

RADWARE LTD  
Form S-8  
September 09, 2009

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As filed with the Securities and Exchange Commission on September 9, 2009

Registration No. \_\_\_\_\_

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

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**FORM S-8**

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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**RADWARE LTD.**

(Exact name of registrant as specified in its charter)

Israel

(State or Other Jurisdiction of Incorporation or Organization)

None

(I.R.S. Employer Identification Number)

**22 Raoul Wallenberg Street  
Tel Aviv 69710, Israel  
972-3-766-8666**

(Address of Principal Executive Offices; Zip Code)

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**Radware Ltd. Key Employee Share Incentive Plan (1997)**  
(Full Title of the Plan)

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**Roy Zisapel  
Radware, Inc.  
575 Corporate Drive, Suite 205  
Mahwah, New Jersey 07430**  
(Name and Address of Agent for Service)

**(201) 512-9771**  
(Telephone Number, Including Area Code, of Agent for Service)

Copies of all communications, including all communications sent to the agent for service, should be sent to:

**Ido Zemach, Adv.  
Goldfarb, Levy, Eran, Meiri, Tzafrir & Co.  
Amot Investment Tower  
2 Weizmann Street  
Tel Aviv 64239, Israel  
Fax: (+972 3) 608-9908**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

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Large accelerated filer

Accelerated filer  X

Non-accelerated filer  O

Smaller reporting company  O

(Do not check if a smaller reporting company)

### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee (3)
Ordinary Shares, par value NIS 0.10 per share	108,743	\$ 15.22 (1)	\$ 1,655,068	\$ 92.35
Ordinary Shares, par value NIS 0.10 per share	225,750	\$ 13.74 (1)	\$ 3,101,805	\$ 173.08
Ordinary Shares, par value NIS 0.10 per share	232,850	\$ 10.64 (1)	\$ 2,477,524	\$ 138.25
Ordinary Shares, par value NIS 0.10 per share	331,550	\$ 8.85 (1)	\$ 2,934,218	\$ 163.73
Ordinary Shares, par value NIS 0.10 per share	127,500	\$ 6.31 (1)	\$ 804,525	\$ 44.89
Ordinary Shares, par value NIS 0.10 per share	402,000	\$ 6.15 (1)	\$ 2,472,300	\$ 137.95
Ordinary Shares, par value NIS 0.10 per share	242,750	\$ 6.31 (1)	\$ 1,531,753	\$ 85.47
Ordinary Shares, par value NIS 0.10 per share	540,000	\$ 8.78 (1)	\$ 4,741,200	\$ 264.56
Ordinary Shares, par value NIS 0.10 per share	421,000	\$ 8.99 (1)	\$ 3,784,790	\$ 211.19
<b>Total</b>	<b>2,632,143 (2)</b>	<b>N/A</b>	<b>\$ 23,503,182</b>	<b>\$ 1,311.48</b>

- (1) Pursuant to Rule 457(c) and (h) under the Securities Act of 1933, as amended (the Securities Act ), in the case of Ordinary Shares purchasable upon exercise of outstanding options, the proposed maximum offering price is the exercise price provided for in the relevant option.
- (2) Plus such number of ordinary shares of the Registrant, as may be issued to prevent dilution resulting from stock dividends, stock splits or similar transactions in accordance with Rule 416 under the Securities Act.
- (3) Calculated pursuant to Section 6(b) of the Securities Act as follows: proposed maximum aggregate offering price multiplied by 0.00005580.

**This Registration Statement shall become effective immediately upon filing as provided in Rule 462 under the Securities Act of 1933.**

RADWARE LTD.  
REGISTRATION STATEMENT ON FORM S-8

REGISTRATION OF ADDITIONAL SECURITIES

This Registration Statement is filed by Radware Ltd. (the Registrant or we ) in accordance with the provisions of General Instruction E to Form S-8 for the purpose of registering an additional 2,632,143 ordinary shares, par value NIS 0.10 per share, of the Registrant, which are reserved for offer and sale under the Radware Ltd. 1997 Key Employee Share Incentive Plan (the Plan ). The contents of the Registrant s Registration Statement on Form S-8 as filed with the Securities and Exchange Commission (the Commission ) on August 15, 2001 (File No. 333-13818); Post-Effective Amendment No. 1 to Registration Statement on Form S-8 as filed with the Commission on June 10, 2003 (File No.

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333-13818); Registration Statement on Form S-8 as filed with the Commission on April 21, 2004 (File No. 333-114668); and Registration Statement on Form S-8 as filed with the Commission on June 22, 2006 (File No. 333-135218); all of which were filed to register ordinary shares for issuance under the Plan, are incorporated herein by reference and the information required by Part II is omitted, except as supplemented by the information set forth below.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

##### Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
1.2	Articles of Association, as amended*
5	Opinion of Goldfarb, Levy, Eran, Meiri, Tzafrir & Co.
23.1	Consent of Kost, Forer, Gabbay & Kasierer (a Member of Ernst & Young Global), Independent Registered Public Accounting Firm
23.2	Consent of Goldfarb, Levy, Eran, Meiri, Tzafrir & Co. (included in Exhibit 5 above).
24	Power of Attorney (contained in Signature Page hereto).

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\* Filed as Exhibit 1.2 to the Registrant's Annual Report on Form 20-F for the year ended December 31, 2000, filed with the Commission on May 18, 2001, and incorporated herein by reference. An amendment thereto was filed as Exhibit 1.2 to the Registrant's Annual Report on Form 20-F for the year ended December 31, 2005, filed with the Commission on April 26, 2006, and incorporated herein by reference.

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### SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Tel Aviv, State of Israel, on this 9 day of September, 2009.

RADWARE LTD.

By: /s/ Roy Zisapel

Roy Zisapel  
CEO & President

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### POWER OF ATTORNEY

#### KNOW ALL PERSONS BY THESE PRESENTS:

That the undersigned officers and directors of Radware Ltd., an Israeli corporation, do hereby constitute and appoint Roy Zisapel, President and Chief Executive Officer, and Meir Moshe, Chief Financial Officer, and each of them, the 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, 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 in this Registration Statement, to any and all amendments, both pre-effective and post-effective, and supplements

KNOW ALL PERSONS BY THESE PRESENTS:

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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, 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/ Orna Berry</u> Orna Berry	Interim Chairperson of the Board of Directors	September 9, 2009
<u>/s/ Roy Zisapel</u> Roy Zisapel	Chief Executive Officer, President and Director (Principal Executive Officer)	September 9, 2009
<u>/s/ Meir Moshe</u> Meir Moshe	Chief Financial Officer (Principal Financial and Accounting Officer)	September 9, 2009
<u>/s/ Yehuda Zisapel</u> Yehuda Zisapel	Director	September 9, 2009
<u>/s/ Colin Green</u> Colin Green	Director	September 9, 2009

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Yael Langer</u> Yael Langer	Director	September 9, 2009
<u>/s/ Avraham Asheri</u> Avraham Asheri	Director	September 9, 2009
<u>/s/ Hagen Hultzs</u> Hagen Hultzs	Director	September 9, 2009

Authorized Representative in the United States

RADWARE INC.

By: /s/ Roy Zisapel September 9, 2009  
Name: Roy Zisapel

### EXHIBIT INDEX

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