

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.
Haim Gueta, Adv.
Jonathan M. Nathan, Adv.
Meitar Liguornik 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
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.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
	543,577(2)	\$ 5.14(3)	\$ 2,793,985.78(3)	\$ 338.63

- (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 543,577 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 19, 2019.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 543,577 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. 333-223767, 333-210375 and 333-195517).

Item 8. Exhibits.

INDEX TO EXHIBITS

Exhibit Number	Description
4.1(1)	Amended and Restated Articles of Association of the Registrant
4.2(2)	First Amendment to the Amended and Restated Articles of Association, effective as of June 12, 2014
4.3(3)	Second Amendment to the Amended and Restated Articles of Association, effective as of June 18, 2018
4.4(4)	Memorandum of Association of the Registrant
5.1	Opinion of Meitar Liquornik Geva Leshem Tal, Israeli counsel to the Registrant
23.1	Consent of Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global
23.2	Consent of Meitar Liquornik Geva Leshem Tal (included in Exhibit 5.1)
24.1	Power of Attorney (included on signature page)
99.1(5)	2014 Equity Incentive Plan
99.2(6)	First Amendment to the 2014 Equity Incentive Plan, effective as of December, 2018

- (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 1.3 on March 25, 2019 pursuant to the Registrant’s Annual Report on Form 20-F for the year ended December 31, 2018 (File No 001-36349) and incorporated by reference herein.
- (4) 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.
- (5) 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.
- (6) Filed as Exhibit 4.10 on March 25, 2019 pursuant to the Registrant’s Annual Report on Form 20-F for the year ended December 31, 2018 (File No 001-36349) and incorporated by reference herein.

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 25, 2019.

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.

Signature	Title	Date
<u>/s/ Gal Cohen</u> Gal Cohen	President and Chief Executive Officer (Principal Executive Officer)	March 25, 2019
<u>/s/ Sharon Malka</u> Sharon Malka	Chief Financial and Operation Officer (Principal Financial and Accounting Officer)	March 25, 2019
<u>/s/ Stephen T. Wills</u> Stephen T. Wills	Active Chairman of the Board and Director	March 25, 2019
<u>/s/ Ofer Gonen</u> Ofer Gonen	Director	March 25, 2019
<u>/s/ Vickie R. Driver</u> Vickie R. Driver	Director	March 25, 2019
<u>/s/ Nissim Mashiach</u> Nissim Mashiach	Director	March 25, 2019
<u>/s/ Sharon Kochan</u> Sharon Kochan	Director	March 25, 2019
<u>/s/ Assaf Segal</u> Assaf Segal	Director	March 25, 2019
PUGLISI & ASSOCIATES By: <u>/s/ Donald J. Puglisi</u> Name: Donald J. Puglisi Title: Managing Director	Authorized Representative in the United States	March 25, 2019



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MediWound Ltd.
42 Hayarkon Street
Yavne, 8122745
Israel

March 25, 2019

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 543,577 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 pertaining to the registration of additional 543,577 of its ordinary shares under its 2014 Equity Incentive Plan of our report dated March 25, 2019, 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, 2018, filed with the Securities and Exchange Commission.

Tel Aviv, Israel
March 25, 2019

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