

STRATASYS LTD.
Form SC 13G
February 14, 2013

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO § 240.13d-2**

Stratasys Ltd.

(Name of Issuer)

Ordinary Shares, Nominal Value NIS 0.01

(Title of Class of Securities)

M85548 101

(CUSIP Number)

December 1, 2012

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other

provisions of the Act (however, see the Notes).

CUSIP No. M85548 101

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- | | | |
|-----|---|---|
| 1. | Names of Reporting Persons
Samson Capital, LLC | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) <input type="radio"/> | |
| | (b) <input type="radio"/> | |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
Delaware | |
| 5. | Sole Voting Power
4,267,647 | Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With |
| 6. | Shared Voting Power
0 | |
| 7. | Sole Dispositive Power
4,267,647 | |
| 8. | Shared Dispositive Power
0 | |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
4,267,647 | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> | |
| 11. | Percent of Class Represented by Amount in Row (9)
11.12% (1) | |
| 12. | Type of Reporting Person (See Instructions)
OO | |

(1) Based on 38,381,074 Ordinary Shares issued and outstanding as of January 18, 2013 (as appearing in the Issuer's proxy statement for its extraordinary general meeting of shareholders, annexed as Exhibit 99.1 to the Issuer's Report on Form 6-K, furnished to the SEC on January 28, 2013).

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1. Names of Reporting Persons
Roy J. Zuckerberg
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
United States
- | | | |
|---|----|---|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
38,402 (1) |
| | 6. | Shared Voting Power
4,793,485 (2) |
| | 7. | Sole Dispositive Power
38,402 (1) |
| | 8. | Shared Dispositive Power
4,793,485 (2) |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
4,831,887 (3)
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
12.59% (4)
12. Type of Reporting Person (See Instructions)
IN

(1) Consists of 38,402 Ordinary Shares held by Zuckerberg Investment Partners, LP, with respect to which the Reporting Person may be deemed to possess sole voting and dispositive power. See Item 4.

(2) Consists of (i) 4,267,647 Ordinary Shares held by Samson Capital, LLC and (ii) 525,838 Ordinary Shares held by Hancock LLC, with respect to each of which the Reporting Person may be deemed to possess shared voting and dispositive power. The Reporting Person has reached an agreement with respect to 2,863,497 of the Ordinary Shares held by Samson Capital, LLC that he has the right to independently make decisions as to voting and disposition of those Ordinary Shares, without having to consult with any other person. See Item 4.

(3) Consists of all Ordinary Shares, in the aggregate, described in footnotes (1) and (2) above.

(4) Based on 38,381,074 Ordinary Shares issued and outstanding as of January 18, 2013 (as appearing in the Issuer's proxy statement for its extraordinary general meeting of shareholders, annexed as Exhibit 99.1 to the Issuer's Report on Form 6-K, furnished to the SEC on January 28, 2013).

Item 1(a).

Name of Issuer:

The name of the issuer is Stratasys Ltd. (the **Issuer**).

Item 1(b).

Address of Issuer's Principal Executive Offices:

The Issuer has dual principal executive offices, located at 2 Holtzman Street, Science Park, P.O. Box 2496, Rehovot 76124, Israel and 7665 Commerce Way, Eden Prairie, Minnesota 55344.

Item 2(a).

Name of Person Filing:

The following entity and individual, listed in (i)-(ii) below, who are filing this Statement of Beneficial Ownership on Schedule 13G (this **Statement**), are referred to herein collectively as the **Reporting Persons** :

(i) Samson Capital, LLC, a Delaware limited liability company (**Samson Capital**)

(ii) Roy J. Zuckerberg

The outstanding membership interests of Samson Capital are held by: Roy J. Zuckerberg; an entity that holds membership interests for the benefit of Elchanan Jaglom and members of his family; and another individual. Roy J. Zuckerberg and Elchanan Jaglom are the managing members of Samson Capital.

Item 2(b).

Address of Principal Business Office or, if none, Residence:

The principal business office of each Reporting Person is as follows:

(i) Samson Capital 717 Fifth Avenue, New York, NY 10022

(ii) Roy J. Zuckerberg 717 Fifth Avenue, 19th floor, New York, NY 10022

Item 2(c).

Citizenship:

The citizenship or state of organization, as applicable, of each Reporting Person is as follows:

(i) Samson Capital Delaware

(ii) Roy J. Zuckerberg United States

Item 2(d).

Title of Class of Securities:

This Statement relates to the ordinary shares, nominal value New Israeli Shekel (**NIS**) 0.01 per share (**Ordinary Shares**), of the Issuer.

