

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

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Foresight Autonomous Holdings 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.)

7 Golda Meir, Ness Ziona, 7414001 Israel
(Address of Principal Executive Offices)

Foresight Autonomous Holdings Ltd. 2016 Equity Incentive Plan
(Full title of the plan)

Sullivan & Worcester LLP
1633 Broadway, New York, NY 10019
212-660-5000

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

COPIES TO:

Oded Har-Even, Esq.
David Huberman, Esq.
Sullivan & Worcester LLP
1633 Broadway
New York, NY 10019
(212)-660-3000

Eitan Shmueli, Adv.
Gregory Irgo, Adv.
Lipa Meir & Co
2 Weitzman St
Tel Aviv 6423902, Israel
(972) 3-607-0690

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. ☐

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be registered (2)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Ordinary Shares (1)	22,391,785(3)	\$ 0.26(4)	\$ 5,821,864.10	\$ 755.68
Total	22,391,785	N/A	\$ 5,821,864.10	\$ 755.68

- (1) American Depositary Shares, or ADSs, evidenced by American Depositary Receipts, or ADRs, issuable upon deposit of Ordinary Shares, no par value per share, of Foresight Autonomous Holdings Ltd., or the Registrant, are registered on a separate Registration Statement on Form F-6 (File No. 333-217881). Each ADS represents five (5) Ordinary Shares.
- (2) 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.
- (3) Represents Ordinary Shares reserved for issuance upon the exercise of options that may be granted under the plan to which this Registration Statement relates.
- (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 June 19, 2020.

EXPLANATORY NOTE

The purpose of this Registration Statement on Form S-8, or the Registration Statement, is to register 22,391,785 additional Ordinary Shares of Foresight Autonomous Holdings Ltd., or the Registrant or the Company, to be reserved for issuance under the Foresight Autonomous Holdings Ltd. 2016 Equity Incentive Plan, or the Plan, which are in addition to the 19,531,288 Ordinary Shares under the Plan registered on the Company's Registration Statement on Form S-8 filed by the Registrant with the Securities and Exchange Commission, or the Commission, on February 15, 2019 (Commission File No. 333-229716), or the Prior Registration Statement.

This Registration Statement relates to securities of the same class as those to which the Prior Registration Statement relates, 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 Statement 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 Company on May 27, 2020.

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, 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, 2019, filed with the Commission on March 31, 2020;
- (b) The financial results (other than non-GAAP financial results) included in the Registrant's Reports on [Form 6-K](#) furnished to the Commission on May 22, 2020; and
- (c) The Registrant's Reports on Form 6-K furnished to the Commission on [April 1, 2020](#) (with respect to the first two, fifth and sixth paragraphs and the section titled "Forward-Looking Statements" in the press release attached as Exhibit 99.1 to the Form 6-K), [April 6, 2020](#) (with respect to the first paragraph, the first two sentences of the second paragraph, the third through the sixth paragraphs and the section titled "Forward-Looking Statements" in the press release attached as Exhibit 99.1 to the Form 6-K), [April 16, 2020](#), [April 23, 2020](#) (with respect to the first, second, fifth and sixth paragraphs and the section titled "Forward-Looking Statements" in the press release attached as Exhibit 99.1 to the Form 6-K), [April 27, 2020](#), [April 30, 2020](#), [May 7, 2020](#) (with respect to the first three paragraphs and the section titled "Forward-Looking Statements" in the press release attached as Exhibit 99.1 to the Form 6-K), [May 18, 2020](#), [May 20, 2020](#), [June 8, 2020](#) (with respect to first three paragraphs and the section titled "Forward-Looking Statements" in the press release attached as Exhibit 99.1 to the Form 6-K), [June 11, 2020](#) ("first Form 6-K submitted on such date"), [June 11, 2020](#) ("second Form 6-K submitted on such date"), [June 22, 2020](#) and [June 24, 2020](#) (with respect to the first two paragraphs and the section titled "Forward-Looking Statements" in the press release attached as Exhibit 99.1 to the Form 6-K); and
- (d) The description of the Company's Ordinary Shares and ADSs contained in the Company's registration statement on [Form 20-F](#) filed with the SEC pursuant to the Securities Exchange Act of 1934, as amended, or the Exchange Act, on June 1, 2017 (File No. 001-38094), as amended by Exhibit 2.D to the Registrant's Annual Report on Form 20-F for the year ended December 31, 2019, 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 [Articles of Association of Foresight Autonomous Holdings Ltd. \(unofficial English translation from Hebrew original\), filed as part of Exhibit 99.1.1 to Form 6-K filed on August 16, 2019, and incorporated herein by reference.](#)
- 5.1 [Opinion of Lipa Meir & Co.](#)
- 23.1 [Consent of Brightman Almagor Zohar & Co. Certified Public Accountants A Firm in the Deloitte Global Network.](#)
- 23.2 [Consent of Lipa Meir & Co \(included in the opinion filed as Exhibit 5.1 to this Registration Statement\).](#)
- 24.1 [Power of Attorney \(included on signature page\)](#)
- 99.1 [Foresight Autonomous Holdings Ltd. 2016 Equity Incentive Plan \(unofficial English translation from Hebrew original\), filed as Exhibit 4.6 to Form 20-F \(File No. 001-38094\) filed on May 11, 2017, and incorporated herein by reference.](#)

