

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

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

TUFIN SOFTWARE TECHNOLOGIES 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)

5 HaShalom Road, ToHa Tower
Tel Aviv 6789205, Israel
(Address of Principal Executive Offices) (Zip Code)

Tufin Software Technologies Ltd. 2019 Equity-Based Incentive Plan
(Full Title of the Plan)

Tufin Software North America, Inc.
10 Summer Street, Suite 605
Boston, Massachusetts 02110-1292
(Name and address of agent for service)

+1 (877) 270-7711
(Telephone number, including area code, of agent for service)

Copies to:

Colin J. Diamond, Esq.
Scott Levi, Esq.
White & Case LLP
1221 Avenue of the Americas
New York, New York 10020-1095
Tel: +1 (212) 819-8200

Dr. Shachar Hadar, Adv.
Meitar | Law Offices
16 Abba Hillel Silver Rd.
Ramat Gan 5250608, Israel
Tel: +972-3-610-3100
Fax: +972-3-610-3111

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	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input checked="" type="checkbox"/>		

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

This Registration Statement is being filed to register an additional 1,892,556 ordinary shares, par value NIS 0.015 per share (“Ordinary Shares”), of Tufin Software Technologies Ltd. (the “Registrant,” “we,” “our” or “us”) issuable pursuant to the Tufin Software Technologies Ltd. 2019 Equity-Based Incentive Plan (the “2019 Plan”), representing an automatic annual increase effective as of January 1, 2022 pursuant to the 2019 Plan.

Pursuant to Instruction E of Form S-8, the contents of our prior registration statements on Forms S-8 (File Nos. [333-231985](#), [333-237291](#) and [333-253994](#)) are incorporated herein by reference, and the information required by Part II is omitted, except as supplemented by the information set forth below.

On June 6, 2019, we filed with the Securities and Exchange Commission (the “Commission”) a registration statement on Form S-8 (File No. 333-231985) registering, among others, 2,646,848 Ordinary Shares that may be issued under the 2019 Plan. On March 20, 2020, we filed with the Commission an additional registration statement on Form S-8 (File No. 333-237291) registering 1,761,512 Ordinary Shares, which represented an automatic annual increase effective as of January 1, 2020 pursuant to the 2019 Plan. On March 8, 2021, we filed with the Commission an additional registration statement on Form S-8 (File No. 333-253994) registering 1,798,624 Ordinary Shares, which represented an automatic annual increase effective as of January 1, 2021 pursuant to the 2019 Plan.

The 2019 Plan provides that the number of Ordinary Shares available for issuance under the 2019 Plan will automatically increase on January 1 of each calendar year during the term of the 2019 Plan by the lesser of (i) an amount determined by our board of directors, if so determined prior to the January 1 of the calendar year in which the increase will occur, (ii) 5% of the total number of shares outstanding on December 31 of the immediately preceding calendar year and (iii) 5,000,000 Ordinary Shares.

PART II

Information Required in the Registration Statement

Item 3. Incorporation of Documents by Reference.

We hereby incorporate by reference 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 year ended December 31, 2021, filed with the Commission on March 7, 2022 (File No. 001-38866);
- (b) Our [Report of Foreign Private Issuer on Form 6-K](#) furnished to the Commission on April 6, 2022; and
- (c) The description of our Ordinary Shares contained in the prospectus included in our [registration statement on Form F-1](#) originally filed with the Commission on March 6, 2019, as amended (File No. 333-230109), which description is incorporated by reference into our registration statement on Form 8-A (File No. 001-38866), filed by us with the Commission under Section 12(b) of the Exchange Act, on April 9, 2019, including any amendment or report filed for the purpose of updating that description (including [Exhibit 2.5](#) to the Annual Report on Form 20-F for the fiscal year ended December 31, 2021).

All other documents filed by us pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, and, to the extent designated therein, Reports of Foreign Private Issuer on Form 6-K furnished by us to the Commission that are identified in such forms as being incorporated into this Registration Statement, 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 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 statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

Exhibit

Number	Exhibit
3.1	Amended and Restated Articles of Association of the Registrant (incorporated by reference to Exhibit 1.1 to the Registrant's Annual Report on Form 20-F filed with the Commission on March 2, 2021)
4.1	Tufin Software Technologies Ltd. 2019 Equity-Based Incentive Plan (incorporated by reference to Exhibit 4.2 to the Registrant's Annual Report on Form 20-F filed with the Commission on March 2, 2021)
4.2	Specimen ordinary share certificate of the Registrant (incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-8 (Registration No. 333-237291) filed with the Commission on March 20, 2020)
5.1*	Opinion of Meitar Law Offices as to the legality of Tufin Software Technologies Ltd.'s Ordinary Shares being registered
23.1*	Kesselman & Kesselman, Certified Public Accountants (Isr.), a member firm of PricewaterhouseCoopers International Limited
23.2*	Consent of Meitar Law Offices (included in Exhibit 5.1)
24.1*	Power of Attorney (included on the signature page of this Registration Statement)
107.1*	Filing Fee Table
*	Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Tel Aviv, Israel, on this 2nd day of May 2022.

Tufin Software Technologies Ltd.

By: /s/ Reuven Kitov

Name: Reuven Kitov

Title: Chief Executive Officer and Chairman of the Board

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that the undersigned officers and directors of Tufin Software Technologies Ltd., an Israeli corporation, do hereby constitute and appoint Reuven Kitov, Chief Executive Officer and Jack Wakileh, 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, including post-effective amendments, and supplements to this Registration Statement and to any and all instruments or documents filed as part of or in conjunction with such registration statements or amendments or supplements thereof and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, 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.

