

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

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

KAMADA 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.)

**2 Holzman Street
Weizmann Science Park
P.O Box 4081
Rehovot 7670402
Israel**

(Address of Principal Executive Offices) (Zip Code)

**Kamada Ltd. 2011 Israeli Share Award Plan
(formerly known as the Kamada Ltd. 2011 Israeli Share Option Plan)
Kamada Ltd. 2011 Israeli Share Award Plan Appendix – U.S. Taxpayer
(Full title of the plan)**

**Puglisi & Associates
850 Library Avenue, Suite 204
P.O. Box 885, Newark, Delaware 19715
(302) 738-6680**

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

Copies to:

**Jaclyn Liu, Esq.
Morrison & Foerster LLP
425 Market Street
San Francisco, CA 94105
(415) 268-7000**

**Raz Tepper, Adv.
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3 Daniel Frisch St.
Tel-Aviv 6473104, Israel
+972 3 6944111**

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 the 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	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller Reporting Company	<input type="checkbox"/>
		Emerging Growth Company	<input type="checkbox"/>

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. ☐

EXPLANATORY NOTE

Kamada Ltd. (the “**Registrant**”) is filing this Registration Statement on Form S-8 for the purpose of registering an additional 1,400,000 ordinary shares, par value NIS 1.00 per share, of the Registrant (the “**Ordinary Shares**”) issuable to eligible persons under the Registrant’s 2011 Israeli Share Award Plan (formerly known as the 2011 Israeli Share Option Plan) and its U.S. Tax Payer Appendix adopted by the Registrant’s Board of Directors on February 28, 2022, which Ordinary Shares are in addition to the (i) 1,043,633 Ordinary Shares registered on the Registrant’s [Form S-8](#) filed on December 9, 2013 (File No. 333-192720); (ii) 500,000 Ordinary Shares registered on the Registrant’s [Form S-8](#) filed on November 10, 2015 (File No. 333-207933); (iii) 200,000 Ordinary Shares registered on the Registrant’s [Form S-8](#) filed on February 9, 2017 (File No. 333-215983); (iv) 760,000 Ordinary Shares registered on the Registrant’s [Form S-8](#) filed on February 6, 2018 (File No. 333-222891); and (v) 700,000 Ordinary Shares registered on the Registrant’s [Form S-8](#) filed on August 14, 2019 (File No. 333-233267) (all such prior Forms S-8s, collectively, the “**Prior Form S-8s**”).

In accordance with General Instruction E of Form S-8, the contents of the Prior Form S-8s are incorporated herein by reference, including all exhibits filed therewith or incorporated therein by reference, and the information required by Part II is omitted, except as supplemented by the information set forth below.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information required by Part I is not filed as part of this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the "Securities Act"), and the Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates by reference into this Registration Statement the following documents filed with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”):

- (a) The Registrant’s Annual Report on [Form 20-F](#) for the year ended December 31, 2021, filed with the Commission on March 15, 2022;
- (b) The Registrant’s Reports of Foreign Private Issuer on Form 6-K furnished to the Commission on [March 3, 2022](#), [March 14, 2022](#), [March 15, 2022](#) (three reports), [April 26, 2022](#), [May 11, 2022](#), [May 17, 2022](#) (two reports) and [June 15, 2022](#).
- (c) The description of the Registrant’s ordinary shares contained in the Annual Report on [Form 20-F](#) for the year ended December 31, 2021, filed with the Commission on March 15, 2022, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, and certain Reports of Foreign Private Issuer on Form 6-K furnished to the Commission subsequent to the date hereof, to the extent that such Reports indicate that information therein is incorporated by reference into this Registration Statement, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold, or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

Any statement in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or deemed to be incorporated by reference herein 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.

The exhibits listed on the exhibit index at the end of this Registration Statement are included in this Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets 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 Rehovot, Israel on June 28, 2022.

KAMADA LTD.

