

---

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

---

POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-8  
REGISTRATION STATEMENT  
  
UNDER THE SECURITIES ACT OF 1933

---

BrainsWay 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.)*

**16 Hartum Street  
RAD Tower, 14th Floor  
Har HaHotzvim  
Jerusalem, 9777516, Israel**  
*(Address of Principal Executive Offices, including Zip Code)*

---

**Brainsway Ltd. 2014 Share Incentive Plan**  
*(Full title of the plan)*

---

**BrainsWay USA, Inc.  
95 Washington Street  
Suite 104-323  
Canton, MA 02021, USA**  
*(Name and address of agent for service)*

---

**(844) 386-7001**  
*(Telephone number, including area code, of agent for service)*

**Copies to:**

**Rick A. Werner, Esq.  
Jayun Koo, Esq.  
Haynes and Boone, LLP  
30 Rockefeller Plaza  
26th Floor  
New York, New York 10112  
Tel: +1 212 659-7300**

**Sarit Molcho, Adv.  
Odeya Brick-Zarsky, Adv.  
S. Friedman, Abramson & Co.  
Azrieli Town  
146 Menachem Begin Road  
Tel Aviv 6492103, Israel  
+972 (3) 693-1931**

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 the 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

BrainsWay Ltd. (the “Registrant”), is filing this Post-Effective Amendment No. 1 to Form S-8 Registration Statement to deregister certain ordinary shares, par value NIS 0.04 per share (the “Ordinary Shares”), originally registered by the Registrant for offer or sale pursuant to the Registrant’s 2014 Share Incentive Plan (the “2014 Plan”). The Registrant has resolved not to grant any more options under the 2014 Plan, and that both the registered shares underlying options not yet granted, as well as the shares underlying options that are surrendered (except in the case of surrender for the exercise into shares) or which cease to be exercisable under the 2014 Plan, shall be transferred to the share pool reserved for issuance under the Registrant’s 2019 Share Incentive Plan (the “2019 Plan”). The total number of Ordinary Shares available for grant under the 2014 Plan and carried over to the 2019 Plan (the “Carryover Shares”), is 3,626,200.

This Post-Effective Amendment No. 1 is being filed to remove the Carryover Shares from registration.

---

## 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 S-8 and has duly caused this Post-Effective Amendment to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Jerusalem, the State of Israel on the 20th day of April, 2026.

BrainsWay Ltd.  
(Registrant)

By: /s/ Hadar Levy  
Hadar Levy  
Chief Executive Officer

## SIGNATURE OF AUTHORIZED U.S. REPRESENTATIVE

Pursuant to the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of BrainsWay Ltd., has signed this Post-Effective Amendment to the Registration Statement on Form S-8 on the 20th day of April, 2026.

**BrainsWay USA, Inc.**  
Authorized U.S. Representative

By: /s/ Ido Marom  
Name: Ido Marom  
Title: Chief Financial Officer

Pursuant to Rule 478 of the Securities Act of 1933, as amended, no other person is required to sign this Post-Effective Amendment to the Registration Statement on Form S-8.

---