

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

CAMTEK LTD.

(Exact name of Registrant as specified in its charter)

Israel
(State or other jurisdiction
of incorporation or organization)

Not Applicable
(IRS Employer Identification No.)

Industrial Zone
P.O. Box 544
Migdal Ha'Emek 23150, Israel
(972) 4-604-8100

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Camtek Ltd. 2007 Restricted Share Unit Plan
(Full title of the Plans)

Camtek USA, Inc.
2000 Wyatt Dr.,
Santa Clara, CA 95054
(Name and address of agent for service)

(408) 986-9640
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐
Non-accelerated filer ☒

Accelerated Filer ☐
Smaller reporting company ☐

Copies of all communications, including all communications sent to the agent for service, should be sent to:

Richard H. Gilden Kramer Levin Naftalis & Frankel LLP 919 Third Avenue New York, New York 10022 Tel: 212-715-9486 Fax: 212-715-8085	Shelly Blatt Zak, Adv. Shibolet & Co. Museum Tower, 4 Berkowitz Street, Tel-Aviv 64238, Israel Tel: + 972-3-777-8333
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CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered ⁽¹⁾⁽²⁾	Proposed Maximum Offering Price per Share ⁽³⁾	Proposed Maximum Aggregate Offering Price ⁽³⁾	Amount of Registration Fee
Ordinary Shares, NIS 0.01 par value	1,200,000 shares	\$2.39	\$2,868,000	\$204.49

(1) 1,200,000 Ordinary Shares to be registered under the Camtek Ltd. 2007 Restricted Share Unit Plan and the 2007 Restricted Share Unit Plan – Sub Plan for Grantees Subject to Israeli Taxation..

(2) This Registration Statement shall also cover any additional Ordinary Shares which become issuable under the Registrant's 2007 Restricted Share Unit Plan, by reason of any share dividend, stock split, recapitalization or other similar transaction effected without the Registrant's receipt of consideration which results in an increase in the number of the Registrant's Ordinary Shares.

(3) The price per share is estimated in accordance with Rule 457(h) under the Securities Act of 1933, as amended, solely for the purposes of calculating the registration fee on the basis of the average of the high and low selling prices per share of the Registrant's Ordinary Shares on June 30, 2010, as reported by the Nasdaq Global Market.

PART II

Information Required in the Registration Statement

Item 3. Incorporation of Documents by Reference

The Registrant hereby incorporates by reference in this Registration Statement the following documents:

(a) The Registrant's Annual Report on Form 20-F for the fiscal year ended December 31, 2009 filed with the Commission on June 7, 2010;

(b) The Registrant's Reports of Foreign Issuer on Form 6-K filed with the Commission on March 8, 2010 and May 12, 2010;

(c) The description of the Registrant's Ordinary Shares contained in the Registrant's Registration Statement on Form 8-A filed pursuant to Section 12(g) of the Exchange Act on July 21, 2000.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents.

Item 4. Description of Securities

Not Applicable.

Item 5. Interests of Named Experts and Counsel

Not Applicable.

Item 6. Indemnification of Directors and Officers

The Registrant's Articles provide that, subject to the provisions of the Israeli Companies Law, the Registrant may:

- (1) Obtain insurance for its office holders covering liability for any act performed in their respective capacities as an office holder with respect to:
 - A violation of the duty care to the Registrant or to another person;
 - A breach of fiduciary duty, provided that the office holder acted in good faith and had reasonable grounds to assume that the act would not cause the Registrant harm; and
 - A monetary liability imposed on an officer holder for the benefit of another person.
- (2) Undertake to indemnify its officer holders, or indemnify an office holder retroactively for a liability imposed or approved by a court and for reasonable legal fees incurred by the office holder in his or her capacity as an office holder, in proceedings instituted against the office holder by the Registrant, on its behalf or by a third party, in connection with criminal proceedings in which the office holder was acquitted, or as a result of a conviction for a crime that does not require proof of criminal intent. An advance undertaking to indemnify an office holder must be limited to categories of events that can be reasonably foreseen, and to an amount which is reasonable under the circumstances, as determined by the board of directors.

The Registrant may exempt, in advance, an office holder from all or part of his or her responsibility for damages occurring as a result of a breach of his or her duty of care. The Registrant may also approve an action taken by the office holder, even if performed in breach of his or her fiduciary duty, if the office holder was acting in good faith, the action does not adversely affect the Registrant and the office holder has revealed to the Registrant's board his or her personal interest in the action.

