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

FORM F-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ORCKIT COMMUNICATIONS LTD.

(Exact name of registrant as specified in its charter)

N/A

(Translation of registrant's name into English)

Israel

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

Not applicable

*(I.R.S. Employer
Identification Number)*

126 Yigal Allon Street

Tel-Aviv 67443, Israel

Telephone: (972) 3-696-2121

(Address and telephone number of registrant's principal executive offices)

Puglisi Associates

850 Library Avenue, Suite 204

Newark, Delaware 19711

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

Copies to:

Neil Gold, Esq.

Manuel G.R. Rivera, Esq.

Fulbright & Jaworski L.L.P.

666 Fifth Avenue

New York, New York 10103

Telephone: (212) 318-3000

Facsimile: (212) 318-3400

Yehuda M. Levy, Adv.

Adam M. Klein, Adv.

Goldfarb, Levy, Eran, Meiri, Tzafrir & Co.

2 Weizmann Street

Tel-Aviv 64239, Israel

Telephone: (972) 3-608-9839

Facsimile: (972) 3-608-9855

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box: ☐

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box: ☐

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐ 333-164822

If this Form is a post-effective amendment filed pursuant to Rule 462(c) 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 registration statement pursuant to General Instruction I.C. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box: ☐

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.C. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box: ☐

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities To Be Registered (1)	Amount To Be Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price (2)	Amount Of Registration Fee (3)
Ordinary shares, no par value(4) Warrants Units	(5)	(5)	\$4,000,000	\$285.20

- (1) This registration statement relates to the registration statement on Form F-3 (Registration No. 333-164822) of the registrant, filed with the Securities and Exchange Commission on February 10, 2010, as amended (the "Prior Registration Statement"), pursuant to which the registrant registered such indeterminate number of ordinary shares, number of warrants to purchase ordinary shares and a combination of such securities, separately or as units (collectively, "Securities"), as may be sold by the registrant from time to time, which collectively shall have an aggregate initial offering price not to exceed \$20,000,000 or, if any Securities are issued for consideration denominated in a foreign currency, such amount as shall result in an aggregate initial offering price equivalent to a maximum of \$20,000,000. This registration statement is being filed to register additional Securities pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"). The Securities registered hereunder also include such indeterminate number of ordinary shares as may be issued upon conversion, exercise or exchange of warrants that provide for such conversion into, exercise for or exchange into ordinary shares. In addition, pursuant to Rule 416 under the Securities, the ordinary shares being registered hereunder include such indeterminate number of ordinary shares as may be issuable with respect to the shares being registered hereunder as a result of stock splits, stock dividends, or similar transactions.
- (2) Estimated solely for purposes of calculating the registration fee. As of the date of this registration statement, the maximum aggregate offering price of Securities which remain to be offered pursuant to the Prior Registration Statement is \$20,000,000. The maximum aggregate offering price of the additional Securities being registered hereby pursuant to Rule 462(b) under the Securities Act is \$4,000,000, which represents 20% of the maximum aggregate offering price of Securities remaining on the Prior Registration Statement.
- (3) Calculated pursuant to Rule 457(o) under the Securities Act.
- (4) All ordinary shares of the registrant carry bonus rights to purchase ordinary shares under specified circumstances. Such bonus rights are attached to and trade with the ordinary shares. Value attributable to such rights, if any, is reflected in the market price of the ordinary shares.
- (5) Omitted pursuant to Rule 457(o) under the Securities Act.

This registration statement shall become effective upon filing with the U.S. Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This registration statement is being filed with the U.S. Securities and Exchange Commission (the “Commission”), pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and General Instruction IV.A. to Form F-3.

This registration statement relates to the shelf registration statement on Form F-3 (Registration No. 333-164822) of Orckit Communications Ltd. (the “Company”), filed with the Commission on February 10, 2010, as amended, and declared effective by the Commission on March 11, 2010 (the “Prior Registration Statement”), and is being filed for the purpose of increasing the dollar amount of the Company’s ordinary shares, warrants to purchase ordinary shares and combination of such securities, separately or as units, registered under the Prior Registration Statement by \$4,000,000. The information set forth in the Prior Registration Statement, including the exhibits thereto and each of the documents incorporated by reference therein, is incorporated by reference herein.

