

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

FORM F-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

PolyPid Ltd.

(Exact name of registrant as specified in its charter)

Israel

(State or other jurisdiction of
incorporation or organization)

Not applicable

(I.R.S. Employer
Identification Number)

**18 Hasivim Street
Petach Tikva 495376, Israel**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Amir Weisberg
President**

PolyPid Inc.

**The Atrium at 47 Maple Street
Suite 302A**

Summit, NJ 07901

Telephone: (908) 378-9530

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

Copies to:

**Divakar Gupta
Daniel I. Goldberg
Joshua A. Kaufman
Madison Jones
Cooley LLP
55 Hudson Yards
New York, NY 10001
Telephone: (212) 479-6000
Facsimile: (212) 479-6275**

**Oded Har-Even
David Huberman
Reut Alfiah
Sullivan & Worcester Israel
(Har-Even & Co.)
41-45 Rothschild Blvd.
Beit Zion
Tel Aviv, Israel 6578401
Telephone: +972 (3) 795-5555
Facsimile: +972 (3) 795-5550**

**Nathan Ajiashvili
Joshua G. Kiernan
Latham & Watkins LLP
885 Third Avenue
New York, NY 10022
Telephone: (212) 906-1200
Facsimile: (212) 751-4864**

**Barry P. Levenfeld
Adrian Daniels
Yigal Arnon & Co.
1 Azrieli Center
Tel Aviv, Israel 67021
Telephone: +972 (3) 608-7777
Facsimile: +972 (2) 623-9236**

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. (333-238978)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act.

Emerging growth company

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.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities To Be Registered	Proposed Maximum Aggregate Offering Price ⁽¹⁾⁽²⁾	Amount of Registration Fee ⁽³⁾
Ordinary Shares, with no par value per share	\$7,906,250	\$1,027

- (1) Based on the initial public offering price of \$16.00 per ordinary share. The registrant previously registered securities at an aggregate offering price not to exceed \$61,093,750 on a Registration Statement on Form F-1 (File No. 333-238978), which was declared effective on June 25, 2020 (the "Prior Registration Statement"). In accordance with Rule 462(b) promulgated under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$7,906,250 is hereby registered, which includes shares issuable upon exercise of the underwriters' option to purchase additional shares and does not include the securities that the Registrant previously registered on the Prior Registration Statement.
- (2) Includes the ordinary shares that the underwriters have the option to purchase.
- (3) Calculated pursuant to Rule 457(o) based on an estimate of the proposed maximum aggregate offering price.

The Registration Statement shall become effective upon filing in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.

**EXPLANATORY NOTE AND
INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

This Registration Statement (the “Registration Statement”) is being filed with the Securities and Exchange Commission (the “Commission”) with respect to the registration of additional ordinary shares, with no par value per share, of PolyPid Ltd. (the “Registrant”), pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the “Securities Act”). This Registration Statement incorporates by reference the contents of, including all amendments and exhibits thereto, the Registration Statement on [Form F-1, as amended \(File No. 333-238978\)](#) (the “Prior Registration Statement”), which the Commission declared effective on June 25, 2020, and is being filed solely for the purpose of increasing the aggregate offering price of ordinary shares to be offered in the public offering by \$7,906,250, which includes additional shares that may be sold pursuant to the underwriters’ option to purchase additional ordinary shares. The additional ordinary shares that are being registered for sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in Prior Earlier Registration Statement. The required opinion and consents are listed on the Exhibit Index attached hereto and filed herewith.

EXHIBIT INDEX

Exhibit Number	Description
5.1	Opinion of Sullivan & Worcester Israel (Har-Even & Co.) .
23.1	Consent of Kost, Forer, Gabbay & Kasierer, Certified Public Accountants (Israel), an independent registered public accounting firm and a member firm of Ernst & Young LLP
23.2	Consent of Sullivan & Worcester Israel (Har-Even & Co.) (included in Exhibit 5.1)
24.1	Power of Attorney (included on the signature page of the Registration Statement on Form F-1 (File No. 333-238978), filed with the Commission on June 22, 2020 and incorporated herein by reference).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Petach Tikva, Israel, on the 25th day of June, 2020.

POLYPID, LTD.