By: /s/ Amir London

Name: Amir London

Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Amir London and Chaime Orlev and each of them severally, his true and lawful attorney-in-fact, and agent each with power to act with or without the other, and with full power of substitution and resubstitution, to execute in the name of such person, in his capacity as a director or officer of Kamada Ltd., any and all amendments to this Registration Statement on Form S-8 and all instruments necessary or incidental in connection therewith, and to file the same with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or their substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on June 28, 2022, by the following persons in the capacities indicated.

Signature	Title
<u>/s/ Amir London</u> Amir London	Chief Executive Officer (Principal Executive Officer)
<u>/s/ Chaime Orlev</u> Chaime Orlev	Chief Financial Officer (Principal Financial and Accounting Officer)
<u>/s/ Lilach Asher-Topilsky</u> Lilach Asher-Topilsky	Chairman
<u>/s/ Leon Recanati</u> Leon Recanati	Director
<u>/s/ Lilach Payorski</u> Lilach Payorski	Director
<u>/s/ Amiram Boehm</u> Amiram Boehm	Director
<u>/s/ Ishay Davidi</u> Ishay Davidi	Director
<u>/s/ Karnit Goldwasser</u> Karnit Goldwasser	Director
<u>/s/ Jonathan Hahn</u> Jonathan Hahn	Director
<u>/s/ Ari Shamiss</u> Ari Shamiss	Director
<u>/s/ David Tsur</u> David Tsur	Director

AUTHORIZED REPRESENTATIVE

Pursuant to the requirements of Section 6(a) of the Securities Act, the undersigned has signed this Registration Statement, in the capacity of the duly authorized representative of the Registrant in the United States, on June 28, 2022.

Puglisi & Associates

By: /s/ Donald J. Puglisi

Name: Donald J. Puglisi

Title: Managing Director

INDEX TO EXHIBITS

Item	Exhibit
4.1	<u>Amended Articles of Association of the Registrant (incorporated by reference to Appendix A2 to the Proxy Statement for the 2016 Annual General Meeting of Shareholders, filed as Exhibit 99.1 to Form 6-K filed with the Securities and Exchange Commission on July 26, 2016).</u>
4.2	<u>Memorandum of Association of the Registrant, as currently in effect (as translated from Hebrew) (incorporated by reference to Exhibit 3.2 of the Registration Statement on Form F-1 filed with the Securities and Exchange Commission on May 15, 2013).</u>
5.1*	<u>Opinion of FISCHER (FBC & Co.) as to the legality of the Ordinary Shares being registered</u>
23.1*	<u>Consent of Kost Forer Gabbay & Kasierer, Certified Public Accountants, a member of Ernst & Young Global, an independent registered public accounting firm</u>
23.2*	<u>Consent of FISCHER (FBC & Co.) (included in Exhibit 5.1)</u>
24.1*	<u>Powers of Attorney (included on the signature pages to this Registration Statement).</u>
99.1	<u>Kamada Ltd. 2011 Israeli Share Award Plan (incorporated by reference to Exhibit 4.25 of the Registrant's Annual Report on Form 20-F for the year ended December 31, 2021, filed with the Securities and Exchange Commission on March 15, 2022)</u>
99.2	<u>Kamada Ltd. 2011 Israeli Share Award Plan Appendix – U.S. Taxpayer (incorporated by reference to Exhibit 4.26 of the Registrant's Annual Report on Form 20-F for the year ended December 31, 2021, filed with the Securities and Exchange Commission on March 15, 2022)</u>
107*	<u>Filing Fee Table</u>

* Filed herewith

June 28, 2022

Kamada Ltd.
2 Holzman Street
Science Park
P.O. Box 4081
Rehovot 7670402
Israel

Ladies and Gentlemen:

We have acted as Israeli counsel to Kamada Ltd., a company organized under the laws of the State of Israel (the "Company") in connection with its Registration Statement on Form S-8 (the "Registration Statement") filed with the Securities and Exchange Commission for the registration, under the Securities Act of 1933, as amended (the "Securities Act"), by the Company of an additional 1,400,000 of its ordinary shares, par value NIS 1.00 per share (the "Shares") issuable pursuant to the Kamada Ltd. 2011 Israeli Share Award Plan (formerly known as the Kamada Ltd. 2011 Israeli Share Option Plan) and the Kamada Ltd. 2011 Israeli Share Award Plan Appendix – U.S. Taxpayer (together, the "Plan").