The required opinions and consents are listed on the exhibit index attached hereto and filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tel-Aviv, Israel, on March 29, 2010.

ORCKIT COMMUNICATIONS LTD.

By: /s/ Eric Paneth
Name: Eric Paneth
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Eric Paneth</u> Eric Paneth	Chief Executive Officer and Director (Principal Executive Officer)	March 29, 2010
<u>/s/ Uri Shalom</u> Uri Shalom	Chief Financial Officer (Principal Financial and Accounting Officer)	March 29, 2010
<u>/s/ Izhak Tamir</u> Izhak Tamir	Chairman of the Board and President	March 29, 2010
<u>*</u> Jed M. Arkin	Director	March 29, 2010
<u>*</u> Moti Motil	Director	March 29, 2010
<u>*</u> Moshe Nir	Director	March 29, 2010
<u>*</u> Amiram Levinberg	Director	March 29, 2010
<u>*</u> Yair Shamir	Director	March 29, 2010

Authorized Representative in the United States:

PUGLISI & ASSOCIATES

By: _____ *

Name: Donald J. Puglisi
Title: Managing Director

March 29, 2010

*By: /s/ Eric Paneth

Eric Paneth
Attorney-in-fact

EXHIBIT INDEX

Exhibit No.	Description
5.1*	Opinion of Goldfarb, Levy, Eran, Meiri, Tzafrir & Co.
23.1*	Consent of Kesselman and Kesselman, independent auditors.
23.2	Consent of Goldfarb, Levy, Eran, Meiri, Tzafrir & Co. (included in Exhibit 5.1)
24.1	Powers of Attorney (incorporated by reference to Exhibit 24.1 to the Prior Registration Statement)

* Filed herewith.

Goldfarb, Levy, Eran, Meiri, Tzafrir & Co.
2 Weizmann Street
Tel Aviv 64239, Israel

March 29, 2010

Orckit Communications Ltd.
126 Yigal Allon Street
Tel Aviv 67443, Israel

Ladies and Gentlemen:

We have acted as Israeli counsel to Orckit Communications Ltd., an Israeli company (the "Company"), in connection with the Registration Statement on Form F-3 to be filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Act") pursuant to Rule 462(b) thereunder (such Registration Statement, the "462(b) Registration Statement"). The 462(b) Registration Statement is being filed in connection with and incorporates by reference the information contained in the Registration Statement on Form F-3 (File No. 333-164822) originally filed with the SEC on February 10, 2010, as amended by Amendment No. 1 thereto (as so amended, the "Shelf Registration Statement"), relating to the sale, from time to time, by the Company of up to \$20,000,000 aggregate amount of:

- a. ordinary shares, no par value, of the Company (the "Ordinary Shares");
- b. warrants to purchase Ordinary Shares (the "Warrants"); and
- c. units comprised of one or more of the Ordinary Shares and Warrants in any combination (the "Units" and, together with the Ordinary Shares and the Warrants, the "Securities").

The 462(b) Registration Statement amends the Shelf Registration Statement by increasing the dollar amount of Securities that may be sold by the Company pursuant to the Shelf Registration Statement by \$4,000,000. Accordingly, for purposes of this opinion, the terms "Ordinary Shares," "Warrants," "Units" and "Securities" refer to the additional \$4,000,000 aggregate amount of Securities that may be offered from time to time pursuant to the Shelf Registration Statement as so amended by the 462(b) Registration Statement.

According to the Shelf Registration Statement, Warrants may be issued directly or under a warrant agreement (the "Warrant Agreement") between the Company and a warrant agent (the "Warrant Agent") and Units may be issued under a unit agreement (the "Unit Agreement") between the Company and a unit agent (the "Unit Agent").

In connection herewith, we have examined and relied without investigation as to matters of fact upon the Shelf Registration Statement, the 462(b) Registration Statement and the exhibits thereto and such certificates and statements of public officials and officers and representatives of the Company and originals or copies, certified or otherwise identified to our satisfaction, of such other documents, corporate records, certificates and instruments as we have deemed necessary or appropriate to enable us to render the opinions expressed herein. We have assumed the genuineness of all signatures on all documents examined by us, the legal competence and capacity of natural persons, the authenticity of documents submitted to us as originals, and the conformity with authentic original documents of all documents submitted to us as copies.

