

United States
Securities and Exchange Commission
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

SOLAREEDGE TECHNOLOGIES, INC.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	20-5338862 (I.R.S Employer Identification Number)
1 HaMada Street Herziliya, Israel (Address of Principal Executive Offices)	4673335 (Zip Code)
SolarEdge Technologies, Inc. 2015 Global Incentive Plan (Full title of the plan)	
Ronen Faier Chief Financial Officer SolarEdge Technologies, Inc. 700 Tasman Dr. Milpitas, CA 95035 (Name and address of agent for service) (510) 498-3200 (Telephone number, including area code, of agent for service)	

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

Accelerated filer
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.

INTRODUCTION

This Registration Statement on Form S-8 is being filed by SolarEdge Technologies, Inc. (the “Registrant”) to register an additional 5,000,000 shares of common stock, par value \$0.0001 per share (“Common Stock”), issuable to eligible persons under the SolarEdge, Inc. 2015 Global Incentive Plan (the “2015 Plan”).

Pursuant to General Instruction E of Form S-8, the contents of the Registration Statements on Form S-8 previously filed with the Securities and Exchange Commission (the “Commission”) on April 2, 2015 (Registration number 333-203193) which relate to the 2015 Plan are incorporated herein by reference and made a part hereof, except for those items being updated by this Registration Statement.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

<u>Exhibit No.</u>	<u>Description</u>
4.1	Amended and Restated Certificate of Incorporation, incorporated by referenced to Exhibit 4.1 to Form S-8 (Registration No. 333-203193) filed with the Commission on April 2, 2015
4.2	Amended and Restated Bylaws, incorporated by reference to Exhibit 4.2 to Form S-8 (Registration No. 333-203193) filed with the SEC on April 2, 2015
4.3	Specimen Common Stock Certificate of the Registrant, incorporated by reference to Exhibit 4.1 of Amendment No. 1 to Form S-1 (Registration No. 333-202159) filed with the SEC on March 11, 2015
5.1	Legal Opinion
10.1	2015 Plan incorporated by reference to Exhibit 99.1 to Form S-8 (Registration No. 333-203193) filed with the SEC on April 2, 2015
23.1	Consent of Independent Registered Public Accounting Firm
24.1	Power of Attorney (included in signature page to this Registration Statement)
107	Calculation of Filing Fee Table
+	Indicates a management contract or compensatory plan or arrangement

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 Hertzlyia, Country of Israel.

SolarEdge Technologies Inc.

February 22, 2022

/s/ Ronen Faier
Ronen Faier

Chief Financial Officer
(Principal Financial and Accounting Officer)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned officers and directors of Registrant do hereby constitute and appoint Ronen Faier, Chief Financial Officer, the lawful attorney-in-fact and agent with full power and authority to do any and all acts and things and to execute any and all instruments which said attorney and agent, determine may be necessary or advisable or required to enable said corporation to comply with the Securities Act of 1933, as amended, 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 to this Registration Statement, to any and all amendments, both pre-effective and post-effective, and supplements 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 said attorney and agent, shall do or cause to be done by virtue hereof.

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 of 1933, as amended, this Registration Statement has been signed by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

/s/Zvi Lando Zvi Lando	Chief Executive Officer & Director (Principal Executive Officer)	February 22, 2022
/s/Nadav Zafrir Nadav Zafrir	Chairman of the Board	February 22, 2022
/s/Yoni Cheifetz Yoni Cheifetz	Director	February 22, 2022
/s/Marcel Gani Marcel Gani	Director	February 22, 2022
/s/Doron Inbar Doron Inbar	Director	February 22, 2022
/s/Avery More Avery More	Director	February 22, 2022
/s/Tal Payne Tal Payne	Director	February 22, 2022
/s/ Betsy Atkins Betsy Atkins	Director	February 22, 2022

February 22, 2022

SolarEdge Technologies, Inc.
1 HaMada Street

Herziliya Pituach 4673335, Israel

Re: *SolarEdge Technologies, Inc. Registration Statement on Form S-8*

Ladies and Gentlemen:

I have examined the Registration Statement on Form S-8 (the "Registration Statement") of SolarEdge Technologies, Inc., a Delaware corporation (the "Company"), to be filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), in connection with the offering by the Company of up to 5,000,000 shares of the Company's common stock, par value \$0.0001 per share (the "Shares"). The Shares subject to the Registration Statement are to be issued under the SolarEdge Technologies, Inc. 2015 Global Incentive Plan (the "2015 Plan").

In arriving at the opinion expressed below, I have examined the originals, or photostatic or certified copies, of such records of the Company and certificates of public officials and such other documents as I have deemed relevant and necessary as the basis for the opinions set forth below. In my examination, I have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to me as originals and the conformity to original documents of all documents submitted to me as copies.

Based upon the foregoing examination and in reliance thereon, and subject to the assumptions stated herein and in reliance on statements of fact contained in the documents that I have examined, I am of the opinion that the Shares, when issued and sold in accordance with the terms set forth in the 2015 Plan and against payment therefor, will be validly issued, fully paid and non-assessable.

This opinion is limited to the effect of the current state of the Delaware General Corporation Law and the facts as they currently exist. I assume no obligation to revise or supplement this opinion in the event of future changes in such laws or the interpretation thereof or such facts.

I consent to the filing of this opinion as an exhibit to the Registration Statement, and I further consent to the use of my name under the caption "Interest of Named Experts and Counsel" in the Registration Statement. In giving this consent, I do not thereby admit that I am within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Rachel Prishkolnik

Rachel Prishkolnik

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2015 Global Incentive Plan, 2007 Global Incentive Plan and 2015 Employee Stock Purchase Plan of Solaredge Technologies, Inc. of our report dated February 22, 2022, with respect to the consolidated financial statements of Solaredge Technologies, Inc. and the effectiveness of internal control over financial reporting of Solaredge Technologies, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2021, filed with the Securities and Exchange Commission.

/s/ Kost Forer Gabbay & Kasierer
A Member of Ernst & Young Global

Tel-Aviv, Israel
February 22, 2022

CALCULATION OF FILING FEE TABLE

Form S-8

SolarEdge Technologies, Inc.

Table 1 – Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value 0.0001 per share	457(c); 457(h)	5,000,000(2)	\$260.4 (3)	\$1,300,200,000.00	\$92.70 per \$1,000,000	\$120,528.54
Total Offering Amounts					\$1,300,200,000.00		\$120,528.54
Total Fee Offsets (4)							\$0.00
Net Fee Due							\$120,528.54

- (1) Pursuant to Rule 416(a) under the Securities Act, this Registration Statement shall also cover any additional shares of the Registrant's Common Stock that become issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant's receipt of consideration that results in an increase in the number of the outstanding shares of the Registrant's Common Stock.
- (2) Represents additional shares of the Registrant's Common Stock reserved for issuance under Registrant's 2015 Global Incentive Plan (the "2015 Plan") pursuant to the provisions of the 2015 Plan that provide for an automatic annual increase in the number of shares reserved for issuance under the 2015 Plan.
- (3) Estimated in accordance with Rules 457(c) and (h) of the Securities Act solely for the purpose of calculating the registration fee based upon the average of the high and low prices of the Registrant's Common Stock as reported on the NASDAQ Global Select Market on February 18, 2021.
- (4) The Registrant does not have any fee off-sets.