FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to
Section 16. Form 4 or Form 5

1. Name and Address of Reporting  $\mathsf{Person}^{\star}$ Nanodimension Limited Partnership

(First) GOVERNOR'S SQUARE, UNIT 3-213-62

(Last)

(Middle)

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

3235-0287 OMB Number: Estimated average burden

obligation Instructi	ons may contini on 1(b).	ue. See									urities Exchar		1934			hours p	er respon	se:	0.5
		Reporting Person*  Management	Ltd		2	2. Issuei	r Nam	ne <b>and</b> Tio	ker or 1	Fradin	Company Act g Symbol ES INC				ationship o all applic Directo	,	•	) to Issu	
	,	irst) JARE, UNIT 3-2 Y AVE	(Middle) 213-62			3. Date (			saction	(Mont	h/Day/Year)				Officer below)	(give title		Other (s	specify
(Street) GRAND CAYMA	N ES	)	KY1-13	802	_ 4	I. If Ame	endm	ent, Date	of Origi	nal Fil	ed (Month/Da	ay/Year)		6. Indiv Line)	Form fi	oint/Group F led by One led by More	Reportino	) Persor	n
(City)	(S	tate)	(Zip)																
		Ta	able I - I	Non-De	erivat	ive S	ecui	rities A	_	ed, C	isposed (	of, or Be	enefici	ially O	Owned				
1. Title of S	ecurity (Inst	r. 3)		2. Trans Date (Month/I		Exe ar) if a	ny	ned on Date, Day/Year)	3. Transa Code ( 8)		See Footnote   See								
									Code	v	Amount		Price					Ĺ	
Common Stock			06/27/2016		5			С		637,790	A	\$0		660,957		I			
Common Stock		06/27	06/27/2016				P		385,000	A	\$14	1	1,045,957		I		note <sup>(1)(2)(3)</sup>		
			Table												vned				
1. Title of Derivative Security (Instr. 3)  2. Convers or Exerc Price of Derivativ Security		3. Transaction Date (Month/Day/Year)				ansaction ode (Instr.		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisa Expiration Date (Month/Day/Year		of Securities Underlying Derivative Securit		De Se	erivative ecurity	derivative Securities Beneficially Owned Following Reported	Owr Forr Dire or Ir (I) (I	n: ct (D) idirect	Indirect Beneficial Ownership
					Code	v	(A)	(D)	Date Exerc	isable	Expiration Date	Title	Amour or Number of Sha	er		Transaction (Instr. 4)	(s)		
Series B Convertible Preferred Stock	(4)	06/27/2016			С			315,729	(4	4)	(4)	Common Stock	315,7	729	\$0	0		I	See Footnote <sup>(1)(3)</sup>
Series C Convertible Preferred Stock	(4)	06/27/2016			С			94,183	(4	4)	(4)	Common Stock	94,18	83	\$0	0		I	See Footnote <sup>(1)(3)</sup>
Series D Convertible Preferred Stock	(4)	06/27/2016			С			83,596	(4	4)	(4)	Common Stock	83,59	96	\$0	0		I	See Footnote <sup>(1)(3)</sup>
Series E Convertible Preferred Stock	(4)	06/27/2016			С			93,078	(!	5)	(5)	Common Stock	144,2	282	\$0	0		I	See Footnote <sup>(1)(3)</sup>
		Reporting Person*  Management	<u>Ltd</u>														·		
	NOR'S SQU	(First) JARE, UNIT 3-2 Y AVE		iddle)															
(Street)	CAYMAN	E9	K	Y1-1302	2														
(City)		(State)	(Zi	p)															

23 LIME TR	EE BAY AVE	
(Street) GRAND CA	YMAN E9	KY1-1302
(City)	(State)	(Zip)

## **Explanation of Responses:**

- 1. Held by NanoDimension L.P. ("ND LP).
- 2. Consists of 660,957 shares held by ND LP, 350,000 shares held by NanoDimension L.P. II ("NDLP2") and 35,000 shares held by NanoDimension Management Limited ("ND GP").
- 3. ND GP serves as the general partner of ND LP and possesses the power to direct the voting and disposition of the shares owned by ND LP and may be deemed to have indirect beneficial ownership of the shares held by ND LP. NanoDimension II Mangement Limited ("NDGP2") serves as the general partner of NDLP2 and possesses the power to direct the voting and disposition of the shares owned by NDLP2 and may be deemed to have indirect beneficial ownership of the shares held by NDLP2. ND GP and NDGP2 disclaim beneficial ownership of such shares, except to the extent of their pecuniary interest therein. Jonathan Nicholson and Richard Coles are the members of the board of directors of ND GP and NDGP2 and share voting and dispositive power over the shares held by ND LP and NDLP2. Each reporting person disclaims beneficial ownership of the securities reported herein, except to the extent of their respective pecuniary interest therein.
- 4. The preferred stock is convertible at any time, at the holder's election and has no expiration date. The preferred stock automatically converted into common stock on a 1-for-1 basis upon the closing of the Issuer's initial public offering.
- 5. The Series E Convertible Preferred Stock is convertible at any time, at the holder's election and has no expiration date. The Series E Convertible Preferred Stock automatically converted into common stock on an approximately 1-for-1.550115 basis upon the closing of the Issuer's initial public offering.

NanoDimension Management

Ltd. By: /s/ Jonathan Nicholson, 06/29/2016

Director

NanoDimension L.P. By:

NanoDimension Management

06/29/2016

<u>Ltd., its general partner By: /s/</u>
<u>Jonathan Nicholson, Director</u>

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- \* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.