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 Ness Ziona, State of Israel, on June 26, 2020.

FORESIGHT AUTONOMOUS HOLDINGS LTD.

By: /s/ Haim Siboni
Name: Haim Siboni
Title: Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Foresight Autonomous Holdings Ltd., hereby severally constitute and appoint Haim Siboni and Eli Yoresh, 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/ Haim Siboni</u> Haim Siboni	Chief Executive Officer and Director (principal executive officer)	June 26, 2020
<u>/s/ Eli Yoresh</u> Eli Yoresh	Chief Financial Officer (principal financial officer and principal accounting officer)	June 26, 2020
<u>/s/ Michael Gally</u> Michael Gally	Chairman of the Board	June 26, 2020
<u>/s/ Ehud Aharoni</u> Ehud Aharoni	Director	June 26, 2020
<u>/s/ Daniel Avidan</u> Daniel Avidan	Director	June 26, 2020
<u>/s/ Shaul Gilad</u> Shaul Gilad	Director	June 26, 2020
<u>/s/ Zeev Levenberg</u> Zeev Levenberg	Director	June 26, 2020
<u>/s/ Vered Raz-Avayo</u> Vered Raz-Avayo	Director	June 26, 2020

SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

Pursuant to the Securities Act of 1933, as amended, the undersigned, Sullivan & Worcester LLP, the duly authorized representative in the United States of Foresight Autonomous Holdings Ltd., has signed this Registration Statement on Form S-8 on June 26, 2020.