In rendering the opinion expressed herein, we have examined the originals or copies certified or otherwise identified to our satisfaction of (i) the Registration Statement; (ii) copies of the memorandum of association and the articles of association of the Company, as currently in effect; (iii) the Plan; and (iv) resolutions of the board of directors of the Company and such other corporate records, resolutions, minutes, documents, certificates, agreements or other instruments, and such certificates or comparable documents of public officials and of officers and representatives of the Company as we have deemed relevant and necessary as a basis for this opinion. We have also made inquiries of such officers and representatives as to factual matters as we have deemed relevant and necessary as a basis for this opinion.

In such examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as reproduced or certified copies, and the authenticity of the originals of such latter documents. We have assumed the same to have been properly given and to be accurate. We have also assumed the truth of all facts communicated to us by the Company and that all consents, minutes and protocols of meetings of the Company's board of directors which have been provided to us are true and accurate and have been properly prepared in accordance with the Company's articles of association, as currently in effect, and all applicable laws. In addition, we have assumed that the Company will receive the full consideration for the Shares.

Members of our firm are admitted to the Bar in the State of Israel, and we do not express any opinion as to the laws of any other jurisdiction. This opinion is limited to the matters stated herein and no opinion is implied or may be inferred beyond the matters expressly stated.

Based upon and subject to the forgoing and to the assumptions and qualifications set forth herein, we are of the opinion that the Shares have been duly and validly authorized for issuance under the Plan and subject to the requisite corporate approvals, when paid for and issued in accordance with the terms of the Plan and the grants thereunder, will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations promulgated thereunder.

This opinion letter is rendered as of the date hereof and we disclaim any obligation to advise you of facts, circumstances, events or developments that may be brought to our attention after the effective date of the Registration Statement that may alter, affect or modify the opinions expressed herein.

Very truly yours,

/s/ FISCHER (FBC & Co.)
FISCHER (FBC & Co.)

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2011 Israeli Share Award Plan (formerly known as the Kamada Ltd. 2011 Israeli Share Option Plan) and 2011 Israeli Share Award Plan Appendix – U.S. Taxpayer, of Kamada Ltd. of our reports dated March 15, 2022, with respect to the consolidated financial statements of Kamada Ltd. and the effectiveness of internal control over financial reporting of Kamada Ltd. included in its Annual Report (Form 20-F) for the year ended December 31, 2021, filed with the Securities and Exchange Commission.

/s/ KOST FORER GABBAY & KASIERER

A member of Ernst & Young Global

Tel Aviv, Israel
June 28, 2022

FILING FEE TABLE

FORM S-8
(Form Type)

Kamada Ltd.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Securities Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit ⁽²⁾	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Ordinary Shares, par value NIS 1.00 ⁽³⁾	Other	1,400,000	\$4.58	\$6,412,000	0.0000927	\$594.39
Total Offering Amounts					\$6,412,000		\$594.39
Total Fee Offsets							N/A
Net Fee Due							\$594.39

- (1) Pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the “**Securities Act**”), this Registration Statement also covers an indeterminate number of additional ordinary shares, par value NIS 1.00 per share, of the Registrant (the “**Ordinary Shares**”) that may be offered or issued pursuant to the Registrant’s 2011 Israeli Share Award Plan (formerly known as the 2011 Israeli Share Option Plan) and Kamada Ltd. 2011 Israeli Share Award Plan Appendix – U.S. Taxpayer (together, the “**2011 Plan**”), by reason of any share split, share dividend or similar transaction.
- (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) and 457(c) under the Securities Act, based on the average of the high and low prices (\$4.61 and \$4.55 of the Ordinary Shares as quoted on the Nasdaq Global Select Market on June 24, 2022.
- (3) Represents additional Ordinary Shares issuable under awards that may be granted in the future under the 2011 Plan.