

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

**Form CB**

(Amendment No. \_\_)

**TENDER OFFER/RIGHTS OFFERING NOTIFICATION FORM**

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to file this Form:

Securities Act Rule 801 (Rights Offering)

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Securities Act Rule 802 (Exchange Offer)

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Exchange Act Rule 13e-4(h)(8) (Issuer Tender Offer)

☒

Exchange Act Rule 14d-1(c) (Third Party Tender Offer)

☐

Exchange Act Rule 14e-2(d) (Subject Company Response)

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**FORESIGHT AUTONOMOUS HOLDINGS LTD.**

(Name of Subject Company)

N/A

(Translation of Subject Company's Name into English (if applicable))

Israel

(Jurisdiction of Subject Company's Incorporation or Organization)

**FORESIGHT AUTONOMOUS HOLDINGS LTD.**

(Name of Person(s) Furnishing Form)

Ordinary Shares, no par value

(Title of Class of Subject Securities)

345523104

(CUSIP Number of Class of Securities (if applicable))

**Eli Yoresh**

**Chief Financial Officer**

**7 Golda Meir**

**Ness Ziona 7403650, Israel**

(Name, Address (including zip code) and Telephone Number (including area code) of  
Person(s) Authorized to Receive Notices and Communications on Behalf of Subject Company)

September 14, 2023

(Date Tender Offer/Rights Offering Commenced)

## PART I - INFORMATION SENT TO SECURITY HOLDERS

### Item 1. Home Jurisdiction Documents.

The following documents are attached as exhibits to this Form CB:

Exhibit Number	Name of Exhibit
99.1	<a href="#">Repricing Notice to Israeli employees and directors.</a>

### Item 2. Informational Legends.

Not applicable.

## PART II - INFORMATION NOT REQUIRED TO BE SENT TO SECURITY HOLDERS

Not applicable.

## PART III - CONSENT TO SERVICE OF PROCESS

On the date hereof, Foresight Autonomous Holdings Ltd. is submitting to the Securities and Exchange Commission an appointment of agent for service of process and undertaking on Form F-X, dated September 14, 2023.

#### **PART IV - SIGNATURES**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**Foresight Autonomous Holdings Ltd.**

Date: September 14, 2023

By: /s/ Eli Yoresh

Name: Eli Yoresh

Title: Chief Financial Officer

## Exhibit 99.1



September 14, 2023

Dear \_\_\_\_\_,

Re: Repricing of Options

We are pleased to inform you that on May 31, 2023, the Board of Directors of Foresight Autonomous Holdings Ltd. (the “**Company**”) resolved to reduce to NIS 0.5 the exercise price per ordinary share of all the outstanding options previously issued to you under the Company’s 2016 equity incentive plan (the “**Options**” and the “**Plan**”, respectively), subject to your approval, as detailed in the table under your consent below (the “**Repricing**”).

All other terms of the options which were granted to you as part of the “Option Agreement to Purchase Ordinary Shares of Foresight Autonomous Holdings Ltd.” (the “**Option Agreement**”), will remain unchanged.

In order for your Options to continue to be subject to the capital gains tax route of Section 102(b)(2) of the Israeli Income Tax Ordinance [New Version] – 1961 (the “**Capital Gains Tax Route**” and the “**Ordinance**”, respectively), and in order for you to continue to enjoy preferential tax treatment with respect to the Options, the Company approached the Israeli Tax Authority and obtained a special tax ruling according to which the Repricing will not be deemed as a tax event and the Options will continue to be subject to the provisions of the Capital Gains Tax Route (the “**Tax Ruling**”).

Please note, that according to the Tax Ruling, and notwithstanding anything to the contrary in the Option Agreement, the two-year trust period required under the terms of the Capital Gains Tax Route, will be re-measured from the later date of Repricing approval by the relevant organs of the Company or the Tax Ruling request date, and this date should be the date of grant according to the Capital Gain Tax Route for tax purposes. The Tax Ruling includes additional terms and conditions, as set forth in Exhibit “A”, which is attached to this letter.

Should you wish to participate in the Repricing, please check the relevant box below referring to the Option grant(s) you wish to include in the Repricing. Please note that Options subject to the Repricing will be treated pursuant to the provisions of the Tax Ruling as set forth above.

Sincerely Yours,

Foresight Automotive Ltd.

