

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 No.)

**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**

**Dan Shamgar, Adv.  
David S. Glatt, Adv.  
Haim Gueta, Adv.  
Meitar Liquornik Geva Leshem Tal  
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

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

Emerging Growth 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.

#### CALCULATION OF REGISTRATION FEE

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered(1)</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Ordinary Shares, par value NIS 0.01	540,955(2)	\$ 4.33(3)	\$ 2,342,335.15(3)	\$ 291.62

(1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

(2) Consists of an additional 540,955 shares issuable under the MediWound Ltd. 2014 Equity Incentive Plan, as amended (the “2014 Plan”).

(3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the Registrant’s Ordinary Shares as reported on The Nasdaq Global Market on March 13, 2018.

## EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 540,955 shares of the Registrant's Ordinary Shares to be issued under the 2014 Plan, for which Registration Statements on Form S-8 of the Registrant relating to such employee benefit plan are 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. 333-210375 and 333-195517).

#### Item 8. Exhibits.

#### INDEX TO EXHIBITS

<b>Exhibit Number</b>	<b>Description</b>
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<a href="#">4.1(1)</a>	<a href="#">Amended and Restated Articles of Association of the Registrant</a>
<a href="#">4.2(2)</a>	<a href="#">First Amendment to the Amended and Restated Articles of Association, effective as of June 12, 2014</a>
<a href="#">4.3(3)</a>	<a href="#">Memorandum of Association of the Registrant</a>
<a href="#">5.1</a>	<a href="#">Opinion of Meitar Liquornik Geva Leshem Tal, Israeli counsel to the Registrant</a>
<a href="#">23.1</a>	<a href="#">Consent of Kost Forer Gabbay &amp; Kasierer, a member of Ernst &amp; Young Global</a>
<a href="#">23.2</a>	<a href="#">Consent of Meitar Liquornik Geva Leshem Tal (included in Exhibit 5.1)</a>
<a href="#">24.1</a>	<a href="#">Power of Attorney (included on signature page)</a>
<a href="#">99.1(4)</a>	<a href="#">MediWound Ltd. 2014 Equity Incentive Plan</a>

- (1) Filed as Exhibit 3.2 on March 14, 2014 pursuant to a registration statement on Form F-1 (File No. 333-193856) and incorporated by reference herein.
- (2) Filed as Exhibit 1.2 on February 12, 2015 pursuant to the Registrant's Annual Report on Form 20-F for the year ended December 31, 2014 (File No. 001-36349) and incorporated by reference herein.
- (3) Filed as Exhibit 3.3 on March 3, 2014 pursuant to a registration statement on Form F-1 (File No. 333-193856) and incorporated by reference herein.
- (4) Filed as Exhibit 10.8 on March 3, 2014 pursuant to a registration statement on Form F-1 (File No. 333-193856) and incorporated by reference herein.
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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 March 19, 2018.

**MEDIWOUND LTD.**

By: /s/ Sharon Malka  
Name: Sharon Malka  
Title: Chief Financial Officer

**POWER OF ATTORNEY AND SIGNATURES**

Each person whose signature appears below hereby constitutes and appoints Gal Cohen or Sharon Malka, and each of them, his 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, 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/ Gal Cohen</u> Gal Cohen	President and Chief Executive Officer (Principal Executive Officer)	March 19, 2018
<u>/s/ Sharon Malka</u> Sharon Malka	Chief Financial and Operation Officer (Principal Financial and Accounting Officer)	March 19, 2018
<u>/s/ Stephen T. Wills</u> Stephen T. Wills	Chairman of the Board and Director	March 19, 2018
<u>/s/ Ofer Gonen</u> Ofer Gonen	Director	March 19, 2018
<u>/s/ Vickie R. Driver</u> Vickie R. Driver	Director	March 19, 2018
<u>/s/ Nissim Mashiach</u> Nissim Mashiach	Director	March 19, 2018
<u>/s/ Sharon Kochan</u> Sharon Kochan	Director	March 19, 2018
<u>/s/ Assaf Segal</u> Assaf Segal	Director	March 19, 2018
PUGLISI & ASSOCIATES	Authorized Representative in the United States	March 19, 2018

By: /s/ Donald J. Puglisi  
Name: Donald J. Puglisi  
Title: Managing Director



MEITAR LIQUORNIK GEVA LESHEM TAL  
LAW OFFICES

16 Abba Hillel Silver Rd., Ramat Gan, 5250608, Israel Telephone. + 972 3 6103100 Fax. + 972 3 6103111 Web Site. www.meitar.com

MediWound Ltd.  
42 Hayarkon Street  
Yavne, 8122745  
Israel

March 19, 2018

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 540,955 ordinary shares of the Company, par value New Israeli Shekel 0.01 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 Liquornik Geva Leshem Tal  
Meitar Liquornik Geva Leshem Tal

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statement on Form S-8 of MediWound Ltd. of our report dated March 19, 2018, 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, 2017, filed with the Securities and Exchange Commission.

Tel Aviv, Israel  
March 19, 2018

/s/ KOST, FORER, GABBAY & KASIERER

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