

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

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

MEDIWOUND 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)

42 Hayarkon Street
Yavne, 8122745 Israel
(Address of Principal Executive Offices) (Zip Code)

MediWound Ltd. 2014 Equity Incentive Plan
(Full title of the plan)

Puglisi & Associates
850 Library Avenue, Suite 204
Newark, Delaware 19711
(Name and address of agent for service)

+1 (302) 738-6680
(Telephone number, including area code, of agent for service)

Copy to:
Joshua G. Kiernan
Latham & Watkins LLP
99 Bishopsgate
London EC2M 3XF
United Kingdom
+44 20 7710 1000

David S. Glatt, Adv.
Jonathan M. Nathan, Adv.
Meitar Law Offices
16 Abba Hillel Silver Rd.
Ramat Gan 5250608, Israel
Tel: +972 (3) 610-3100
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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
Non-accelerated filer
Emerging Growth Company

Accelerated filer
Smaller reporting 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

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 1,000,000 ordinary shares, par value 0.07 New Israeli Shekels per share, of MediWound Ltd. (“**MediWound**” or the “**Registrant**”) that may be issued under the MediWound Ltd. 2014 Equity Incentive Plan (the “**2014 Plan**”). Registration Statements on Form S-8 of the Registrant relating to the 2014 Plan are currently effective.

STATEMENT OF INCORPORATION BY REFERENCE

This Registration Statement on Form S-8 hereby incorporates by reference the contents of the Registration Statements on Form S-8 (File Nos. 333-195517, 333-210375, 333-223767, 333-230487, 333-236635, 333-255784, and 333-266697), each of which relates to the 2014 Plan.

Item 8. Exhibits.

INDEX TO EXHIBITS

Exhibit Number	Description
4.1.1(1)	Amended and Restated Articles of Association of the Registrant
4.1.2 (2)	Amendment to Amended and Restated Articles of Association of the Registrant
4.2(3)	Memorandum of Association of the Registrant
5.1	Opinion of Meitar Law Offices, Israeli counsel to the Registrant
23.1	Consent of Somekh Chaikin, a member firm of KPMG International
23.2	Consent of Kost Forer Gabbay & Kasierer, a member of Ernst and Young Global
23.3	Consent of Meitar Law Offices (included in Exhibit 5.1)
24.1	Power of Attorney (included on signature page)
99.1(4)	2014 Equity Incentive Plan
107	Filing Fee Table

- (1) Incorporated by reference to Exhibit 1.1 to the Registrant’s annual report on Form 20-F for the year ended December 31, 2022, filed with the SEC on March 16, 2023 .
 - (2) Incorporated by reference to Proposal 4 in the Registrant’s proxy statement for its 2023 annual general meeting of shareholders held on May 31, 2023, attached as Exhibit 99.1 to the Registrant’s report of foreign private issuer on Form 6-K, furnished to the SEC on April 20, 2023.
 - (3) Incorporated by reference to Exhibit 3.3 to the Registrant’s registration statement on Form F-1 (File No. 333-193856), filed with the SEC on March 3, 2014.
 - (4) Incorporated by reference to Exhibit 4.9 to the Registrant’s annual report on Form 20-F for the year ended December 31, 2019, filed with the SEC on February 25, 2020.
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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 Yavne, Israel, on August 15, 2023.

MEDIWOUND LTD.

By: /s/ Hani Luxenburg
Name: Hani Luxenburg
Title: Chief Financial Officer

POWER OF ATTORNEY AND SIGNATURES

Each person whose signature appears below hereby constitutes and appoints Ofer Gonen, Hani Luxenburg, and each of them singly (with full power to each of them to act alone), his or her true and lawful attorneys-in-fact and agents, with full power to act separately and full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or either of them or his or her or their substitute or substitutes may lawfully do or cause to be done by virtue hereof.

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/Ofer Gonen</u> Ofer Gonen	Chief Executive Officer (Principal Executive Officer)	August 15, 2023
<u>/s/Hani Luxenburg</u> Hani Luxenburg	Chief Financial Officer (Principal Financial and Accounting Officer)	August 15, 2023
<u>/s/Nachum Shamir</u> Nachum (Homi) Shamir	Chairman of the Board of Directors	August 15, 2023
<u>/s/Vickie R Driver</u> Vickie R. Driver	Director	August 15, 2023
<u>/s/David Fox</u> David Fox	Director	August 15, 2023
<u>/s/Assaf Segal</u> Assaf Segal	Director	August 15, 2023
<u>/s/Stephen T. Wills</u> Stephen T. Wills	Director	August 15, 2023
Puglisi & Associates	Authorized Representative in the United States	August 15, 2023
<u>By: /s/Donald J. Puglisi</u> Name: Donald J. Puglisi Title: Managing Director		



MediWound Ltd.
42 Hayarkon Street
Yavne, 8122745

Israel

August 15, 2023

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as Israeli counsel to MediWound 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, as amended (the "**Securities Act**") relating to the registration of the offering, issuance and sale of an additional 1,000,000 ordinary shares of the Company, par value 0.07 New Israeli Shekels per share (the "**Shares**"), reserved for issuance under the MediWound Ltd. 2014 Equity 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, the Registration Statement, the Company's Articles of Association (as amended), 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 reserved for issuance under the Plan have been duly authorized and, when issued and paid for as provided under the Plan, will be validly issued, fully paid and non-assessable ordinary shares of the Company.

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.

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 consent to the use of our report dated March 16, 2023, with respect to the consolidated financial statements of Mediwound Ltd., incorporated herein by reference.

Somekh Chaikin
Member Firm of KPMG International
Haifa, Israel

August 15, 2023

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to the registration of additional 1,000,000 of its ordinary shares under its 2014 Equity Incentive Plan of our report dated February 25, 2021, with respect to the consolidated financial statements of MediWound Ltd. included in the Annual Report on Form 20-F for the year ended December 31, 2020, filed with the Securities and Exchange Commission.

Tel Aviv, Israel
August 15, 2023

/s/ KOST, FORER, GABBAY & KASIERER
A Member of Ernst & Young Global

Calculation of Filing Fee Table

Form S-8
(Form Type)

MEDIWOUND 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, par value NIS 0.07 per share	Rule 457(c) and 457(h)(1)	1,000,000 (2)	\$9.04(3)	\$9,040,000	0.0001102	\$996.208
	Total Offering Amounts					\$9,040,000		\$
	Total Fees Previously Paid							-
	Total Fee Offsets							-
	Net Fees Due							\$

- (1) In accordance with Rule 416(a) under the Securities Act of 1933, as amended (“Securities Act”), this registration statement shall be deemed to cover 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 MediWound Ltd. 2014 Equity Incentive Plan, as amended (the “**2014 Plan**”).
- (2) Represents 1,000,000 Ordinary Shares that were added to the 2014 Plan based on the approval of the Registrant’s board of directors, and which the Registrant’s shareholders approved as well at the Registrant’s 2023 annual general meeting of shareholders held on May 31, 2023.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h)(1) of the Securities Act and based upon the average of the high and low prices (\$9.16 and \$8.92) of the Ordinary Shares as reported on the Nasdaq Global Market on August 11, 2023.