Consent:

I, the undersigned, have read the above notice and declare that I understand and agree to the aforesaid. I will have no claims and complains towards Foresight Autonomous Holdings Ltd., its subsidiaries, successors, agents and representative with respect to this notice, the Repricing, the Options and its taxation.

I would like the Repricing to apply to the following grants of Options:

Check the Box	Date of Grant	Granted Options	Exercise Price	Currency:
<input type="checkbox"/>				NIS
<input type="checkbox"/>				NIS
<input type="checkbox"/>				NIS

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 Name

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 Date

## Exhibit A

### The Tax Arrangement and Main Conditions

1. The date of the Repricing shall be considered as the date of grant, as such term is defined in section 102 of the Ordinance, for all intents and purposes. Regarding all options of the Plan on which the repricing was performed (hereinafter: the “**Repriced Options**”), including for the purpose of the “End of the Period” as such term is defined in Section 102 of the Ordinance and the calculation of the ordinary income benefit of Section 102(b)(3) of the Ordinance, and this is provided that the Company’s shares are listed for trade on the stock exchange or if the Company’s shares shall be listed for trade on the stock exchange within 90 days from the Date of the Repricing.
  2. The execution of the Repricing by the Company shall not be taxed, and this is subject to fulfilling the conditions of this tax ruling.
  3. The capital gains route provisions shall apply on the Repriced options - Sections 102B(2), 102B(3) and 102B(4) of the Ordinance, as applicable, and for all intents and purposes. The tax on the value of the benefit from the Repriced Options, shall be calculated, withheld at source and shall be paid only on the realization date, as such term is defined in Section 102 of the Ordinance (hereinafter: the “**Realization Date**”) of the Repriced Options.
  4. The value of the benefit on the Realization Date shall be deemed as income derived in Israel. In addition, the employees shall be viewed as Israeli residents until the Realization Date, in respect of the income derived from the Options subject to this tax ruling.
  5. In calculating the profit and the tax amount as provided in this tax ruling, no deductions, set-offs, exemptions, profit rescheduling and/or a reduced tax rate and/or tax credits shall be allowed from the applicable tax, including from foreign taxes, and the provisions of Sections 94B, 101 and 100A of the Ordinance shall not apply in respect thereof. In the event that it is established by the Employee in the filing of the personal tax return that foreign taxes by a foreign country was charged, with respect to the income from the realization of the Options, and that the tax was paid, the Israeli Income Tax Authority will consider granting credit in respect for the foreign taxes in accordance with the provisions of applicable law and the treaties for the prevention of double taxation.
  6. The Company shall not demand any expense with respect to the Repricing of the Options, including professional fees with respect to the execution of the Repricing. It is clarified that this section shall apply even if the employees and/or the Company will violate their obligation as stated in the Tax Ruling. In addition, it shall be clarified that on the Realization Date of the Repriced Options by the employees, the Company shall not demand any expense, other than in accordance with Section 102(d) of the Ordinance.
  7. The Plan, the Options, the employees, the Company, and the Trustee are subject to all the conditions in Section 102 of the Ordinance and the rules promulgated thereunder. In addition, the Tax Ruling shall be in effect provided that and for as long as all the provisions of Section 102 of the Ordinance and the rules promulgated thereunder are being complied with from the date of grant of 102 capital gain Options and exercised shares for Employees, provided that it is not otherwise determined in the Tax Ruling (the “**Legal Conditions**”).
  8. The Tax Ruling is granted based on the representations that have been made to the Israeli Tax Authority in writing and verbally including those set out in Section 1 above. However, should it turn out that the details given within the framework of the request, all or part of them, are incorrect, or materially incomplete and/or any of the conditions of the Ruling and/or the Legal Conditions were not met and/or a transfer of the shares from the Trustee is made, other than a sale to a third party that is not a relative, as defined in Section 88 of the Ordinance (hereinafter jointly: the “**Breach**”), then the following shall apply: the employees which were granted Repriced Options subject to the Tax Ruling and have committed a Breach shall be subject to tax as work income according to Section 2(2) of the Ordinance, for the higher of the value of the benefit on the date of grant and the value of the benefit on the Realization Date or Breach.
  9. Every term in the Tax Ruling shall have the meanings ascribed to it in Part E-1 of the Ordinance, unless otherwise expressly stated.
  10. The Tax Ruling does not constitute an assessment or approval of facts as were presented by the Company. The facts as presented shall be examined by the assessing officer during the assessment discussions of the file of the Company and/or the holders of the Options, as applicable.
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