Esq.
Howard E. Berkenblit, Esq.
David Huberman, Esq.
Sullivan & Worcester LLP
1633 Broadway
New York, NY 10019
(212)-660-5000

Eitan Shmueli, Adv.
Gregory Irigo, Adv.
Lipa Meir & Co
2 Weitzman St.
Tel Aviv 6423902, Israel
(972) 3-607-0600

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 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. ☐

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be registered (2)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Ordinary Shares (1)	88,000,000 (3)	\$ 0.04575 (4)	\$ 4,026,000	\$ 522.57
Total	88,000,000	N/A	\$ 4,026,000	\$ 522.57

- (1) American Depositary Shares, or ADSs, evidenced by American Depositary Receipts, or ADRs, issuable upon deposit of Ordinary Shares, no par value per share, of Safe-T Group Ltd., or the Registrant, are registered on a separate Registration Statement on Form F-6 (File No. 333-218251). Each ADS represents 40 Ordinary Shares.
- (2) 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.
- (3) Represents Ordinary Shares reserved for issuance upon the exercise of options that may be granted under the plan to which this Registration Statement relates.
- (4) The fee is based on the number of Ordinary Shares which may be issued under the plan to which this Registration Statement relates and is estimated in accordance with paragraphs (c) and (h) of Rule 457 under the Securities Act solely for the purpose of calculating the registration fee based upon the average of the high and low sales price of an ADS as reported on the Nasdaq Capital Market on June 17, 2020.

EXPLANATORY NOTE

The purpose of this Registration Statement on Form S-8, or the Registration Statement, is to register 88,000,000 additional Ordinary Shares of Safe-T Group Ltd., or the Registrant or the Company, to be reserved for issuance under the Safe-T Group Ltd. Global Equity Plan, or the Plan, which are in addition to the 1,946,432 Ordinary Shares (such number reflecting the 20:1 reverse split of the Registrant effected on October 21, 2019) under the Plan registered on the Company's Registration Statement on Form S-8 filed by the Registrant with the Securities and Exchange Commission, or the Commission, on August 29, 2019 (Commission File No. 333-233510), or the Prior Registration Statement.

This Registration Statement relates to securities of the same class as those to which the Prior Registration Statement relates, and is submitted in accordance with General Instruction E to Form S-8 regarding Registration of Additional Securities. Pursuant to Instruction E of Form S-8, the contents of the Prior Registration Statement are incorporated herein by reference and made part of this Registration Statement, except as amended hereby

The increase in the number of Ordinary Shares authorized for issuance under the Plan was approved by the board of directors of the Company on June 9, 2020.

PART I

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 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 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.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following additional documents, which have been filed by the registrant 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 on [Form 20-F](#) for the fiscal year ended December 31, 2019, filed with the Commission on March 31, 2020;
- (b) The financial results included in the Registrant's Reports on Form 6-K furnished to the Commission on [March 31, 2020](#) and [May 27, 2020](#);
- (c) The Registrant's reports of foreign private issuer on Form 6-K furnished to the Commission on [April 2, 2020](#), [April 6, 2020](#), [April 10, 2020](#), [April 20, 2020](#), [April 21, 2020](#), [April 27, 2020](#) (with respect to the first and second paragraphs and the section titled "Forward-Looking Statements" in the press release attached as Exhibit 99.1 to the Form 6-K), [May 20, 2020](#) (with respect to the first and second paragraphs and the section titled "Forward-Looking Statements" in the press release attached as Exhibit 99.1 to the Form 6-K), [May 27, 2020](#); and [June 17, 2020](#); and
- (d) The description of the registrant's Ordinary Shares and ADSs contained in the registrant's registration statement on [Form 8-A](#) (File No. 001-38610), as amended, filed under the Securities Exchange Act of 1934, as amended, or the Exchange Act, including any amendment or report filed for the purpose of updating such description.

In addition to the foregoing, all documents subsequently filed by the registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act and all reports on Form 6-K subsequently filed by the registrant which state that they are incorporated by reference herein, prior to the filing of a post-effective amendment which indicates that all securities offered hereunder have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such documents and reports.

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.

Item 8. Exhibits.