Notwithstanding the foregoing, the Registrant may not insure, indemnify or exempt an office holder for any breach of his or her fiduciary duty, or for a violation of his or her duty of care (1) if the act was committed recklessly or with intent, (2) if the act was committed with the intent to realize improper personal gain, or (3) for any fine imposed on the office holder, except as provided above.

As required under Israeli law, the Registrant's Audit Committee, board of directors and shareholders have approved the indemnification and insurance of our office holders, as well as the resolutions necessary both to exempt its office holders in advance from any liability for damages arising from a breach of their duty of care to the Registrant, and to provide them with the indemnification undertakings and insurance coverage they have received from the Registrant in accordance with the Registrant's Articles.

Item 7. Exemption from Registration Claimed

Not Applicable.

Item 8. Exhibits

<u>Exhibit Number</u>	<u>Description</u>
4.1	Memorandum of Association of Registrant (incorporated herein by reference to Exhibit 3.1 to Amendment No. 1 to the Registrant's Registration Statement on Form F-1, File No. 333-12292, filed with the Securities and Exchange Commission on July 21, 2000).
4.2	Articles of Registrant (incorporated herein by reference to Exhibit 3.2 to Amendment No. 1 to the Registrant's Registration Statement on Form F-1, File No. 333-113208, filed with the Securities and Exchange Commission on April 5, 2004).
5	Opinion of Shibolet & Co.

- 23.1 Consent of Shibolet & Co. (contained in their opinion constituting Exhibit 5).
- 23.2 Consent of Somekh Chaikin, Independent Registered Public Accounting Firm, a member firm of KPMG International.
- 24.1 Power of Attorney (included in signature page).

Item 9. Undertakings

(a) The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
 - (ii) to reflect in the prospectus of any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;
 - (iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (1)(i) and (1)(ii) do not apply if the information required to be included in a post-effective amendment by those clauses is contained in periodic reports filed by the Registrant pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
- (3) To remove from registration by means of a post-effective amendment of any of the securities being registered which remain unsold at the termination of the offering.
- (4) If the registration is a foreign private issuer, to file a post-effective amendment to the registration statement to include any financial statements required by §210.3-19 of this chapter at the start of any delayed offering or throughout a continuous offering. Financial statements and information otherwise required by Section 10(a)(3) of the Act need not be furnished, *provided* that the registrant includes in the prospectus, by means of a post-effective amendment, financial statements required pursuant to this paragraph (a)(4) and other information necessary to ensure that all other information in the prospectus is at least as current as the date of those financial statements. Notwithstanding the foregoing, with respect to registration statements on Form F-3 (§239.33 of this chapter), a post-effective amendment need not be filed to include financial statements and information

required by Section 10(a)(3) of the Act or § 210.3-19 of this chapter if such financial statements and information are contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Form F-3.

- (b) The undersigned Registrant hereby undertakes that for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
- (h) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person of the Registrant in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Migdal Ha'Emek, Israel on this 21 day of July, 2010.

CAMTEK LTD.

By: /s/ Rafi Amit
Rafi Amit
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS:

That each person whose signature appears below, does hereby constitute and appoint Rafi Amit and Yotam Stern and each of them acting alone, the lawful attorneys-in-fact and agents with full power and authority to do any and all acts and things and to execute any and all instruments which said attorneys and agents, and any one of them acting alone, determine may be necessary or advisable or required to comply with the Securities Act of 1933, as amended, and any rules or regulations or requirements of the Securities and Exchange Commission in connection with this Registration Statement. Without limiting the generality of the foregoing power and authority, the powers granted include the power and authority to sign the names of the undersigned officers and directors in the capacities indicated below to this Registration Statement, to any and all amendments, both pre-effective and post-effective, and supplements to this Registration Statement, and to any and all instruments or documents filed as part of or in conjunction with this Registration Statement or amendments or supplements thereof, and each of the undersigned hereby ratifies and confirms that any or all said attorneys and agents, or any one of them, shall do or cause to be done by virtue hereof. This Power of Attorney may be signed in several counterparts.

IN WITNESS WHEREOF, each of the undersigned have executed this power of attorney as of the date indicated.

