

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

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

Foresight Autonomous Holdings Ltd.
(Exact name of Registrant as specified in its charter)

Israel

(State or other jurisdiction of
incorporation or organization)

Not Applicable

(I.R.S. Employer
Identification No.)

**7 Golda Meir
Ness Ziona
7414001 Israel
+972-077-9709030**

(Address and Telephone Number of Registrant's Principal Executive Offices)

**Sullivan & Worcester LLP
1633 Broadway
New York, NY 10019
Tel: 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) 660-5000

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

Approximate date of commencement of proposed sale to the public: As soon as practicable 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. ☒ 333-229715

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. ☐

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933.

Emerging growth company ☒

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, 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. ☐

[†] The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount To Be Registered (2)	Proposed Maximum Offering Price Per Unit (2)	Proposed Maximum Aggregate Offering Price (3)	Amount of Registration Fee
Ordinary Shares, no par value (1)	(4)	(4)	\$ 4,340,000	\$ 473.06

- (1) The Ordinary Shares will be represented by American Depositary Shares, or ADSs, evidenced by American Depositary Receipts, issuable upon deposit of Ordinary Shares of Foresight Autonomous Holdings Ltd., or the Registrant which have been registered pursuant to a separate registration statement on Form F-6 (File No. 333-217881). Each ADS represents five (5) Ordinary Shares.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended, or the Securities Act. The Registrant previously registered an aggregate of \$50,000,000 of its securities on a Registration Statement on Form F-3 (File No. 333-229715) declared effective by the Securities and Exchange Commission on March 8, 2019. In accordance with Rule 462(b) promulgated under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$4,340,000 is hereby registered.
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(o) under the Securities Act.
- (4) Omitted pursuant to Rule 457(o) under the Securities Act.

This Registration Statement shall become effective upon filing with the 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 pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the “Securities Act”) and General Instruction IV of Form F-3. The contents of the Registration Statement on Form F-3 (File No. 333-229715), filed by Foresight Autonomous Holdings Ltd. with the Securities and Exchange Commission (the “Commission”) pursuant to the Securities Act, which was declared effective by the Commission on March 8, 2019, are incorporated by reference into this Registration Statement. The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

EXHIBIT INDEX

Exhibit Number	Description
5.1*	<u>Opinion of Lipa Meir & Co.</u>
23.1*	<u>Consent of Brightman Almagor Zohar & Co., A Firm in the Deloitte Global Network, independent registered public accounting firm.</u>
23.2*	<u>Consent of Lipa Meir & Co (included in Exhibit 5.1).</u>
24.1 *	<u>Power of Attorney (included in the signature page of this Registration Statement).</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, 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, thereunder duly authorized, in the city of Ness Ziona, State of Israel, on December 28, 2020.

FORESIGHT AUTONOMOUS HOLDINGS LTD.

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

POWER OF ATTORNEY

We, the undersigned directors and/or officers of Foresight Autonomous Holdings Ltd., hereby severally constitute and appoint Haim Siboni and Eliyahu Yoresh, and each of them singly, our true and lawful attorneys, with full power to any of them, and to each of them singly, to sign for us and in our names in the capacities indicated below the registration statement on Form F-3 filed herewith, and any and all pre-effective and post-effective amendments to said registration statement, and any registration statement filed pursuant to Rule 462(b) under the Securities Act, as amended, in connection with the said registration under the Securities Act, as amended, and to file or cause to be filed the same, with all exhibits thereto and other documents in connection therewith, with the SEC, granting unto said attorneys, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as each of them might or could do in person, and hereby ratifying and confirming all that said attorneys, and each of them, shall do or cause to be done by virtue of this Power of Attorney.

Pursuant to the requirements of the Securities Act, this Registration Statement 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)	December 28, 2020
<u>/s/ Eliyahu Yoresh</u> Eliyahu Yoresh	Chief Financial Officer (principal financial officer)	December 28, 2020
<u>/s/ Michael Gally</u> Michael Gally	Chairman of the Board of Directors	December 28, 2020
<u>/s/ Ehud Aharoni</u> Ehud Aharoni	Director	December 28, 2020
<u>/s/ Daniel Avidan</u> Daniel Avidan	Director	December 28, 2020
<u>/s/ Zeev Levenberg</u> Zeev Levenberg	Director	December 28, 2020
<u>/s/ Vered Raz-Avayo</u> Vered Raz-Avayo	Director	December 28, 2020

SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

Pursuant to the requirements of the Securities Act, 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 December 28, 2020.

