

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

F O R M 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 March 2014

MAGIC SOFTWARE ENTERPRISES LTD.
(Name of Registrant)

5 HaPlada Street, Or-Yehuda, Israel 60218
(Address of Principal Executive Office)

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 in paper as permitted by Regulation S-T Rule 101(b)(1): ☐

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

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes ☐ No ☒

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- _____

This Form 6-K is being incorporated by reference into the Registrant's Registration Statements on Form F-3, File No. 333-192241 and on Form S-8, File Nos. 333-13270, 333-113552, 333-132221 and 333-149553.

MAGIC SOFTWARE ENTERPRISES LTD.

The following exhibit is attached:

Exhibit 99.1 Press release: Magic Software Enterprises Announces Exercise of Its Over-Allotment Option

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.

MAGIC SOFTWARE ENTERPRISES LTD.
(Registrant)

By /s/Amit Birk
Amit Birk
VP, General Counsel

Date: March 4, 2014

EXHIBIT INDEX

Exhibit 99.1 Press release: Magic Software Enterprises Announces Exercise of Its Over-Allotment Option

Magic Software Enterprises Announces Exercise of Its Over-Allotment Option**Tuesday, March 4, 2014**

OR YEHUDA, Israel, March 4, 2014 – Magic Software Enterprises Ltd. (NASDAQ and TASE: MGIC) (the “Company”), a global provider of mobile and cloud-enabled application development and business integration platforms, announced today that the underwriters of its previously announced public offering of ordinary shares have exercised in full their option to purchase an additional 900,000 ordinary shares at the public offering price of \$8.50 per share, less underwriting, discounts and commissions. Proceeds from the exercise of the option will be approximately \$7.2 million after deducting underwriting discounts and commissions.

The closing of the offering of 6,900,000 ordinary shares is expected to occur on March 5, 2014, subject to customary closing conditions. Barclays Capital Inc. and William Blair & Company, L.L.C. are acting as joint book-running managers for the offering and Maxim Group LLC and H.C. Wainwright & Co., LLC are acting as co-managers for the offering.

As previously announced, the Company intends to use the net proceeds of the offering for general corporate purposes, which may include, among other things, funding of its working capital needs and funding of potential acquisitions.

A shelf registration statement on Form F-3 relating to the public offering of the ordinary shares described above was filed with the Securities and Exchange Commission, or SEC, and is effective. A preliminary and final prospectus supplement relating to the offering have been filed with the SEC and are available on the SEC's website at <http://www.sec.gov>. Copies of the prospectus supplement and accompanying base prospectus relating to this offering may be obtained from Barclays Capital Inc., c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, telephone: (888) 603-5847, email: Barclaysprospectus@broadridge.com.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy any of the securities described herein, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such state or jurisdiction.

About Magic Software Enterprises

Magic Software Enterprises Ltd. (NASDAQ and TASE: MGIC) is a global provider of mobile and cloud-enabled application development and business integration platforms.

Forward-Looking Statements

Except for the historical information contained herein, the matters discussed in this news release include forward-looking statements that may involve a number of risks and uncertainties. Actual results may vary significantly based upon a number of factors including, but not limited to, risks in product and technology development, market acceptance of new products and continuing product conditions, both here and abroad, release and sales of new products by strategic resellers and customers, and other risk factors detailed in the Company's most recent annual report and other filings with the Securities and Exchange Commission. These forward-looking statements are made only as of the date hereof, and the Company undertakes no obligation to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise.

Magic is a registered trademark of Magic Software Enterprises Ltd. All other product and company names mentioned herein are for identification purposes only and are the property of, and might be trademarks of, their respective owners.

Press Contact:

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