/s/ Sullivan & Worcester LLP
Sullivan & Worcester LLP

DR. LIPA MEIR	ADMIT COHEN-WEINSHTOKNIR MENAHEM	TZAH COHEN	צח כהן	אדמית כהן-וינשטוק ניר מנחם	ד"ר ליפא מאיר
ZURIEL LAVIE	MEIR ELBAUM	NOF SADEH	נוף שדה	מאיר אלבוים	צוריאלי לביא
ALON POMERANC	TALI LEV(II/III)	TOM FISHER	תום פישר	טלי לב (II/III)	אלון פומרנץ
ARTHUR MOHER(I)	SYLVIA GAL-YAHAV	AMIT BITTON	עמית ביטון	סילביה גל-יהב	ארתור מוהר (I)
UZI MOR	ASAF ILUZ	MAOR ZILKA	מאור זילכה	אסף אילוז	עוזי מור
GARY COPELOVITZ	SHAY TAMAR	NOAM SCHWARTZ	נועם שוורץ	שי תמר	גרי קופלוביץ
GAD AZOR	ROY AIZ	BEN LIRAZ	בן לירז	רועי איז	גד אזור
EREZ DAR LULU	DR. GUY CARMi	TAL ASULIN-MENAHMOVAVIHAY ASULIN	טל אסולין-מנחמובאביהו אסולין	ד"ר גאי כרמי	ארוז דר לולו
YARIV SHALOM	Yael FLATAU-BILU (I)	AVIV AMAR	אביב אמר	יעל פלסאו-בילו (I)	יריב שלום
RONEN BAHARAV	NUPHAR TEPLIZ	REUT SHAULI	רעות שאולי	נופר טפליץ	רונן בהרב
DR. ZIV M. PREIS (II)	YOSSEI MANDELBAUM	MORAN ZWIEBEL	תום ניסני	יוסי מנדלבוים	ד"ר זיו פרייז (II)
MICHAEL SCHWARTZ	SHIMRIT CARMY NAAMAT	EREZ GOLAN (NAIM)	ארוז גולן (נעים)	שמרית כרמי-נעמת	מיכל שוורץ
SHABTAI MICHAELI	OMER MEIRI	ISHAY LEVANON	ישי לבנון	עומר מאירי	שבתאי מיכאלי
EITAN SHMUELI	KARNIT AKRISH	SHAHAF ROTH-KLEIN	שחף רוט-קליין	קרנית אקריש	איתן שמואלי
AMIR ZOLTY	YAARA FRUEND-AVRAHAMID ZABOROF	AMIT ZOMER-FADIDA	עמית זומר-פדידה	יערה פרוינד-אברהםעידו זבורוף	אמיר זולטי
EREZ TIK	GREGORY IRGO	NIR DAFNI	ניר דפני	גרגורי אירגו	ארוז תיק
SHIRLEY IFRACH-AZORISAAC ANIDJAR	DOR AVINERY	SHAKED NISSAN-COHEN	שקד ניסן-כהן	יצחק אנידג'ר	שירלי יפרח-אזור
DR. TZIPI ISER ITSIO	AYELET RAM	SIGAL VANTSOVSKY	סיגל ונצובסקי	ד"ר ציפי איסר איציקדור אבינרי	ד"ר ציפי איסר
GALI OPINSKY	LIHI ELIMELECH	TAL MORAG	טל מורג	אילית רם	גלי אופינסקי
DAVID WEINSTEIN	REUT BEITZ	YARDEN HADAR	ירדן הדר	ליהי אלימלך	דוד וינשטיין
DANIT RIMON	YAN FELDMAN	SHIR DIGMI-TAL	שיר דיגמי-טל	רעות בייץ	דנית רימון
DR. YARIV ILAN				יאן פלדמן	ד"ר יריב אילן

ירצמן 2 ת"א : PHONE: +972-3-6070600 פקס: +972-3-6070666, BET AMOT HASHKAOT, TEL AVIV 6423902 ISRAEL, 2 WEIZMANN ST. 6423902, בית אמות השקעות, טלפון

June 26, 2020

Foresight Autonomous Holdings Ltd.
7 Golda Meir St.
Ness Ziona 7403650
Israel

Re: **Foresight Autonomous Holdings Ltd.**

We refer to the Registration Statement on Form S-8 (the "**Registration Statement**") to be filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "**Act**"), on behalf of Foresight Autonomous Holdings Ltd. (the "**Company**"), relating to 22,391,785 of the Company's Ordinary Shares, no par value per share (the "**Shares**"), under the Foresight Autonomous Holdings Ltd. 2016 Equity Incentive Plan (the "**Plan**").

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.

In connection with this opinion, we have examined such corporate records, other documents, and such questions of Israeli law as we have considered necessary or appropriate. In such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of documents submitted to us as certified or photostatic copies, the authenticity of the originals of such copies and the due constitution of the Board of Directors of the Company.

Based on the foregoing and subject to the qualifications stated herein, we advise you that in our opinion, the Shares issuable under the Plan have been duly authorized and, when issued and paid for in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as part of the Registration Statement. This consent is not to be construed as an admission that we are a person whose consent is required to be filed with the Registration Statement under the provisions of the Act.

Sincerely yours,

/s/ Lipa Meir & Co

WWW.LIPAMEIR.CO.IL

(I) NOTARY (II) ADMITTED IN NY (III) ADMITTED IN ENGLAND (IV) OF COUNSEL

EMAIL: LAW@LIPAMEIR.CO.IL

(I) נוטריון (II) רשיון עו"ד בניו יורק (III) רשיון עו"ד באנגליה (IV) יועץ

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 pertaining to the 2016 Equity Incentive Plan of our report dated March 31, 2020, relating to the financial statements of Foresight Autonomous Holdings Ltd. (which report expresses an unqualified opinion and includes an explanatory paragraph regarding the Registrant's ability to continue as a going concern) appearing in the Annual Report on Form 20-F of Foresight Autonomous Holdings Ltd. for the year ended December 31, 2019.

/s/ Brightman Almagor Zohar & Co.
A Firm in the Deloitte Global Network

Tel Aviv, Israel
June 26, 2020
