

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

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

COGYTE SOFTWARE LTD.

(Exact name of registrant as specified in its charter)

Israel

Not Applicable

(State or Other Jurisdiction of
Incorporation or Organization)

(I.R.S. Employer
Identification Number)

**33 Maskit
Herzliya Pituach
4673333, Israel**

Not Applicable

(Address of Principal Executive Offices)

(Zip Code)

Cogyte Software Ltd. 2021 Share Incentive Plan
(Full Title of the Plans)

**Dean Ridlon
Head of Investor Relations
Cogyte Software Ltd.
80 Orville DR
Suite 100
Bohemia, NY 11716**

(Name and address of agent for service)

(631) 244-1414

(Telephone number, including area code, of agent for service)

Copies to:

**Colin J. Diamond
Paul Hastings LLP
200 Park Avenue
New York, New York 10166
Tel: (212) 318-6000**

**Ran Camchy, Adv.
Meitar | Law Offices
16 Abba Hillel Silver Rd.
Ramat Gan 5250608, Israel
Tel: +972-3-610-3100**

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

Accelerated filer

Non-accelerated filer

Smaller reporting company

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.

EXPLANATORY NOTE

Pursuant to General Instruction E of Form S-8, Cognyte Software Ltd. (“**Cognyte**,” the “**Company**,” the “**Registrant**,” “**our company**,” “**we**” or “**us**”) is filing this Registration Statement on Form S-8 (this “**Registration Statement**”) with the Securities and Exchange Commission (the “**Commission**”) to register 1,200,000 additional ordinary shares, no par value (“**Ordinary Shares**”), of the Registrant reserved for issuance under the Cognyte Software Ltd. 2021 Share Incentive Plan, as amended (the “**2021 Plan**”) resulting from an amendment to the 2021 Plan. This Registration Statement hereby incorporates by reference the contents of the Registrant’s Registration Statement on [Form S-8](#) filed with the Commission on January 29, 2021 (File No. 333-252565).

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for in Part I of Form S-8 is not being filed with or included in this Form S-8 (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Commission.

PART II

Information Required in the Registration Statement

Item 3. Incorporation of Documents by Reference.

We hereby incorporate by reference herein the following documents (or portions thereof) that we have filed with or furnished to the Commission:

(a) our Annual Report on [Form 20-F](#) for the fiscal year ended January 31, 2024, filed with the Commission on April 9, 2024, pursuant to Section 13(a) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), as amended by [Amendment No. 1 to Form 20-F](#) filed with the Commission on April 19, 2024;

(b) the description of our securities contained in Item 10.A “Share Capital” and Item 10.B “Memorandum and Articles of Association” in Amendment No. 1 to the Registration Statement on [Form 20-F](#), filed with the Commission on January 14, 2021; and

(c) all other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act, including our reports on Form 6-K filed with the Commission on [March 28, 2024](#), [April 8, 2024](#) and [April 9, 2024](#).

All other documents subsequently filed by us pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act and, to the extent designated therein, Reports of Foreign Private Issuer on Form 6-K furnished by us to the Commission, in each case, subsequent to the effective date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered under the Registration Statement have been sold, or deregistering all securities then remaining unsold, are also incorporated herein by reference and shall be a part hereof from the date of the filing or furnishing of such documents.

Any statement contained herein or in a document, all or a portion of which is, incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Notwithstanding the foregoing, no information is incorporated by reference in this Registration Statement where such information under applicable forms and regulations of the Commission is not deemed to be “filed” under Section 18 of the Exchange Act or otherwise subject to the liabilities of that section, unless the report or filing containing such information indicates that the information therein is to be considered “filed” under the Exchange Act or is to be incorporated by reference in this Registration Statement.

Item 8. Exhibits.

Exhibit Number	Exhibit
4.1	Articles of Association of the Registrant, as amended (1)
4.2	Cognyte Software Ltd. 2021 Share Incentive Plan (2)
4.2.1	Amendment No. 1 to Cognyte Software Ltd. 2021 Share Incentive Plan(3)
4.3	Specimen ordinary share certificate of the Registrant (4)
5.1	Opinion of Meitar Law Offices as to the legality of Cognyte Software Ltd.'s Ordinary Shares being registered*
23.1	Consent of Brightman Almagor Zohar & Co., a firm in the Deloitte Global Network, an independent registered public accounting firm*
23.2	Consent of Meitar Law Offices (included in Exhibit 5.1)*
24	Power of Attorney (included on the signature page of this Registration Statement)*
107	Filing Fee Table*

(1) Incorporated by reference to Exhibit 1.1 to the Registration Statement on Form 20-F of the Registrant (File No. 001-39829), filed with the Commission on December 22, 2020.

(2) Incorporated by reference to Exhibit 4.6 to the Registration Statement on Form 20-F of the Registrant (File No. 001-39829), filed with the Commission on December 22, 2020.

(3) Incorporated by reference to Exhibit 4.6A to Amendment No. 1 to the Annual Report on Form 20-F/A for the year ended January 31, 2024, filed with the Commission on April 19, 2024.

(4) Incorporated by reference to Exhibit 2.1 to the Registration Statement on Form 20-F of the Registrant (File No. 001-39829), filed with the Commission on December 22, 2020.

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of 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 the City of Herzliya, State of Israel, on this 19th day of April, 2024.

Cognyte Software Ltd.