Signature	Title	Date
<u>/s/ Reuven Kitov</u> Reuven Kitov	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	May 2, 2022
<u>/s/ Jack Wakileh</u> Jack Wakileh	Chief Financial Officer (Principle Financial Officer and Principal Accounting Officer)	May 2, 2022
<u>/s/ Reuven Harrison</u> Reuven Harrison	Director	May 2, 2022
<u>/s/ Ohad Finkelstein</u> Ohad Finkelstein	Director	May 2, 2022
<u>/s/ Yuval Shachar</u> Yuval Shachar	Director	May 2, 2022
<u>/s/ Yair Shamir</u> Yair Shamir	Director	May 2, 2022
<u>/s/ Edouard Cukierman</u> Edouard Cukierman	Director	May 2, 2022
<u>/s/ Tom Schodorf</u> Tom Schodorf	Director	May 2, 2022
<u>/s/ Peter Campbell</u> Peter Campbell	Director	May 2, 2022
<u>/s/ Dafna Gruber</u> Dafna Gruber	Director	May 2, 2022
<u>/s/ Brian Gumbel</u> Brian Gumbel	Director	May 2, 2022

AUTHORIZED REPRESENTATIVE IN THE UNITED STATES:

Tufin Software North America, Inc.

By: /s/ Reuven Kitov

Name: Reuven Kitov

Title: Chief Executive Officer and Chairman of the Board

Date: May 2, 2022



MEITAR | LAW OFFICES

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

Ramat Gan, May 2, 2022

Tufin Software Technologies Ltd.
5 HaShalom Road, ToHa Tower
Tel Aviv 6789205
Israel

RE: Registration on Form S-8

Ladies and Gentlemen:

We have acted as Israeli counsel to Tufin Software Technologies Ltd., an Israeli company (the “**Company**”), in connection with its filing of a registration statement on Form S-8 on or about May 2, 2022 (the “**Registration Statement**”), under the Securities Act of 1933, as amended (the “**Securities Act**”), relating to the registration of 1,892,556 of the Company’s ordinary shares, par value NIS 0.015 per share (the “**Ordinary Shares**”), which may be issued under the Company’s 2019 Equity-Based Incentive Plan (the “**Plan**”).

In our capacity as counsel to the Company, we have examined originals or copies, certified or otherwise identified to our satisfaction, of the Company’s (i) Amended Articles of Association (the “**Articles**”), (ii) the Plan, (iii) resolutions of the Company’s board of directors and (iv) other statements of corporate officers and other representatives of the Company and other documents provided to us by the Company as we have deemed necessary or appropriate as a basis for this opinion. In such examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals and the conformity with the original documents of all documents submitted to us as copies or facsimiles. As to any facts material to this opinion, to the extent that we did not independently establish relevant facts, we have relied on certificates of public officials and certificates of officers or other representatives of the Company. 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 prepared in accordance with the Company’s Articles and all applicable laws. In addition, we have assumed that the Company will receive the full consideration for the Ordinary Shares (which may consist, in part or in full, of services performed for the Company).

We are admitted to practice law in the State of Israel and the opinion expressed herein is expressly limited to the laws of the State of Israel.

On the basis of the foregoing, we are of the opinion that the Ordinary Shares being registered pursuant to the Registration Statement, when issued and paid for in accordance with the Plan, pursuant to agreements with respect to the Plan and, as the case may be, pursuant to the terms of the awards that may be granted under the Plan, will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion 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.

This opinion letter is rendered as of the date hereof and we disclaim any obligation to advise you of facts, circumstances, events or developments that may be brought to our attention after the effective date of the Registration Statement that may alter, affect or modify the opinions expressed herein.

Very truly yours,

/s/ Meitar | Law Offices
Meitar | Law Offices



CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Tufin Software Technologies Ltd. of our report dated March 07, 2022 relating to the financial statements, which appears in Tufin Software Technologies Ltd.'s Annual Report on Form 20-F for the year ended December 31, 2021.

Tel Aviv, Israel
May 2, 2022

/s/ Kesselman & Kesselman
Certified Public Accountants (Isr.)
A member firm of PricewaterhouseCoopers International Limited

*Kesselman & Kesselman, Derech Menachem Begin 146 Street, Tel Aviv-Yafo 6492103, Israel,
P.O Box 7187 Tel-Aviv 6107120 Telephone: +972 -3- 7954555, Fax: +972 -3-7954556, www.pwc.com/il*

CALCULATION OF FILING FEE TABLE

FORM S-8
(Form Type)TUFIN SOFTWARE TECHNOLOGIES LTD.
(Exact Name of Registrant as Specified in its Charter)**Table 1: Newly Registered Securities**

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Unit (2)	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Ordinary shares, New Israeli Shekel 0.015 per share	Rule 457(c) and 457(h)	1,892,556 (3)	\$12.82	\$24,243,642	\$92.70 per million dollars	\$2,249
Total Offering Amounts					\$24,243,642		\$2,249
Total Fee Offsets							\$—
Net Fee Due							\$2,249

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers such indeterminate number of Ordinary Shares as may be offered or issued to prevent dilution resulting from stock splits, stock dividends, or similar transactions pursuant to the terms of the Tufin Software Technologies Ltd. 2019 Equity-Based Incentive Plan (the “2019 Plan”).

(2) For purposes of computing the registration fee only. Calculated in accordance with Rule 457(h)(1) and 457(c) promulgated under the Securities Act, based on the average of the low and high prices (\$12.74 and \$12.91) of the Registrant’s Ordinary Shares on the New York Stock Exchange on April 29, 2022.

(3) Represents 1,892,556 additional Ordinary Shares authorized for issuance under the 2019 Plan, representing an automatic annual increase effective as of January 1, 2022 pursuant to the 2019 Plan.