

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

**Cellebrite DI Ltd.**

(Exact name of registrant as specified in its charter)

**State of Israel**

(State or other jurisdiction of  
incorporation or organization)

**94 Shlomo Shmelzer Road  
Petah Tikva 4970602, Israel**

(Address of Principal Executive Offices)

**Not Applicable**

(I.R.S. Employer  
Identification No.)

**Not Applicable**

(Zip Code)

**Cellebrite DI Ltd.  
2021 Share Incentive Plan**

**Cellebrite DI Ltd.  
2021 Employee Share Purchase Plan**  
(Full title of the plan)

**Cellebrite, Inc.  
795 Franklin Ave #4  
Franklin Lakes, New Jersey 07417**  
(Name and address of agent for service)

**(201) 848-8552**  
(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) 318-6068

David S. Glatt  
Elad Ziv  
Meitar | Law Offices  
16 Abba Hillel Road  
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	<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

Pursuant to General Instruction E of Form S-8, Cellebrite DI Ltd. (the “Registrant” or the “Company”) is filing this Registration Statement with the Securities and Exchange Commission (the “SEC”) to register (i) 9,578,572 additional ordinary shares, par value NIS 0.00001 per share (“Ordinary Shares”), of the Registrant reserved for issuance under the Cellebrite DI Ltd. 2021 Share Incentive Plan (the “2021 Plan”) resulting from automatic annual increases as of January 1, 2023 and January 1, 2024 and (ii) 1,154,677 additional Ordinary Shares reserved for issuance under the Cellebrite DI Ltd. 2021 Employee Share Purchase Plan (the “ESPP”) resulting from automatic annual increases as of January 1, 2023 and January 1, 2024. This Registration Statement hereby incorporates by reference the contents of the Registrant’s Registration Statement on [Form S-8](#) filed with the SEC on November 8, 2021 (File No. 333-260878).

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**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 SEC.

**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The Company hereby incorporates by reference in this Registration Statement the following:

- the Company’s annual report on [Form 20-F](#) (File No. 001-40772) for the fiscal year ended December 31, 2023, filed with the SEC on March 21, 2024 pursuant to Section 13(a) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”);
- all other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act by the Company, including the Company’s reports on [Form 6-K](#) and amendments to [Form 6-K](#), filed with the SEC on February 15, 2024 and March 6, 2024; and
- the description of the Company’s Ordinary Shares contained in the Company’s Registration Statement on [Form 8-A](#), filed with the SEC on August 30, 2021, and any other amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, and, to the extent specifically designated therein, reports of foreign private issuer on Form 6-K furnished by the Company to the SEC, in each case, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of 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 SEC 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.**

<b>Exhibit Number</b>	<b>Description of Documents</b>
4.1	<a href="#"><u>Amended and Restated Articles of Cellebrite DI Ltd. (as currently in effect) incorporated by reference to Exhibit 1.1 to the Company's Annual Report on Form 20-F (File No. 001-40772) filed with the SEC on April 27, 2023.</u></a>
4.2	<a href="#"><u>Specimen Ordinary Share Certificate of Cellebrite DI Ltd., incorporated by reference to Exhibit 4.5 to the Company's Registration Statement on Form F-4 (File No. 333-256177), as amended, filed with the SEC on May 17, 2021.</u></a>
4.3	<a href="#"><u>Cellebrite DI Ltd. 2021 Share Incentive Plan, incorporated by reference to Exhibit 10.11 to the Company's Registration Statement on Form F-4 (File No. 333-256177), as amended, filed with the SEC on May 17, 2021.</u></a>
4.4	<a href="#"><u>Cellebrite DI Ltd. 2021 Employee Stock Purchase Plan, incorporated by reference to Exhibit 10.12 to the Company's Registration Statement on Form F-4 (File No. 333-256177), as amended, filed with the SEC on May 17, 2021.</u></a>
5.1	<a href="#"><u>Opinion of Meitar   Law Offices with respect to the legality of the Ordinary Shares.</u></a>
23.1	<a href="#"><u>Consent of Somekh Chaikin, a member firm of KPMG International.</u></a>
23.2	<a href="#"><u>Consent of Korst Forer Gabbay &amp; Kasierer, a member of EY Global.</u></a>
23.3	<a href="#"><u>Consent of Meitar   Law Offices (included in Exhibit 5.1 to this Registration Statement).</u></a>
24.1	<a href="#"><u>Power of Attorney of certain officers and directors (included on the signature page to this Registration Statement).</u></a>
107	<a href="#"><u>Filing Fee Table.</u></a>

## 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 the City of Petah Tikva, State of Israel, on the 21st day of March, 2024.