We have assumed further that: (1) at the time of execution, issuance and delivery of any Warrants, the related Warrant Agreement, if applicable, will have been duly authorized, executed and delivered by the Company and the Warrant Agent and will be the valid and legally binding obligation of the Warrant Agent, enforceable against such party in accordance with its terms; (2) at the time of execution, issuance and delivery of the Units, the Unit Agreement will have been duly authorized, executed and delivered by the Company and the Unit Agent and will be the valid and legally binding obligation of the Unit Agent, enforceable against such party in accordance with its terms; (3) at the time of the issuance and sale of any of the Securities, the number and terms of the Securities, and their issuance and sale, will have been established so as not to violate any applicable law or the Company's memorandum or articles of association or result in a default under or breach of any agreement or instrument binding upon the Company and so as to comply with any requirement or restriction imposed by any court or governmental body having jurisdiction over the Company; and (4) at or prior to the time of the delivery of any Security, the consideration for such Security has been received.

Based upon the foregoing, in reliance thereon and subject to the assumptions, comments, qualifications, limitations and exceptions stated herein and the effectiveness of the 462(b) Registration Statement under the Act, we are of the opinion that:

1. The Company is a corporation duly incorporated and validly existing under the laws of the State of Israel.
2. With respect to the Ordinary Shares, assuming the taking of all necessary corporate action to authorize and approve the issuance of any Ordinary Shares, the terms of the offering thereof and related matters, upon payment of the consideration therefor provided for in the applicable definitive purchase, underwriting or similar agreement approved by the board of directors and otherwise in accordance with the provisions of the Warrants pursuant to which such Ordinary Shares are issued, if applicable, such Ordinary Shares will be legally issued, fully paid and non-assessable.
3. With respect to the Warrants, assuming the (a) taking of all necessary corporate action to authorize and approve the issuance of the Warrants and the underlying Ordinary Shares, the terms of the offering thereof and related matters and (b) due execution, authentication, issuance and delivery of such Warrants, upon payment of the consideration therefor provided for in the applicable definitive purchase, underwriting or similar agreement approved by the board of directors and otherwise in accordance with the provisions of the applicable Warrant Agreement, if any, such Warrants will be legally issued, fully paid and non-assessable.
4. With respect to the Units, assuming the (a) taking of all necessary corporate action to authorize and approve the issuance and the terms of any Units, the terms of the offering thereof and related matters and (b) due execution, authentication, issuance and delivery of such Units, upon payment of the consideration therefor provided for in the applicable definitive purchase, underwriting or similar agreement approved by the board of directors, and otherwise in accordance with the provisions of the applicable Unit Agreement, such Units will be legally issued, fully paid and non-assessable.

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.

You have informed us that you intend to issue the Securities from time to time on a delayed or continuous basis, and this opinion is limited to the laws, including the rules and regulations, as in effect on the date hereof. We understand that prior to issuing any Securities you will afford us an opportunity to review the corporate approval documents and operative documents pursuant to which such Securities are to be issued and will file such supplement or amendment to this opinion (if any) as we may reasonably consider necessary or appropriate.

We hereby consent to the filing of this opinion as part of the 462(b) Registration Statement and the references to this firm in the sections of the Shelf Registration Statement entitled "Legal Matters". This consent is not to be construed as an admission that we are a party whose consent is required to be filed as part of the 462(b) Registration Statement under the provisions of the Act.

Very truly yours,

/s/ Goldfarb, Levy, Eran, Meiri, Tzafrir & Co.
Goldfarb, Levy, Eran, Meiri, Tzafrir & Co.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form F-3 of Orckit Communications Ltd. of our report dated February 22, 2010 relating to the consolidated financial statements of Orckit Communications Ltd.'s for the year ended December 31, 2009 which appears in Orckit Communication Ltd's Form 6-K dated February 23, 2010. We also consent to the reference to us under the heading "Experts" in the Registration Statement on Form F-3 (Registration No. 333-164822), to which this Registration Statement relates.

Tel-Aviv, Israel
March 29, 2010

/s/ Kesselman & Kesselman
Certified Public Accountants (Isr.)
