

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

FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

**Alarum Technologies 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.)

**30 HaArba'a Street, Tel Aviv, 6473926 Israel**  
(Address of Principal Executive Offices)

**Alarum Technologies Ltd. Amended and Restated Global Incentive Plan**  
(Full title of the plan)

**NetNut Networks Inc.**  
**4607 Library Rd Ste 220 #1067**  
**Bethel Park, PA 15102**

**973-506-8810**

(Name, address and telephone number of agent for service)

COPIES TO:

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28 HaArba'a St.  
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(972) 74-7580-480

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. ☐

## EXPLANATORY NOTE

The purpose of this Registration Statement on Form S-8, or the Registration Statement, is to register 5,000,000 additional Ordinary Shares of Alarum Technologies Ltd., or the Registrant, to be reserved for issuance under the Alarum Technologies Ltd. Amended and Restated Global Incentive Plan, or the Plan, which are in addition to the 1,500,000 Ordinary Shares under the Plan registered on the Registrant's Registration Statement on Form S-8 filed by the Registrant with the Securities and Exchange Commission, or the Commission, on September 23, 2022 (Commission File No. 333-267586), the 2,700,000 Ordinary Shares (such number reflecting the 40:1 reverse split of the Registrant effected on October 15, 2021) under the Plan registered on the Registrant's Registration Statement on Form S-8 filed by the Registrant with the Securities and Exchange Commission, or the Commission, on August 12, 2021 (Commission File No. 333-258744), the 1,000,000 Ordinary Shares (such number reflecting the 40:1 reverse split of the Registrant effected on October 15, 2021) under the Plan registered on the Registrant's Registration Statement on Form S-8 filed by the Registrant with the Commission on November 17, 2020 (Commission File No. 333-250138), the 2,200,000 Ordinary Shares (such number reflecting the 40:1 reverse split of the Registrant effected on October 15, 2021) under the Plan registered on the Registrant's Registration Statement on Form S-8 filed by the Registrant with the Commission on June 18, 2020 (Commission File No. 333-239249), and the 48,661 Ordinary Shares (such number reflecting the 20:1 reverse split of the Registrant effected on October 21, 2019 and the 40:1 reverse split of the Registrant effected on October 15, 2021) under the Plan registered on the Registrant's Registration Statement on Form S-8 filed by the Registrant with the Commission on August 29, 2019 (Commission File No. 333-233510), or, collectively, the Prior Registration Statements.

This Registration Statement relates to securities of the same class as those to which the Prior Registration Statements relate, 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 Statements 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 Registrant with effect from September 13, 2023.

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## **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, 2022, filed with the Commission on March 31, 2023;
- (b) The Registrant's reports of foreign private issuer on Form 6-K furnished to the Commission on [March 31, 2023](#) (with respect to the first paragraph, the sections titled "2022 Highlights and Recent Business Developments", "Financial Results for the Three Months Ended December 31, 2022", "Financial Results for the Year Ended December 31, 2022", "Balance Sheet Highlights", "Use of Non-IFRS Financial Results", "Forward-Looking Statements" and the IFRS financial statements in the press release attached as Exhibit 99.1), [April 10, 2023](#) (with respect to the first through the third paragraphs, the fifth and the sixth paragraphs and the section titled "Forward-Looking Statements" in the press release attached as Exhibit 99.1), [May 30, 2023](#) (with respect to the first paragraph and three bullet points under the first paragraph, the bullet points under the section titled "Key Financial Highlights for the First Quarter of 2023", the sections titled "First Quarter of 2023 Operational Highlights and Recent Business Developments" "Financial Results for the Three Months Ended March 31, 2023", "Balance Sheet Highlights", "Use of Non-IFRS Financial Results", "Forward-Looking Statements" and the IFRS financial statements in the press release attached as Exhibit 99.1), [July 6, 2023](#) (with respect to the first through the third paragraph, the section titled "Recent Business Developments" excluding the last paragraph and the section titled "Forward-Looking Statements" in the press release attached as Exhibit 99.1), [July 24, 2023](#), [August 24, 2023](#) (with respect to the bullet points under the section titled "Key Financial Highlights for the Second Quarter of 2023" and the sections titled "Second Quarter of 2023 Operational Highlights and Recent Business Developments", "Financial Results for the Three Months Ended June 30, 2023", "Financial Results for the Six Months Ended June 30, 2023", "Balance Sheet Highlights", "Use of Non-IFRS Financial Results", "Forward-Looking Statements" and the IFRS financial statements in the press release attached as Exhibit 99.1, the Interim Condensed Consolidated Financial Statements (Unaudited) as of June 30, 2023 attached as Exhibit 99.2, and the Management's Discussion and Analysis of Financial Condition and Results of Operations for the six months ended June 30, 2023 attached as Exhibit 99.3), [August 29, 2023](#), [August 30, 2023](#), [September 11, 2023](#), [September 14, 2023](#) and [September 19, 2023](#); and.
- (c) 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), filed under the Securities Exchange Act of 1934, as amended, or the Exchange Act, as amended by [Exhibit 2.2](#) to the Registrant's Annual Report on Form 20-F for the year ended December 31, 2022, and including any further amendment or report filed or to be 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  | <a href="#"><u>Amended and Restated Articles of Association of Alarum Technologies Ltd. (filed as Exhibit 99.2 to Form 6-K (File No. 001-38610) filed on January 12, 2023, and incorporated herein by reference).</u></a>   |
| 5.1  | <a href="#"><u>Opinion of Sullivan &amp; Worcester Tel Aviv (Har-Even &amp; Co.)</u></a>  |
| 23.1 | <a href="#"><u>Consent of Kesselman &amp; Kesselman, Certified Public Accountants (Isr.), a member firm of PricewaterhouseCoopers International Limited, with respect to the financial statements of Alarum Technologies Ltd.</u></a>                                 |
| 23.2 | <a href="#"><u>Consent of Sullivan &amp; Worcester Tel Aviv (Har-Even &amp; Co.) (included in the opinion filed as Exhibit 5.1 to this Registration Statement).</u></a>   |
| 24.1 | <a href="#"><u>Power of Attorney (included on signature page).</u></a>  |
| 99.1 | <a href="#"><u>The Alarum Technologies Ltd. Amended and Restated Global Incentive Plan (filed as Exhibit 99.1 to Form 6-K (File No. 001-38610) filed on September 23, 2022, and incorporated herein by reference).</u></a>  |
| 99.2 | <a href="#"><u>The Amended and Restated U.S. Addendum to the Alarum Technologies Ltd. Amended and Restated Global Incentive Plan (filed as Exhibit 99.2. to Form 6-K (File No. 001-38610) filed on September 23, 2022, and incorporated herein by reference).</u></a> |
| 107  | <a href="#"><u>Filing Fee Table.</u></a>  |