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/ Rafi Amit</u> Rafi Amit	Chief Executive Officer (Principal Executive Officer)	July 21, 2010
<u>/s/ Mira Rosenzweig</u> Mira Rosenzweig	Vice President and Chief Financial Officer (Principal Accounting Officer)	July 21, 2010
<u>/s/ Yotam Stern</u> Yotam Stern	Executive Vice President, Business and Strategy and Chairman of the Board	July 21, 2010
<u>/s/ Gabriela Heller</u> Gabriela Heller	Director	July 21, 2010

Signature	Title	Date
<u>/s/ Rafi Koriat</u> Rafi Koriat	Director	July 21, 2010
<u>/s/ Eran Bendoly</u> Eran Bendoly	Director	July 21, 2010

AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

Camtek USA, Inc.
301 Route 66, Building B,
Second Floor
Neptune, NJ 07753

<u>/s/ Roy Porat</u> Roy Porat	Director	July 21, 2010
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23.1	Consent of Shibolet & Co. (contained in their opinion constituting Exhibit 5).
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24.1	Power of Attorney (included in signature page).

[Shibolet & Co. letterhead]

Tel Aviv, July 20, 2010

Camtek Ltd.
P.O. Box 631
Migdal Haemek, 10556
Israel

Re: Camtek Ltd. – Registration Statement on Form S-8 for the Registration of an Aggregate of 1,200,000 Ordinary Shares and Registrant's 2007 Restricted Share Unit Plan and 2007 Restricted Share Unit Plan – Sub Plan for Grantees Subject to Israeli Taxation.

Ladies and Gentlemen:

We have acted as Israeli counsel to Camtek Ltd., an Israeli company (the "Company"), in connection with the registration on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended, of an aggregate of 1,200,000 Ordinary Shares of the Company, par value of NIS 0.01 each (the "Shares") authorized for issuance under the Company's 2007 Restricted Share Unit Plan and 2007 Restricted Share Unit Plan – Sub Plan for Grantees Subject to Israeli Taxation (the "Plans").

This opinion is being furnished in accordance with the requirements of Item 8 of Form S-8 and Item 601(b)(5)(i) of Regulation S-K.

In our capacity as your Israeli counsel in connection with your preparation and filing of the Registration Statement, we have examined the Company's Articles of Association, the Plans, and protocols of meetings of the board of directors of the Company and its shareholders with respect to the Plans and the allocation of Restricted Share Units ("RSU") to employees, officers, directors and consultants under the Plans, which were presented to us by the Company. We have assumed that the Company presented to us all such protocols and documents relating to or having any bearing on the Plans.

In connection with the authorization, issuance and sale of the Shares pursuant to the Plans, and for purposes of this opinion, we have assumed, without having conducted any independent investigation or verification, that the documents we examined are in full force and effect and have not been amended or otherwise modified and that all actions, resolutions, documents and other instruments required under the Plans and all related documents have been and shall be, with regard to future actions, duly and validly taken by the Company and authorized by all relevant persons and entities and have been or shall be duly, validly and timely completed in the manner required both with regard to their adoption procedures and to their contents. In our examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the correctness and completeness of certificates of public officials and the representations set forth therein, the authenticity of all documents submitted to us as originals and the conformity to authentic original documents of all documents submitted to us as copies.

We are opining herein as to the effect on the subject transaction only of the internal laws of the State of Israel, and we express no opinion with respect to the applicability thereto, or the effect thereon, of the laws of any other jurisdiction.

Subject to the foregoing, we are of the opinion that, if, as and when the Shares have been issued by the Company and the consideration therefor received pursuant to the provisions of the RSU Notice of Grant duly authorized under the Plans, and otherwise in accordance with all the terms and conditions of the Plans and applicable laws, such Shares will be duly authorized, legally issued, fully paid and nonassessable.

We consent to the filing of this opinion letter as Exhibit 5 to the Registration Statement.

This opinion letter is rendered as of the date first written above and we disclaim any obligation to advise you of facts, circumstances, events or developments, including, without limitation, in the law, which hereafter may be brought to our attention and which may alter, affect or modify the opinion expressed herein. Our opinion is expressly limited to the matters set forth above and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company, the Plans, the RSU or the Shares.

Very truly yours,

/s/ Shibolet & Co.
Shibolet & Co.,
Advocates & Notary

Consent of Independent Registered Public Accounting Firm

The Board of Directors

Camtek Ltd.

We consent to the use of our report dated June 7, 2010, with respect to the consolidated balance sheets of Camtek Ltd as of December 31, 2009 and 2008, and the related consolidated statements of operations, comprehensive loss, shareholders' equity and cash flows for each of the years in the three-year period ended December 31, 2009, incorporated herein by reference.

Our report refers to the adoption by Camtek Ltd. of FASB Statement No. 141R, Business Combinations, included in ASC Topic 805 Business Combinations, related to business combinations and non controlling interests, as of January 1 2009.

/s/ Somekh Chaikin

Somekh Chaikin

A member firm of KPMG International

Tel Aviv, Israel

July 19 2010