
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
OF THE SECURITIES EXCHANGE ACT OF 1934**

January 10, 2023

Commission File Number 001-36761

Kenon Holdings Ltd.

1 Temasek Avenue #37-02B
Millenia Tower
Singapore 039192
(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 ☐

Indicate by check mark if the registrant is submitting the Form 6-K on paper as permitted by Regulation S-T Rule 101(b)(1): ☐

Indicate by check mark if the registrant is submitting the Form 6-K on paper as permitted by Regulation S-T Rule 101(b)(7): ☐

EXHIBIT 99.1 TO THIS REPORT ON FORM 6-K IS INCORPORATED BY REFERENCE IN THE REGISTRATION STATEMENT ON FORM S-8 (FILE NO. 333-201716) OF KENON HOLDINGS LTD. AND IN THE PROSPECTUSES RELATING TO SUCH REGISTRATION STATEMENT.

Exhibits

99.1 [Press Release, dated January 10, 2023: OPC Energy Ltd., a Subsidiary of Kenon Holdings Ltd., Announces Completion of Reorganization of Holdings of OPC's Operations in Israel Pursuant to Agreement with Veridis Power Plants Ltd.](#)

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.

KENON HOLDINGS LTD.

Date: January 10, 2023

By: /s/ Robert L. Rosen
Name: Robert L. Rosen
Title: Chief Executive Officer



OPC Energy Ltd., a Subsidiary of Kenon Holdings Ltd., Announces Completion of Reorganization of Holdings of OPC's Operations in Israel Pursuant to Agreement with Veridis Power Plants Ltd.

Singapore, January 10, 2023. Kenon Holdings Ltd.'s (NYSE: KEN, TASE: KEN) ("Kenon") subsidiary OPC Energy Ltd. ("OPC") announced today that the transactions contemplated by the agreement with Veridis Power Plants Ltd. ("Veridis") to reorganize the holdings of OPC's operations in Israel (the "Reorganization") was completed on January 9, 2023.

Prior to the Reorganization, Veridis held a 20% interest in OPC's subsidiaries OPC Rotem Ltd. and AGS Rotem Ltd. (together, "Rotem") and OPC held the remaining 80%.

As part of the Reorganization, OPC formed a new subsidiary, OPC Holdings Israel Ltd. ("OPC Holdings Israel"), to hold and operate all of OPC's business activities in the energy and electricity generation and supply sectors in Israel.

Also pursuant to the Reorganization, OPC transferred to OPC Holdings Israel, among other things, its 80% interest in Rotem, its interest in Gngy Ltd., as well other operations in Israel including OPC-Hadera, Tzomet, Sorek, energy generation facilities on consumers' premises and virtual electricity supply activities, and Veridis transferred its 20% interests in Rotem to OPC Holdings Israel. In addition, Veridis invested NIS 425 million (approximately \$125 million) in cash in OPC Holdings Israel, of which NIS 400 million (approximately \$118 million) was used by Rotem to repay a portion of the shareholders' loans provided to Rotem in 2021 by OPC and Veridis.

Following completion of the Reorganization, OPC holds 80%, and Veridis holds the remaining 20%, of OPC Holdings Israel, which holds 100% of Rotem and the other business activities in the energy and electricity generation and supply sectors in Israel transferred by OPC.

Pursuant to the agreement, OPC and Veridis also entered into a shareholders' agreement to regulate the relationship between OPC and Veridis in OPC Holdings Israel. For more information on the shareholders' agreement, see Kenon's report on Form 6-K furnished to the SEC on May 9, 2022.