Item 2(e).

CUSIP Number:

The CUSIP number of the Ordinary Shares is M85548 101.

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b), or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

I. Samson Capital

- (a) Amount beneficially owned:

4,267,647 Ordinary Shares*
- (b) Percent of class**:

11.12%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote:

4,267,647
 - (ii) Shared power to vote or to direct the vote:

0
 - (iii) Sole power to dispose of or to direct the disposition of:

4,267,647
 - (iv) Shared power to dispose of or to direct the disposition of:

0

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II. Roy J. Zuckerberg

- | | | |
|-----|--|---|
| (a) | Amount beneficially owned: | |
| | | 4,831,887 Ordinary Shares*** |
| (b) | Percent of class**: | |
| | | 12.59% |
| (c) | Number of shares as to which the person has: | |
| | (i) | Sole power to vote or to direct the vote: |
| | | 38,402 |
| | (ii) | Shared power to vote or to direct the vote: |
| | | 4,793,485 |
| | (iii) | Sole power to dispose of or to direct the disposition of: |
| | | 38,402 |
| | (iv) | Shared power to dispose of or to direct the disposition of: |
| | | 4,793,485 |

* Comprised entirely of Ordinary Shares held directly by Samson Capital.

** All percentage ownership reflected in this Statement are based on 38,381,074 Ordinary Shares issued and outstanding as of January 18, 2013 (as appearing in the Issuer's proxy statement for its extraordinary general meeting of shareholders, annexed as Exhibit 99.1 to the Issuer's Report on Form 6-K, furnished to the SEC on January 28, 2013).

*** Consists of: (x) the 38,402 Ordinary Shares held by Zuckerberg Investment Partners, LP, a Delaware limited partnership (Zuckerberg Investment Partners), with respect to which Mr. Zuckerberg may be deemed to possess sole voting and dispositive power; (y) 4,267,647 Ordinary Shares held by Samson Capital, for which Mr. Zuckerberg may be deemed to share voting and dispositive power due to his role in the management of Samson Capital as a managing member thereof; and (z) 525,838 Ordinary Shares held by Hancock LLC, a California limited liability company (Hancock), for which Mr. Zuckerberg may be deemed to share voting and dispositive power due to the ownership by the Roy J. Zuckerberg Family Trust of 43.8% of the membership interests of Hancock. Mr. Zuckerberg has reached an agreement with respect to 2,863,497 of the Ordinary Shares held by Samson Capital that he has the right to independently make decisions as to voting and disposition of those Ordinary Shares, without having to consult with any other person. Mr. Zuckerberg disclaims beneficial ownership of all of the Ordinary Shares that may be deemed to be beneficially owned by him except to the extent of his pecuniary interest therein.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: o.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

The various members of Samson Capital (as described in Item 2(a) above) have the right to receive dividends from, and proceeds from the sale of, the 4,267,647 Ordinary Shares held by Samson Capital.

The limited partners of Zuckerberg Investment Partners, comprised of the Roy J. Zuckerberg Family Trust and members of Roy J. Zuckerberg's family, have the right to share in dividends from, and proceeds from the sale of, the 38,402 Ordinary Shares held by Zuckerberg Investment

Partners.

Due to their right to the receipt of proceeds distributed by the Roy J. Zuckerberg Family Trust, which holds 43.8% of the membership interests of Hancock, various beneficiaries of that trust have the right to receive a portion of the dividends from, and proceeds from the sale of, the 525,838 Ordinary Shares held by Hancock.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.
Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

SAMSON CAPITAL, LLC

By: /s/ Roy J. Zuckerberg
Name: Roy J. Zuckerberg
Title: Managing Member

/s/ Roy J. Zuckerberg
ROY J. ZUCKERBERG

Dated: February 14, 2013

EXHIBITS

Exhibit 1 Joint Filing Agreement pursuant to Rule 13d-1(k)(1)

Exhibit 1

JOINT FILING AGREEMENT

The undersigned parties hereby agree that this Statement on Schedule 13G filed herewith, and any amendments thereto filed hereafter by any of the undersigned parties, relating to the ordinary shares, nominal value NIS 0.01 per share, of Stratasys Ltd., is being (and will be, in the case of amendments hereto) filed jointly with the Securities and Exchange Commission pursuant to Rule 13d-1(k) on behalf of each such person.

Date: February 14, 2013

SAMSON CAPITAL, LLC

By: /s/ Roy J. Zuckerberg
Name: Roy J. Zuckerberg
Title: Managing Member

/s/ Roy J. Zuckerberg
ROY J. ZUCKERBERG