### CELLEBRITE DI LTD.

By: /s/ Yossi Carmil  
Name: Yossi Carmil  
Title: Chief Executive Officer and Director

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each of the undersigned constitutes and appoints each of Yossi Carmil and Dana Gerner, each acting alone, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for such person and in his or her name, place and stead, in any and all capacities, to sign this Registration Statement on Form S-8 and all post-effective amendments thereto, of Cellebrite DI Ltd., and to file the same, with all exhibits thereto, and other document in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming that any such attorney-in-fact and agent, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

<u>Signature</u>	<u>Title of Capacities</u>	<u>Date</u>
<u>/s/ Yossi Carmil</u> Yossi Carmil	Chief Executive Officer and Director (Principal Executive Officer)	March 21, 2024
<u>/s/ Dana Gerner</u> Dana Gerner	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	March 21, 2024
<u>/s/ Thomas E. Hogan</u> Thomas E. Hogan	Chairman	March 21, 2024
<u>/s/ Nadine Baudot-Trajtenberg</u> Nadine Baudot-Trajtenberg	Director	March 21, 2024
<u>/s/ Adam Clammer</u> Adam Clammer	Director	March 21, 2024
<u>/s/ Yonatan Domnitz</u> Yonatan Domnitz	Director	March 21, 2024
<u>/s/ Dafna Gruber</u> Dafna Gruber	Director	March 21, 2024
<u>/s/ Elly Keinan</u> Elly Keinan	Director	March 21, 2024
<u>/s/ Ryusuke Utsumi</u> Ryusuke Utsumi	Director	March 21, 2024
<u>/s/ Brandon Van Buren</u> Brandon Van Buren	Director	March 21, 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 Celebrite DI Ltd. has signed this registration statement on March 21, 2024.

**CELLEBRITE, INC.**

By: /s/ Yossi Carmil

Name: Yossi Carmil

Title: Director



March 21, 2024

Cellebrite DI Ltd.  
94 Shlomo Shmelzer Road  
Petah Tikva 4970602, Israel

**RE: Registration on Form S-8**

Ladies and Gentlemen:

We have acted as Israeli counsel to Cellebrite DI Ltd., an Israeli company (the "**Company**"), in connection with its filing with the Securities and Exchange Commission of a registration statement on Form S-8 on or about March 21, 2024 (the "**Registration Statement**"), under the Securities Act of 1933, as amended (the "**Securities Act**"), relating to the registration of, with respect to the Company's ordinary shares, NIS 0.00001 par value per share (the "**Ordinary Shares**"): (i) 9,578,572 additional Ordinary shares reserved for issuance under the Cellebrite DI Ltd. 2021 Share Incentive Plan (the "**2021 Plan**") and (ii) 1,154,677 additional Ordinary Shares reserved for issuance under the Cellebrite DI Ltd. 2021 Employee Share Purchase Plan (the "**ESPP**" and together with the 2021 Plan, the "**Plans**").

In our capacity as counsel to the Company, and in addition to reviewing the Registration Statement, we have examined originals or copies, certified or otherwise identified to our satisfaction, of the Company's (i) Amended and Restated Articles of Association (the "**Articles**"), (ii) the Plans, (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.

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 respective Plan, pursuant to agreements with respect to the respective Plan and, as the case may be, pursuant to the terms of the awards that have been or may be granted under the respective 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



**Consent of Independent Registered Public Accounting Firm**

We consent to the use of our report dated March 29, 2022, with respect to the consolidated financial statements of Cellebrite DI Ltd., incorporated herein by reference.

/s/ Somekh Chaikin

Member Firm of KPMG International

Tel Aviv, Israel  
March 21, 2024

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statements (Form S-8) pertaining to the 2021 Share Incentive Plan of Cellebrite DI Ltd. and the 2021 Employee Share Purchase Plan of Cellebrite DI Ltd. of our report dated March 21, 2024, with respect to the consolidated financial statements of Cellebrite DI Ltd. included in this Annual Report (Form 20-F) for the year ended December 31, 2023, filed with the Securities and Exchange Commission. Commission.

Tel Aviv, Israel  
March 21, 2024

/s/ Kost Forer Gabbay & Kasierer  
A Member of EY Global

## Calculation of Filing Fee Table

Form S-8  
(Form Type)Cellebrite DI 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(2)	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Fees to Be Paid	Equity	Ordinary shares, par value NIS 0.00001 per share, reserved for issuance pursuant to the 2021 Share Incentive Plan (the “2021 Plan”)(3)	457(h)	9,578,572	\$ 11.46	\$ 109,770,435.12	0.00014760	\$ 16,202.12
Fees to Be Paid	Equity	Ordinary shares, par value NIS 0.00001 per share, reserved for future issuance under the 2021 Employee Share Purchase Plan (the “ESPP”)(4)	457(h)	1,154,677	\$ 11.46	\$ 13,232,598.42	0.00014760	\$ 1,953.13
<b>Total Offering Amounts</b>						<b>\$ 123,003,033.54</b>		<b>\$ 18,155.25</b>
<b>Total Fee Offsets</b>								<b>—</b>
<b>Net Fee Due</b>								<b>\$ 18,155.25</b>

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional ordinary shares, par value NIS 0.00001 per share (“Ordinary Shares”) of Cellebrite DI Ltd. (the “Registrant”) that become issuable under the 2021 Plan and the ESPP by reason of any share dividend, share split, recapitalization or similar transaction effected without the Registrant’s receipt of consideration which would increase the number of outstanding Ordinary Shares.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and Rule 457(c) promulgated under the Securities Act. The Proposed Maximum Offering Price Per Share is based on the average of the high and the low price of the Registrant’s Ordinary Shares as reported on the Nasdaq Global Market on March 19, 2024.
- (3) Represents the additional Ordinary Shares reserved for issuance under the 2021 Plan resulting from automatic annual increases as of January 1, 2023 and January 1, 2024.
- (4) Represents the additional Ordinary Shares reserved for issuance under the ESPP resulting from automatic annual increase as of January 1, 2023 and January 1, 2024.