By: /s/ Amir Weisberg
Amir Weisberg
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Amir Weisberg</u> Amir Weisberg	Chief Executive Officer and Director (Principal Executive Officer)	June 25, 2020
* <u>Dikla Czaczkes Akselbrad</u>	Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	June 25, 2020
* <u>Jacob Harel</u>	Chairman	June 25, 2020
* <u>Yechezkel Barenholz, Ph.D.</u>	Director	June 25, 2020
* <u>Nir Dror</u>	Director	June 25, 2020
* <u>Chaim Hurvitz</u>	Director	June 25, 2020
* <u>Itzhak Krinsky, Ph.D.</u>	Director	June 25, 2020
* <u>Anat Tsour Segal</u>	Director	June 25, 2020
* <u>Robert B. Stein, M.D., Ph.D.</u>	Director	June 25, 2020
* <u>Stanley Stern</u>	Director	June 25, 2020

*By: /s/ Amir Weisberg
Amir Weisberg, Attorney-in-fact

June 25, 2020

To:
PolyPid Ltd.
18 Hasivim St.
Petach Tikva 4959376, Israel

Re: **Registration Statement on Form F-1**

Ladies and Gentlemen:

We have acted as Israeli counsel to PolyPid Ltd. (the “**Company**”), an Israeli company, in connection with the registration by the Company of ordinary shares, no par value of the Company (the “**Ordinary Shares**”), including Ordinary Shares issuable upon exercise of the underwriters’ over-allotment option, in connection with an underwritten public offering of the Company (the “**Offering**”).

In connection with this opinion, we have examined the originals, or photocopies or copies, certified or otherwise identified to our satisfaction, of registration statement on Form F-1 (Registration Statement No. 333-238978) (the “**Initial Registration Statement**”) filed by the Company with the U.S. Securities and Exchange Commission (the “**Commission**”) under the Securities Act of 1933, as amended (the “**Securities Act**”), and a Registration Statement on Form F-1 that is to be filed with the Commission pursuant to Rule 462(b) of Regulation C promulgated under the Securities Act (the “**Rule 462(b) Registration Statement**”) and together with the Initial Registration Statement, the “**Registration Statements**”) as to which this opinion is filed as an exhibit, the exhibits to the Registration Statements including the form of Underwriting Agreement between the Company and Barclays Capital Inc., as representative of the underwriters listed therein, copies of the Company’s articles of association, resolutions of the Company’s Board of Directors (the “**Board**”) which have heretofore been approved and relate to the Offering, and such statutes, regulations, corporate records, documents, certificates and such other instruments that we have deemed relevant and necessary for the basis of our opinions hereinafter expressed. 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.

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.

Based upon and subject to the foregoing, we are of the opinion that (i) the Ordinary Shares have been duly authorized for issuance by all necessary corporate action by the Company; and (ii) upon payment to the Company of the consideration in such amount and form as shall be determined by the Board or an authorized committee thereof, the Ordinary Shares, when issued and sold in the Offering as described in the Registration Statements (including any additional Ordinary Shares pursuant to Rule 462(b) under the Securities Act), will be duly and validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Company’s Rule 462(b) Registration Statement and to the use of our name wherever it appears in the Registration Statements. In giving such consent, we do not believe that we are “experts” within the meaning of such term as used in the Securities Act, or the rules and regulations of the Commission issued thereunder with respect to any part of the Registration Statements, including this opinion as an exhibit or otherwise.

Very truly yours,

/s/ Sullivan & Worcester Israel (Har-Even & Co.)

Sullivan & Worcester Israel (Har-Even & Co.)

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement on Form F-1 filed pursuant to Rule 462(b) of the Securities Act of 1933 of the reference to our firm under the caption "Experts" and to the incorporation by reference of our report dated February 24, 2020, (except Notes 1(d),2(n),7,9,10,12,13 and 15, to which the date is June 21, 2020) with respect to the consolidated financial statements of Polypid Ltd. included in Amendment No. 2 to the Registration Statement (Form F-1 No. 333-238978) and related Prospectus of Polypid Ltd. for the registration of its ordinary shares.

/s/ KOST FORER GABBAY & KASIERER

KOST FORER GABBAY & KASIERER
A Member of Ernst & Young Global
Tel-Aviv, Israel
June 25, 2020
