

STRATASYS LTD.
Form SC 13G/A
February 14, 2018

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G/A
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO § 240.13d-2

(Amendment No. 5)*

Stratasys Ltd.

(Name of Issuer)

Ordinary Shares, Nominal Value NIS 0.01

(Title of Class of Securities)

M85548 101

(CUSIP Number)

December 31, 2017

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. M85548 101 13G/APage 2 of 6 Pages

1. NAMES OF REPORTING PERSONS

Roy J. Zuckerberg

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3. SEC Use Only

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

6. SHARED VOTING POWER

2,434,787 (1)

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

2,434,787 (1)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,434,787 (1)

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.5% (2)

12. TYPE OF REPORTING PERSON (See Instructions)

IN

- Consists of 2,434,787 Ordinary Shares held by Samson Capital, LLC with respect to which the Reporting Person may be deemed to possess shared voting and dispositive power. The Reporting Person is party to an agreement pursuant to which he has the right to independently make decisions as to the voting and disposition of 1,465,649 of the Ordinary Shares held by Samson Capital, LLC, without having to consult with any other person. See Item 4.
- (1)
- (2) This percentage is based on 53,630,699 Ordinary Shares issued and outstanding as of December 31, 2017 (based on information provided to the Reporting Person by the Issuer upon the inquiry of the Reporting Person).
-

Item 1(a). Name of Issuer:

The name of the issuer is Stratasys Ltd. (the "Issuer").

Item 1(b). Address of Issuer's Principal Executive Offices:

The Issuer has dual principal executive offices, located at 2 Holtzman Street, Science Park, P.O. Box 2496, Rehovot 76124, Israel and 7665 Commerce Way, Eden Prairie, Minnesota 55344.

Item 2(a). Name of Person Filing:

Roy J. Zuckerberg, who is filing this Amendment No. 5 ("Amendment No. 5") to the Statement of Beneficial Ownership on Schedule 13G originally filed on February 14, 2013 (the "Original Statement"), as amended by Amendment No. 1 thereto, filed on February 12, 2014 ("Amendment No. 1"), Amendment No. 2 thereto, filed on February 13, 2015 ("Amendment No. 2"), Amendment No. 3 thereto, filed on February 11, 2016 ("Amendment No. 3") and Amendment No. 4 thereto, filed on February 14, 2017 ("Amendment No. 4"), is referred to herein as the "Reporting Person."

Samson Capital, LLC, a Delaware limited liability company ("Samson Capital"), which previously served as a reporting person together with Mr. Zuckerberg in the Original Statement and in Amendment No. 1 through Amendment No. 4, had dropped below 5% beneficial ownership of the Ordinary Shares (as defined in Item 2(d) below) as of December 31, 2016 (as reported in Amendment No. 4) and remains below 5% beneficial ownership as of December 31, 2017 and as of the current time, and is therefore no longer a reporting person in this Amendment No. 5.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The principal business office of the Reporting Person is 717 Fifth Avenue, 19th floor, New York, NY 10022.

Item 2(c). Citizenship:

The Reporting Person is a citizen of the United States.

Item 2(d). Title of Class of Securities:

This Amendment No. 5 relates to the ordinary shares, nominal value New Israeli Shekel ("NIS") 0.01 per share ("Ordinary Shares"), of the Issuer.

Item 2(e). CUSIP Number:

The CUSIP number of the Ordinary Shares is M85548 101.

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b), or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with §240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Roy J. Zuckerberg:

- (a) Amount beneficially owned: 2,434,787 Ordinary Shares*#
- (b) Percent of class: 4.5%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 2,434,787*
 - (iii) Sole power to dispose of or to direct the disposition of: 0
 - (iv) Shared power to dispose of or to direct the disposition of: 2,434,787*

* Consists of 2,434,787 Ordinary Shares held by Samson Capital, for which Mr. Zuckerberg may be deemed to share voting and dispositive power due to his role in the management of Samson Capital as a managing member thereof. Mr. Zuckerberg is party to an agreement pursuant to which he has the right to independently make decisions as to voting and disposition of 1,465,649 of the Ordinary Shares held by Samson Capital, LLC, without having to consult with any other person. Mr. Zuckerberg disclaims beneficial ownership of all of the Ordinary Shares that may be deemed to be beneficially owned by him except to the extent of his pecuniary interest therein.

As reported in Amendment No. 4, Mr. Zuckerberg may have formerly been deemed to beneficially own additional Ordinary Shares, which are held by Hancock LLC, a California limited liability company (“Hancock”), for which shares Mr. Zuckerberg may have been deemed to share voting and dispositive power due to the ownership by the Roy J. Zuckerberg Family Trust of 39.4% of the membership interests of Hancock. Under an agreement, the Roy J. Zuckerberg Family Trust furthermore had the right to independently make decisions as to the voting and disposition of certain of the Ordinary Shares (38,786 Ordinary Shares as of December 31, 2016) held by Hancock without having to consult with any other person. Over the course of 2017, Hancock (based upon the directions of the Roy J. Zuckerberg Family Trust) sold all such Ordinary Shares, which also reduced the Roy J. Zuckerberg Family Trust’s ownership of the membership interests of Hancock to 0.1% as of December 31, 2017. As a result, the Roy J. Zuckerberg Family Trust (and, consequently, Mr. Zuckerberg) no longer beneficially owns any of the Ordinary Shares (520,838 Ordinary Shares, as of December 31, 2017) held by Hancock.

All percentage ownership reflected in this Amendment No. 5 are based on 53,630,699 Ordinary Shares issued and outstanding as of December 31, 2017 (based on information provided to the Reporting Person by the Issuer upon the inquiry of the Reporting Person).

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

The various members of Samson Capital (as described in Item 2(a) above) have the right to receive dividends from, and proceeds from the sale of, the 2,434,787 Ordinary Shares held by Samson Capital.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

Not applicable.

SIGNATURE

After reasonable 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.

/s/ Roy J. Zuckerberg
ROY J. ZUCKERBERG

Dated: February 14, 2018
