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

Form 6-K

Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16
under the Securities Exchange Act of 1934

For the month of: January 2025

Commission file number: 001-38094

FORESIGHT AUTONOMOUS HOLDINGS LTD.

(Translation of registrant's name into English)

7 Golda Meir
Ness Ziona 7403650 Israel
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F ☒ Form 40-F ☐

CONTENTS

On December 31, 2024, Foresight Autonomous Holdings Ltd. (the “Registrant”) increased the maximum aggregate offering price of American Depositary Shares (the “ADSs”), each ADS representing thirty ordinary shares, issuable under its Sales Agreement (the “Sales Agreement”) with A.G.P./Alliance Global Partners, dated June 14, 2024, from \$1,130,000 to \$7,000,000. A copy of the opinion of Lipa Meir & Co. relating to the legality of the issuance and sale of the ADSs that may be sold pursuant to the Sales Agreement is attached as Exhibit 5.1 hereto.

This Report of Foreign Private Issuer on Form 6-K is incorporated by reference into the Registrant’s Registration Statements on Form F-3 (File No. [333-276709](#)) and Form S-8 (Registration Nos. [333-229716](#), [333-239474](#), [333-268653](#) and [333-280778](#)), filed with the Securities and Exchange Commission, to be a part thereof from the date on which this Report of Foreign Private Issuer on Form 6-K is submitted, to the extent not superseded by documents or reports subsequently filed or furnished.

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Lipa Meir & Co.
23.1	Consent of Lipa Meir & Co. (contained in Exhibit 5.1).
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Foresight Autonomous Holdings Ltd.
(Registrant)

Date: January 3, 2025

By: /s/ Eli Yoresh

Name: Eli Yoresh

Title: Chief Financial Officer



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DR. LIPA MEIR	ROY AIZ	ADI ARMAN	YUVAL HADAD	יובל חדד	עדי ערמן	רוני אייז	ד"ר ליפא מאיר
ZURIEL LAVIE	VERED ZLAIKHA	NOA WACHSBERGER	NOA MOZES	נועה מוזס	נועה וקסברגר	ורד זליקה	צוראל לבא
ALON POMERANC	YOSSI MANDELBAUM	RIMON DAYAN	SHIR TEPPERBERG	שיר טפרברג	רמון דין	יוסי מנדלבוים	אלון פומרנץ
UZI MOR	SHIMRIT CARMY NAAMAT	ISHAY LEVANON	OFRI LANDESMAN	עופרי לנדסמן	ישי לבנון	שמרית כרמי-נעמת	עוזי מור
GARY COPELOVITZ	OMER MEIRI	SHAHAF ROTH-KLEIN	MICHAEL DALOYA	מיכל דלזיה	שחף רוט-קליין	עומר מאירי	גרי קופלוביץ
GAD AZOR	ELAD SHULMAN	IDO ZABOROF	DOR LABA	דור לבה	עידו זבורוף	אלעד שולמן	גד אזור
EREZ DAR LULU	KARNIT AKRISH	TSAHI MISHAL	LAMA YAWIR	למא יאור	צחי משעל	קרנית אקריש	אריז דר לולו
YARIV SHALOM	YAARA FRUEND-AVRAHAM	TAL MORAG	KORIN COHEN ELHANANI	קורין כהן אלחנני	טל מורג	יערה פרינד-אברהם	י'רבי שלום
DR. ZIV M. PREIS (I)	GREGORY IRGO	OR SHLOMO NEVO	RONNY GINSBURG	רנני גינצבורג	אור שלמה נבו	גרבורי אירגו	ד"ר זיו פרייז (I)
MICHAEL SCHWARTZ	TAL GRANOT	MORIA MIZRAHI	ELIZABETH SHAHTMAYSTER	אליזבט שחטמיסטר	מוריה מזרחי	טל גרנות	מילי שוורץ
SHABTAI MICHAELI	SHUKI LEVI	SHIR DIGMI-TAL			שיר דיגמי-טל	שוקי לוי	שבחאי מיכאלי
EITAN SHMUELI	ISAAC ANIDJAR	TZAH COHEN			צח כהן	יצחק אנידגר	איתן שמואלי
AMIR ZOLTY	DOR AVINERY	EDEN REVIVO			עדן רביבו	דור אבינרי	אמיר זולטי
EREZ TIK	AYELET RAM	MAOR ZILKA			מאור זילכה	איילת רם	אריז תיק
SHIRLEY IFRACH-AZOR	REUT BEITZ	TAL PERI			טל פרי	רעות ביץ	שירלי יפרח-אזור
DR. TZIPI ISER ITSIO	NIR MENAHEM	REUT SHAULI			רעות שאולי	ניר מנחם	ד"ר ציפי איסר איציק
GALI OPINSKY	LILACH HOEK	ORLY ACKERSTEIN			אורלי אקרשטיין	לילך הוק	גלי אופינסקי
DAVID WEINSTEIN	RONA HENIG	OR BAR GUR			אור בר גור	רונה הניג	דוד וינשטיין
DR. YARIV ILAN	GUY MESHULAM	RAVID TIV ISHAI			אורב טיב ישי	גיא משולם	ד"ר יריב אילן
MEIR ELBAUM	YONI SHTAINMETZ	HEN MAZGANI	EYAL KHAYAT	איל חיאט	חון מזגני	יוני שטינמץ	מאיר אלהיים
TALI LEV (I/II)	ELLA BEN-DOR	INBAR MENINGER JUHL	RONEN BAHARAV	רון בהרב	ענבר מנינגר יול	אלה בן-דור	טלי לב (I/II)
SYLVIA GAL-YAHAV	TAL ASULIN-MENACHEMOV	NATALIE SHVA	DR. YEHUDA BEN-MEIR (III)	ד"ר יהודה בן מאיר (III)	נסלי שבא	טל אסולין-מנחמוב	סילביה גל-יהב
SHAY TAMAR	SAGI JAY AGMON	HADAS ASULIN KANDIL	DR. IRIT MEVORACH (III)	ד"ר אירית מבורך (III)	הדס אסולין קנדיל	שגיא אגמון	שי תמר