/s/ Sullivan & Worcester LLP

DR. LIPA MEIR	TALI LEV(II/III)	LILACH HOEK	NOAM BR OR	נעם בר אור	לילך הוק	טלי לב (II/III)	ד"ר ליפא מאיר
ZURIEL LAVIE	SYLVIA GAL-YAHAV	ITAMAR LIPPNER	AMIT BITTON	עמית ביטון	איתמר ליפנר	סילביה גל-יהב	צוריאל לבא
ALON POMERANC	ASAF ILUZ	GUY MESHULAM	MAOR ZILKA	מאור זילכה	גיא משולם	אסף אילוז	אלון פומרנץ
ARTHUR MOHER(I)	SHAY TAMAR	YONI SHTAINMETZ	TAL PERI	טל פרי	יוני שטינמץ	שי תמר	ארתור מוהר (I)
UZI MOR	ROY AIZ	ELLA BEN-DOR	AVIHAY ASULIN	אביהו אסולין	אלה בן-דור	רוי איז	עוזי מור
GARY COPELOVITZ	DR. GUY CARMİ	TAL ASULIN-MENAHMOV	AVIV AMAR	טל אסולין-מנחמוב	אביב אמר	ד"ר גיא כרמי	גרי קופלוביץ
GAD AZOR	VERED ZLAIKHA	YOTAM WEISS	REUT SHAULI	רעות שאולי	יותם וייס	ורד זליכה	גד אזור
EREZ DAR LULU	Yael FLATAU-BILU (I)	RIMON DAYAN	TOM LAHAV	תום להב	רימון דיין	יעל פלטאו-בילו (I)	אריז דר לולו
YARIV SHALOM	NUPHAR TEPLIZ	TOM NISSANI	ADI KIMHI	עדי קמחי	תום ניסני	נופר טפלז	יריב שלום
RONEN BAHARAV	YOSSI MANDELBAUM	EREZ GOLAN (NAIM)	CHEN BEN DAVID	חן בן דוד	ארו גולן (נעים)	יוסי מנדלבאום	רונן בהרב
DR. ZIV M. PREIS (II)	SHIMRIT CARMY NAAMAT	ISHAY LEVANON	OLGA SPIVAK	אולגה ספיבק	ישי לבנון	שמרית כרמי-נעמת	ד"ר זיו פרייז (II)
MICHAEL SCHWARTZ	OMER MEIRI	ASSAF NACHMIAS	NADAV SVETLOFF	נדב שוועלף	אסף נחמאס	עומר מאירי	מייכל שוויץ
SHABTAI MICHAELI	KARNIT AKRISH	SHAHAF ROTH-KLEIN	JUSTIN BENHAMOU	ג'סטין בן חמו	שאחף רוט-קליין	קרנית אקריש	שבטאי מיכאלי
EITAN SHMUELI	YAARA FRUEND-AVRAHAM	IDO ZABOROF	EVE NAVE	איב נוה	יערו זבורוף	יערה פרוינד-אברהם	איתן שמואלי
AMIR ZOLTY	GREGORY IRGO	AMIT ZOMER-FADIDA	DANIEL KADOSH	דניאל קדוש	עמית זומר-פדידה	גרגורי אירגו	אמיר זולטי
EREZ TIK	ISAAC ANIDJAR	NIR DAFNI		ניר דפני	ניר דפני	יצחק אנידגר	אריז תיק
SHIRLEY IFRACH-AZOR	DOR AVINERY	SHAKED NISSAN-COHEN		שקד ניסן-כהן	שקד ניסן-כהן	דור אבינערי	שרילי יפראח-אזור
DR. TZIPI ISER ITSQ	AYELET RAM	SIGAL VANTSOVSKY		סיגל ונצובסקי	סיגל ונצובסקי	אילת רם	ד"ר ציפי איסר איציק
GALI OPINSKY	LIHI ELMELECH	TAL MORAG		טל מורג	טל מורג	ליהי אלימלך	גלי אופינסקי
DAVID WEINSTEIN	REUT BEITZ	YARDEN HADAR		ירדן הדר	ירדן הדר	רעות בייץ	דוד וינשטיין
DR. YARIV ILAN	YAN FELDMAN	SHIR DIGMI-TAL	EYAL KHAYAT	איל חיאט	שרי דיגמי-טל	יאן פלדמן	ד"ר יריב אילן
ADMIT COHEN-WEINSHTOK	NIR MENAHEM	TZAH COHEN	DR. YEHUDA BEN-MEIR (IV)	ד"ר יהודה בן מאיר (IV)	צח כהן	ניר מנחם	אדמית כהן-וינשטוק
MEIR ELBAUM	KEREN BOZER	NOF SADEH	DR. IRIT MEVORACH (IV)	ד"ר אירית מבורך (IV)	נוף שדה	קרן בוצר	מאיר אלבוים