- 4.1 [Amended and Restated Articles of Association of Safe-T Group Ltd. \(filed as Exhibit 4.1 to Form F-3/A \(File No. 333-236030\) filed on January 29, 2020 and incorporated herein by reference\).](#)
- 5.1 [Opinion of Lipa Meir & Co.](#)
- 23.1 [Consent of Kesselman & Kesselman, a member firm of PricewaterhouseCoopers International Limited.](#)
- 23.2 [Consent of Lipa Meir & Co \(included in the opinion filed as Exhibit 5.1 to this Registration Statement\).](#)
- 24.1 [Power of Attorney \(included on signature page\).](#)
- 99.1 [Safe-T Group Ltd. Global Equity Plan \(filed as Exhibit 10.2 to Form F-1 \(File No. 333-226074\) filed on July 5, 2018, and incorporated herein by reference\).](#)
- 99.2 [U.S. Addendum to the Safe-T Group Ltd. Global Equity Plan \(filed as Exhibit 99.1.B to Form 6-K \(File No. 333- 38610\) filed on April 11, 2019, and incorporated herein by reference\).](#)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 the City of Herzliya, State of Israel, on June 18, 2020.

SAFE-T GROUP LTD.

By: /s/ Shachar Daniel
Name: Shachar Daniel
Title: Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Safe-T Group Ltd. hereby constitute and appoint each of Shachar Daniel and Shai Avnit, 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 or she 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.

Signature	Title	Date
<u>/s/ Shachar Daniel</u> Shachar Daniel	Chief Executive Officer, Director (Principal Executive Officer)	June 18, 2020
<u>/s/ Shai Avnit</u> Shai Avnit	Chief Financial Officer (Principal Financial and Accounting Officer)	June 18, 2020
<u>/s/ Chen Katz</u> Chen Katz	Director, Chairman of the Board of Directors	June 18, 2020
<u>/s/ Amir Mizhar</u> Amir Mizhar	Director, President	June 18, 2020
<u>/s/ Eylon Geda</u> Eylon Geda	Director	June 18, 2020
<u>/s/ Yehuda Halfon</u> Yehuda Halfon	Director	June 18, 2020
<u>/s/ Moshe Tal</u> Moshe Tal	Director	June 18, 2020
<u>/s/ Lior Vider</u> Lior Vider	Director	June 18, 2020

SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

Pursuant to the Securities Act of 1933, as amended, the undersigned the duly authorized representative in the United States of Safe-T Group Ltd., has signed this Registration Statement on Form S-8 on June 18, 2020.

Safe-T USA Inc.