By: /s/ Elad Sharon
Name: Elad Sharon
Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that the undersigned officers and directors of Cognyte Software Ltd., an Israeli corporation, do hereby constitute and appoint Elad Sharon, Chief Executive Officer, and David Abadi, Chief Financial Officer, and each of them, their lawful attorneys-in-fact and agents with full power and authority to do any and all acts and things and to execute any and all instruments which said attorneys and agents, and any one of them, determine may be necessary or advisable or required to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules or regulations or requirements of the Securities and Exchange Commission in connection with this Registration Statement. Without limiting the generality of the foregoing power and authority, the powers granted include the power and authority to sign the names of the undersigned officers and directors in the capacities indicated below to this Registration Statement, to any and all amendments, both pre-effective and post-effective, and supplements to this Registration Statement, and to any and all instruments or documents filed as part of or in conjunction with this Registration Statement or amendments or supplements thereof, and each of the undersigned hereby ratifies and confirms that all said attorneys and agents, or any one of them, shall do or cause to be done by virtue hereof. This Power of Attorney may be signed in several counterparts.

IN WITNESS WHEREOF, each of the undersigned has executed this Power of Attorney as of the date indicated.

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Elad Sharon</u> Elad Sharon	Chief Executive Officer and Director (Principal Executive Officer)	April 19, 2024
<u>/s/ David Abadi</u> David Abadi	Chief Financial Officer (Principal Financial and Accounting Officer)	April 19, 2024
<u>/s/ Earl Shanks</u> Earl Shanks	Chairman of the Board	April 19, 2024
<u>/s/ Avi Cohen</u> Avi Cohen	Director	April 19, 2024
<u>/s/ Dafna Sharir</u> Dafna Sharir	Director	April 19, 2024
<u>/s/ Zvika Naggan</u> Zvika Naggan	Director	April 19, 2024
<u>/s/ Richard Nottenburg</u> Richard Nottenburg	Director	April 19, 2024
<u>/s/ Karmit Shilo</u> Karmit Shilo	Director	April 19, 2024

AUTHORIZED REPRESENTATIVE

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of Cognyte Software Ltd. has signed this registration statement on April 19, 2024.

Dean Ridlon

By: /s/ Dean Ridlon

Name: Dean Ridlon

Title: Head of Investor Relations



MEITAR | LAW OFFICES

16 Abba Hillel Silver Road, Ramat Gan, 5250608, Israel
Tel. + 972 3 6103100 Fax. + 972 3 6103111 www.meitar.com

April 19, 2024

Cognyte Software Ltd.
33 Maskit
Herzliya Pituach
4673333, Israel

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as Israeli counsel to Cognyte Software 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 under the Securities Act of 1933 (the “**Securities Act**”) covering the offer, issuance and sale of an additional 1,200,000 ordinary shares of the Company, no par value (collectively, the “**Shares**”), under the Cognyte Software Ltd. 2021 Share Incentive Plan (the “**Plan**”).

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of the Plan, as amended, the Registration Statement, the Company’s Articles of Association, and such other agreements, certificates, resolutions, minutes and other statements of corporate officers and other representatives of the Company and others, and other documents provided to us by the Company as we have deemed necessary or appropriate as a basis for this opinion.

In rendering an opinion on the matters hereinafter set forth, we have assumed the authenticity of all original documents submitted to us as certified, conformed or photographic copies thereof, the genuineness of all signatures and the due authenticity of all persons executing such 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 amended) and all applicable laws. In addition, we have assumed that the Company will receive the full consideration for the Shares (which may consist, in part or in full, of services performed for the Company).

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 foregoing, we are of the opinion that the Shares have been duly authorized and reserved for issuance and, when issued and paid for, will be legally issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement. In giving this opinion and such consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act, the rules and regulations of the Securities and Exchange Commission promulgated thereunder, or Item 509 of Regulation S-K promulgated under the Securities Act.

Very truly yours,

/s/ Meitar Law Offices
Meitar | Law Offices

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement on Form S-8 of our report dated April 9, 2024 relating to the consolidated financial statements of Cognyte Software Ltd. and subsidiaries and the effectiveness of Cognyte Software Ltd.'s internal control over financial reporting, appearing in the Annual Report on Form 20-F of Cognyte Software Ltd. for the year ended January 31, 2024.

/s/ Brightman Almagor Zohar & Co.

Brightman Almagor Zohar & Co.,
Certified Public Accountants
A firm in the Deloitte Global Network

Tel Aviv, Israel
April 19, 2024

Calculation of Filing Fee Table

Form S-8
(Form Type)

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

Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Fees to Be Paid	Equity	Ordinary Shares, no par value (“ordinary shares”), reserved for issuance pursuant to the 2021 Share Incentive Plan (the “2021 Plan”)	Other ⁽²⁾	1,200,000 ⁽³⁾	\$ 6.65 ⁽²⁾	\$ 7,980,000	\$ 0.0001476	\$ 1,177.85
				1,200,000		\$ 7,980,000		\$ 1,177.85

								\$ 1,177.85

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional ordinary shares of the Registrant that become issuable under the 2021 Plan in respect of the ordinary shares being registered to prevent dilution resulting from any share dividend, share split, recapitalization or other similar transaction effected without the receipt of consideration that increases the number of outstanding ordinary shares.

(2) Estimated in accordance with Rules 457(c) and 457(h) solely for the purpose of calculating the registration fee based on \$6.65 per ordinary share, which represents the average of the high and low prices of the ordinary shares as reported on the Nasdaq Global Select Market on April 16, 2024.

(3) Represents additional ordinary shares available for issuance pursuant to potential future grants under the 2021 Plan resulting from an amendment to the 2021 Plan.