## 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 Tel Aviv, State of Israel, on September 19, 2023.

### ALARUM TECHNOLOGIES LTD.

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

## POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Alarum Technologies 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><br>Shachar Daniel         | Chief Executive Officer, Director<br>(Principal Executive Officer)      | September 19, 2023 |
| <u>/s/ Shai Avnit</u><br>Shai Avnit                 | Chief Financial Officer<br>(Principal Financial and Accounting Officer) | September 19, 2023 |
| <u>/s/ Chen Katz</u><br>Chen Katz                   | Director, Chairman of the Board of Directors                            | September 19, 2023 |
| <u>/s/ Yehuda Halfon</u><br>Yehuda Halfon           | Director  | September 19, 2023 |
| <u>/s/ Rakefet Remigolski</u><br>Rakefet Remigolski | Director  | September 19, 2023 |
| <u>/s/ Avi Rubinstein</u><br>Avi Rubinstein         | Director  | September 19, 2023 |
| <u>/s/ Moshe Tal</u><br>Moshe Tal                   | Director  | September 19, 2023 |

**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 Alarum Technologies Ltd., has signed this Registration Statement on Form S-8 on September 19, 2023.

**NetNut Networks Inc.**

/s/ Shai Avnit

Shai Avnit, Director



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

+972-747580480  
sullivanlaw.com

Tel-Aviv, Israel

September 19, 2023

To:  
Alarum Technologies Ltd.  
30 HaArba'a Street,  
Tel-Aviv 6473926, Israel

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

Ladies and Gentlemen:

We have acted as Israeli counsel for Alarum Technologies 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 an additional 5,000,000 of the Company's ordinary shares, no nominal value (the "**Shares**"), issuable under the Alarum Technologies Amended and Restated Global Incentive Plan (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.

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We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent and to the reference to our firm wherever appearing in the Registration Statement in connection with Israeli law, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the SEC promulgated thereunder.

Very truly yours,

/s/ Sullivan & Worcester Tel Aviv (Har-Even & Co.)

Sullivan & Worcester Tel Aviv (Har-Even & Co.)

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Alarum Technologies Ltd. of our report dated March 31, 2023 relating to the financial statements, which appears in Alarum Technologies Ltd.'s Annual Report on Form 20-F for the year ended December 31, 2022.

/s/ Kesselman & Kesselman

Certified Public Accountants (Isr.)

A member firm of PricewaterhouseCoopers International Limited

Tel-Aviv, Israel

September 19, 2023

## Calculation of Filing Fee Tables

Form S-8  
(Form Type)Alarum Technologies Ltd.  
(Exact Name of Registrant as Specified in its Charter)Newly Registered Securities

|                 | Security Type                     | Security Class Title                        | Fee Calculation                    | Amount Registered (1)(2) | Proposed Maximum Offering Price Per Share (4) | Proposed Maximum Aggregate Offering Price | Fee Rate     | Amount of Registration Fee |
|-----------------|-----------------------------------|---|------------------------------------|--------------------------|---|---|--------------|----------------------------|
|                 |                                   |   | <u>Newly Registered Securities</u> |                          |   |   |              |                            |
| Fees to Be Paid | Equity                            | Ordinary Shares, no par value per share (3) | Rule 457(c) and 457(h)             | 5,000,000                | \$ 0.34                                       | \$ 1,700,000                              | \$ .00011020 | \$ 187.34                  |
|                 | <b>Total Offering Amounts</b>     |   |                                    |                          | \$ 0.34                                       | \$ 1,700,000                              |              | \$ 187.34                  |
|                 | <b>Total Fees Previously Paid</b> |   |                                    |                          |   |   |              | ---                        |
|                 | <b>Total Fee Offsets</b>          |   |                                    |                          |   |   |              | ---                        |
|                 | <b>Net Fee Due</b>                |   |                                    |                          |   |   |              | ---                        |

- (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 Ordinary Shares, no par value per shares ("Ordinary Shares") reserved for issuance upon the exercise of options that may be granted under the plan to which this Registration Statement relates.
- (3) American Depositary Shares, or ADSs, evidenced by American Depositary Receipts, issuable upon deposit of Ordinary Shares, of Alarum Technologies Ltd., or the Registrant, are registered on a separate Registration Statement on Form F-6 (File No. 333-218251). Each ADS represents ten Ordinary Shares.
- (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 September 19, 2023.