
Section 1: 6-K (REPORT OF FOREIGN PRIVATE ISSUER)

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

Form 6-K

Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16
under the Securities Exchange Act of 1934

For the month of: February 2018 (Report No. 11)

Commission file number: 001-37600

NANO DIMENSION LTD.
(Translation of registrant's name into English)

2 Ilan Ramon
Ness Ziona 7403635 Israel
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulations S-T Rule 101(b)(1): _____

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulations S-T Rule 101(b)(7): _____

CONTENTS

Attached hereto and incorporated herein is the Registrant's press release issued on February 28, 2018, announcing the exercise of over-allotment option by underwriters in connection with the previously announced public offering.

This Form 6-K is incorporated by reference into the registration statements on Form F-3 (File No. 333-217173) and Form S-8 (File No. 333-214520) of the Registrant, filed with the Securities and Exchange Commission, to be a part thereof from the date on which this report is submitted, to the extent not superseded by documents or reports subsequently filed or furnished.

Exhibit No.

99.1	<u>Press Release issued by Nano Dimension Ltd. on February 28, 2018, announcing the exercise of over-allotment option by underwriters in connection with the previously announced public offering.</u>
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Nano Dimension Ltd.
(Registrant)

Date: February 28, 2018

By: /s/ Yael Sandler
Name: Yael Sandler
Title: Chief Financial Officer

[\(Back To Top\)](#)

Section 2: EX-99.1 (PRESS RELEASE ISSUED BY NANO DIMENSION LTD. ON FEBRUARY 28, 2018, ANNOUNCING THE EXERCISE OF OVER-ALLOTMENT OPTION BY UNDERWRITERS IN CONNECTION WITH THE PREVIOUSLY ANNOUNCED PUBLIC OFFERING)

Exhibit 99.1



Nano Dimension Announces Exercise of Over-Allotment Option by Underwriters

Ness Ziona, Israel, February 28, 2018 – **Nano Dimension Ltd, a leading additive electronics provider (NASDAQ, TASE: NNDM)**, today announced that the underwriters of its previously announced public offering of 6,000,000 American Depository Shares (ADSs) have exercised their option to purchase an additional 900,000 ADSs, at a price to the public of \$2.00 per ADS, to cover over allotments, bringing total gross proceeds from the offering to approximately \$13.8 million, before deducting underwriting discounts and commissions and other offering-related expenses. This exercise of the over-allotment closed on February 28, 2018.

National Securities Corporation, a wholly owned subsidiary of National Holdings Corporation (NasdaqCM:NHLD), acted as sole book running manager for the offering. Lake Street Capital Markets acted as co-manager for the offering.

Nano Dimension intends to use the proceeds of this offering for general corporate purposes, including scaling sales and marketing globally, expanding channel reach and presence and potentially extending the product line.

The prospectus supplement relating to this offering was filed with the U.S. Securities and Exchange Commission (SEC) on February 16, 2018. Copies of the prospectus supplement and the accompanying base prospectus relating to the offering may be obtained by request to the offices of National Securities Corporation, Attn: Marguerite Rogers, Sr. Vice President, 200 Vesey St, 25th Floor, New York, NY 10281, Telephone: (212)-417-8227; Email: prospectusrequest@nationalsecurities.com; or the offices of Lake Street Capital Markets, LLC, Attn: Equity Syndicate Department, 920 Second Avenue South, Suite 700, Minneapolis, MN 55402, Telephone: (612) 326-1305, Email: syndicate@lakestreetcm.com; or the on the SEC's website at <http://www.sec.gov>.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale is not permitted.

About Nano Dimension

Nano Dimension (TASE: NNDM, NASDAQ: NNDM) is a leading additive manufacturing company that is disrupting, reshaping, and defining the future of how electronics are made. With its unique 3D printing technologies, Nano Dimension is targeting the growing demand for electronic devices that require increasingly sophisticated features and rely on printed circuit boards (PCBs). Demand for circuitry, including PCBs - which are the heart of every electronic device - covers a diverse range of industries, including consumer electronics, medical devices, defense, aerospace,

automotive, IoT and telecom. These sectors can all benefit greatly from Nano Dimension's 3D printed electronics solutions for rapid prototyping and short-run manufacturing.

In addition to the trading of the company's American Depositary Shares on NASDAQ, the company's ordinary shares are also traded on the TASE in Israel. The Bank of New York Mellon serves as the depository for Nano Dimension.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995 and other Federal securities laws. Words such as "expects," "anticipates," "intends," "plans," "believes," "seeks," "estimates" and similar expressions or variations of such words are intended to identify forward-looking statements. Because such statements deal with future events and are based on Nano Dimension's current expectations, they are subject to various risks and uncertainties and actual results, performance or achievements of Nano Dimension could differ materially from those described in or implied by the statements in this press release. For example, Nano Dimension is using forward-looking statements when it discusses the expected use of proceeds. The forward-looking statements contained or implied in this press release are subject to other risks and uncertainties, including those discussed under the heading "Risk Factors" in Nano Dimension's Annual Report on Form 20-F filed with the Securities and Exchange Commission ("SEC") on March 7, 2017, in Nano Dimension's Registration Statement on Form F-3 filed with the SEC, and in any subsequent filings with the SEC. Except as otherwise required by law, Nano Dimension undertakes no obligation to publicly release any revisions to these forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

NANO DIMENSION INVESTOR RELATIONS

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[\(Back To Top\)](#)