/s/ Amir Mizhar

Amir Mizhar, Director

DR. LIPA MEIR	ADMIT COHEN-WEINSHTOK	NIR MENAHEM	TZAH COHEN	צח כהן	אדמית כהן-וינשטוק	ד"ר ליפא מאיר
ZURIEL LAVIE	MEIR ELBAUM	KEREN BOZER	NOF SADEH	נוף שדה	מאיר אלבוים	צוריאל לביא
ALON POMERANC	TALI LEV (II/III)	LILACH HOEK	TOM FISHER	חם פישר	טלי לב (II/III)	אלון פומרנץ
ARTHUR MOHER(I)	SYLVIA GAL-YAHAV	ITAMAR LIPPNER	AMIT BITTON	עמית ביטון	סילביה גל-יהב	ארתור מוהר (I)
UZI MOR	ASAF ILUZ	GUY MESHULAM	MAOR ZILKA	מאור זילכה	אסף אילוז	עוזי מור
GARY COPELOVITZ	SHAY TAMAR	YONI SHTAINMETZ	NOAM SCHWARTZ	נועם שוורץ	יוני שטינמץ	גרי קופלוביץ
GAD AZOR	ROY AIZ	ELLA BEN-DOR	BEN LIRAZ	בן לירז	אלה בן-דור	גד אזור
EREZ DAR LULU	DR. GUY CARMİ	TAL ASULIN-MENAHMOV	AVIHAY ASULIN	טל אסולין-מנחמוב	ד"ר גאי כרמי	אריז דר לולו
YARIV SHALOM	Yael FLATAU-BILU (I)	YOTAM WEISS	AVIV AMAR	ייתם וייס	יעל פלסאן-בילו (I)	יריב שלום
RONEN BAHARAV	NUPHAR TEPLIZ	RIMON DAYAN	REUT SHAULI	רימון דיין	נופר טפליץ	רונן בהרב
DR. ZIV M. PREIS (II)	YOSSI MANDELBAUM	TOM NISSANI	MORAN ZWIEBEL	תום ניסני	יוסי מנדלבוים	ד"ר זיו פרייז (II)
MICHAL SCHWARTZ	SHIMRIT CARMY NAAMAT	EREZ GOLAN (NAIM)	TOM LAHAV	אריז גולן (נעים)	שמרית כרמי-נעמט	מיכל שוורץ
SHABTAI MICHAELI	OMER MEIRI	ISHAY LEVANON	ADI KIMHI	ישי לבנון	עומר מאירי	שבטאי מיכאלי
EITAN SHMUELI	KARNIT AKRISH	SHAHAF ROTH-KLEIN		שחף רוט-קליין	קרנית אקריש	איתן שמואלי
AMIR ZOLTY	YAARA FRUEND-AVRAHAM	IDO ZABOROF		יעידו זבורוף	יערה פרוינד-אברהם	אמיר זולטי
EREZ TIK	GREGORY IRGO	AMIT ZOMER-FADIDA		עמית זומר-פדידה	גרעורי ארגו	אריז טיק
SHIRLEY IFRACH-AZOR	ISAAC ANIDJAR	NIR DAFNI		ניר דפני	יצחק אנידג'ר	שירלי יפרח-אזור
DR. TZIPI ISER ITSQ	DR. AVINERY	SHAKED NISSAN-COHEN		שקד ניסן-כהן	ד"ר ציפי איסר אציק	ד"ר ציפי איסר אציק
GALI OPINSKY	AYELET RAM	SIGAL VANTSOVSKY		סיגל ונצובסקי	אילית רם	גלי אופינסקי
DAVID WEINSTEIN	LIHI ELIMELECH	TAL MORAG	EYAL KHAYAT	איל חייאט	טל מורג	דוד וינשטיין
DANIT RIMON	REUT BEITZ	YARDEN HADAR	DR. YEHUDA BEN-MEIR (IV)	ד"ר יהודה בן מאיר (IV)	ירדן הדר	דנית רימון
DR. YARIV ILAN	YAN FELDMAN	SHIR DIGMI-TAL	DR. IRIT MEVORACH (IV)	ד"ר אירית מבורך (IV)	שיר דיגמי-טל	ד"ר יריב אילן

2 WEIZMANN ST. TEL AVIV 6423902 ISRAEL, BET AMOT HASHKAOT, FAX: +972-3-6070666 PHONE: +972-3-6070600; בית אמות השקעות, טלפון: 03-6070600, פקס: 03-6070666

June 18, 2020

Safe-T Group Ltd.
8 Abba Eban Ave.
Herzliya 4672526
Israel

Re: Safe-T Group Ltd.

We refer to the Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Act"), on behalf of Safe-T Group Ltd. (the "Company"), relating to 88,000,000 of the Company's ordinary shares, no par value per share (the "Shares"), under the Safe-T Group Global Equity Plan (the "Plan").

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 Israel.

In connection with this opinion, we have examined such corporate records, other documents, and such questions of Israeli law as we have considered necessary or appropriate. In such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of documents submitted to us as certified or photostatic copies, the authenticity of the originals of such copies and the due constitution of the Board of Directors of the Company.

Based on the foregoing and subject to the qualifications stated herein, we advise you that in our opinion, the Shares issuable under the Plan have been duly authorized and, when issued and paid for in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as part of the Registration Statement. This consent is not to be construed as an admission that we are a person whose consent is required to be filed with the Registration Statement under the provisions of the Act.

Sincerely yours,

/s/ Lipa Meir & Co.

WWW.LIPAMEIR.CO.IL

(I) NOTARY (II) ADMITTED IN NY (III) ADMITTED IN ENGLAND (IV) OF COUNSEL

EMAIL: LAW@LIPAMEIR.CO.IL

(I) נוטריון (II) רשיון עו"ד בניו יורק (III) רשיון עו"ד באנגליה (IV) יועץ



CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Safe-T Group Ltd. of our report dated March 31, 2020 relating to the financial statements, which appears in Safe- T Group Ltd.'s Annual Report on Form 20-F for the year ended December 31, 2019.

Tel Aviv, Israel
June 18, 2020

/s/ Kesselman & Kesselman
Certified Public Accountants (Isr.)
A member firm of PricewaterhouseCoopers International Limited

*Kesselman & Kesselman, Trade Tower, 25 Hamered Street, Tel-Aviv 6812508, Israel,
P.O Box 50005 Tel-Aviv 6150001 Telephone: +972 -3- 7954555, Fax: +972 -3- 7954556, www.pwc.com/il*