(I) ADMITTED IN NY (II) ADMITTED IN ENGLAND & WALES (III) OF COUNSEL יועץ (II) רשיון עו"ד באנגליה (III) רשיון עו"ד בני זיקה (II) רשיון עו"ד בני זיקה (III) רשיון עו"ד באנגליה (III) OF COUNSEL

December 31, 2024

To:

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

Re: Proposed Offering of American Depositary Shares

Ladies and Gentlemen,

We have acted as Israeli counsel to Foresight Autonomous Holdings Ltd., a company organized under the laws of the State of Israel (the "Company"), in connection with the proposed offer and sale by the Company, from time to time, of a maximum aggregate offering price of up to \$7,000,000 of American Depositary Shares (the "Offered ADSs"), each representing thirty (30) ordinary shares, no par value per share, of the Company (the "Ordinary Shares"), which may be issued and sold by the Company from time to time on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the "Securities Act"), pursuant to a registration statement on Form F-3 (Registration Statement No. 333-276709) (the "Registration Statement") filed with the United States Securities and Exchange Commission (the "SEC") under the Securities Act, the prospectus supplement dated June 14, 2024, and the prospectus supplement dated December 31, 2024 (collectively, the "Prospectus Supplement"), filed with the SEC pursuant to Rule 424(b) of the rules and regulations of the Securities Act and as to which this opinion is filed as an exhibit. This opinion is being rendered in connection with the proposed offering and sale by the Company of the ADSs pursuant to the terms of a Sales Agreement dated June 14, 2024 entered into between the Company and A.G.P./Alliance Global Partners (the "Sales Agreement").

In connection with this opinion, we have examined the originals, or photocopies or copies, certified or otherwise identified to our satisfaction, of (i) a copy of the articles of association of the Company as currently in effect (the "Articles"); (ii) resolutions of the board of directors (the "Board") of the Company which have heretofore been approved and which relate to the Registration Statement, the Prospectus Supplement and the actions to be taken in connection therewith; and (iii) 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.

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On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Ordinary Shares underlying the Offered ADSs have been duly authorized by the Company, and, when issued and paid for in accordance with the terms and conditions of the Sales Agreement, will be validly issued, fully paid and non-assessable.

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 Report of Foreign Private Issuer on Form 6-K of the Company being filed on the date hereof and to the reference to our firm in the Prospectus Supplement. In giving such consent, we do not believe that we are “experts” within the meaning of such term as used in the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission issued thereunder with respect to any part of the Registration Statement, including this opinion as an exhibit or otherwise.

Very truly yours,

/s/ Lipa Meir & Co.
Lipa Meir & Co.

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