
**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 March 2021

Commission File Number: **001-35165**

BRAINSWAY LTD.
(Translation of registrant's name into English)

**19 Hartum Street
Bynet Building, 3rd Floor
Har HaHotzvim
Jerusalem, 9777518, Israel**
(Address of principal executive office)

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 []

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

EXHIBIT INDEX

<u>Exhibit</u>	<u>Title</u>
<u>99.1</u>	<u>BrainsWay Ltd. Announces Closing of \$45 Million Underwritten Public Offering of American Depositary Shares Including Full Exercise of Underwriters' Option to Purchase Additional American Depositary Shares</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.

BRAINSWAY LTD.
(Registrant)

Date: March 1, 2021

/s/ Christopher R. von Jako, Ph.D
Christopher R. von Jako, Ph.D
President and Chief Executive Officer

BrainsWay Ltd. Announces Closing of \$45.2 Million Underwritten Public Offering of American Depositary Shares Including Full Exercise of Underwriters' Option to Purchase Additional American Depositary Shares

CRESSKILL, N.J. and JERUSALEM, Israel, March 1, 2021 (GLOBE NEWSWIRE) -- BrainsWay Ltd. (NASDAQ & TASE: BWAY) ("BrainsWay" or the "Company"), a global leader in the advanced noninvasive treatment of brain disorders, today announced the closing of its previously announced underwritten public offering of 5,315,300 American Depositary Shares ("ADSs"), upsized to include 693,300 ADSs sold pursuant to the underwriters' exercise in full of their option to purchase additional ADSs, at a price to the public of \$8.50 per ADS. The gross proceeds to BrainsWay from the offering, before deducting underwriting discounts and commissions and offering expenses, were approximately \$45.2 million.

Oppenheimer & Co. Inc. acted as the sole book-running manager for the offering. Ladenburg Thalmann and Northland Capital Markets acted as the co-managers.

The ADSs were offered pursuant to a "shelf" registration statement on Form F-3 (File No. 333-248601), including a base prospectus, that was previously filed by BrainsWay and as was declared effective by the Securities and Exchange Commission (the "SEC") on October 16, 2020. A final prospectus supplement and the accompanying prospectus relating to and describing the terms of the offering has been filed with the SEC and is available on the website of the SEC at www.sec.gov. Copies of the final prospectus supplement and accompanying prospectus relating to and describing the terms of the offering may also be obtained from: Oppenheimer & Co. Inc., Attention: Syndicate Prospectus Department, 85 Broad Street, 26th Floor, New York, New York 10004, by telephone at 212-667-8055, or by email at EquityProspectus@opco.com.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy any of the securities described herein, nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or other jurisdiction.

About BrainsWay

BrainsWay is a commercial stage medical device company focused on the development and sale of non-invasive neurostimulation products using the Company's proprietary Deep Transcranial Magnetic Stimulation (Deep TMS) platform technology. The Company received marketing authorization from the U.S. Food and Drug Administration (FDA) for its products for a variety of patient populations, including in 2013 for patients with major depressive disorder (MDD), in 2018 for patients with obsessive-compulsive disorder (OCD), and in 2020 for patients with smoking addiction. BrainsWay is currently conducting clinical trials of Deep TMS in various psychiatric, neurological, and addiction disorders.

Forward Looking Statements

This press release contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements may be preceded by the words "intends," "may," "will," "plans," "expects," "anticipates," "projects," "predicts," "estimates," "aims," "believes," "hopes," "potential" or similar words, and include, but are not limited to, statements about the expected proceeds, use of proceeds and closing of the underwritten offering. These forward-looking statements and their implications are based on the current expectations of the management of the Company only and are subject to a number of factors and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. The following factors, among others, could cause actual results to differ materially from those described in the forward-looking statements: inadequacy of financial resources to meet future capital requirements; changes in technology and market requirements; delays or obstacles in launching and/or successfully completing planned studies and clinical trials; failure to obtain approvals by regulatory agencies on the Company's anticipated timeframe, or at all; inability to retain or attract key employees whose knowledge is essential to the development of Deep TMS products; unforeseen difficulties with Deep TMS products and processes, and/or inability to develop necessary enhancements; unexpected costs related to Deep TMS products; failure to obtain and maintain adequate protection of the Company's intellectual property, including intellectual property licensed to the Company; the potential for product liability; changes in legislation and applicable rules and regulations; unfavorable market perception and acceptance of Deep TMS technology; inadequate or delays in reimbursement from third-party payers, including insurance companies and Medicare; inability to commercialize Deep TMS, including internationally, by the Company or through third-party distributors; product development by competitors; inability to timely develop and introduce new technologies, products and applications, and the effect of the global COVID-19 health pandemic on our business and continued uncertainty and market impact relating thereto.

Any forward-looking statement in this press release speaks only as of the date of this press release. The Company undertakes no obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by any applicable securities laws. More detailed information about the risks and uncertainties affecting the Company is contained under the heading "Risk Factors" in the Company's filings with the U.S. Securities and Exchange Commission, including the Company's Annual Report on Form 20-F filed with the U.S. Securities and Exchange Commission on March

23, 2020. Investors and security holders are urged to read these documents free of charge on the SEC's web site at <http://www.sec.gov>.

Contact:

BrainsWay:

Hadar Levy

SVP and General Manager

HadarL@brainsway.com