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

December 28, 2020

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

Re: Registration Statement on Form F-3

Ladies and Gentlemen,

This opinion is furnished to you in connection with a Registration Statement on a Form F-3 (the "Registration Statement") being filed by Foresight Autonomous Holdings Ltd., a company organized under the laws of the State of Israel (the "Company"), with the Securities and Exchange Commission pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), relating to the sale, from time to time, by the Company of up to an additional aggregate amount of \$4,340,000 of American Depositary Shares ("ADSs"), each representing five ordinary shares, no par value per share, of the Company (the "Ordinary Shares," and together with the ADSs, the "Securities"), which registration statement incorporates by reference the contents of the registration statement on Form F-3 (File No. 333-229715) (together, the "Registration Statements"), all of which may be issued from time to time on a delayed or continuous basis pursuant to Rule 415 under the Securities Act.

In connection with this opinion, we have examined the originals, or photocopies or copies, certified or otherwise identified to our satisfaction, of (i) the Registration Statement, (ii) a copy of the articles of association of the Company as currently in effect (the "Articles"); (iii) resolutions of the board of directors (the "Board") of the Company which have heretofore been approved and which relate to the Registration Statement; and (iv) such other corporate records, agreements, documents and other instruments, as we have deemed relevant and necessary as a basis for the opinions hereafter set forth.

In such examination, we have assumed: (i) the authenticity of original documents and the genuineness of all signatures; (ii) the conformity to the originals of all documents submitted to us as copies; (iii) the truth, accuracy and completeness of the information, representations and warranties contained in the corporate records, documents, certificates and instruments we have reviewed; (iv) the due execution and delivery of all documents where due execution and delivery are a prerequisite to the effectiveness thereof; and (v) the legal capacity of all natural persons.

WWW.LIPAMEIR.CO.IL

EMAIL: LAW@LIPAMEIR.CO.IL

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

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

Based upon and subject to the foregoing, we are of the opinion that when (i) specifically authorized for issuance by the Board (the “Authorizing Resolutions”); (ii) the Registration Statement has become effective under the Securities Act; (iii) if necessary, an appropriate prospectus supplement with respect to the Securities has been prepared, filed and delivered in compliance with the Securities Act and the applicable rules promulgated thereunder; (iv) the terms of the sale of the Securities have been duly established in conformity with the Articles and do not violate any applicable law or result in a default under or breach of any agreement or instrument binding on the Company and comply with any requirement or restriction imposed by any court or governmental body having jurisdiction over the Company; (v) the Securities have been issued and sold as contemplated by the Registration Statement and any prospectus supplement, if applicable; and (vi) the Company has received the consideration provided for in the Authorizing Resolutions, the Ordinary Shares will be validly issued, fully paid and nonassessable.

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 the State of Israel and have not, for the purpose of giving this opinion, made any investigation of the laws of any other jurisdiction than the State of Israel. This opinion is limited to the matters stated herein and no opinion is implied or may be inferred beyond the matters expressly stated.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and the references to this firm in the section of the Registration Statement entitled “Legal Matters”. In giving this consent we do not admit that we are within the category of persons whose consent is required by Section 7 of the Securities Act.

Very truly yours,

/s/ Lipa Meir & Co

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form F-3 of Foresight Autonomous Holdings Ltd. (the “Company”) relating to the financial statements of the Company appearing in the Annual Report on Form 20-F of the Company for the year ended December 31, 2019.

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

Tel Aviv, Israel

December 28, 2020