

STRATASYS INC  
Form PRER14A  
August 01, 2012

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**Amendment No. 2**  
**to**  
**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**STRATASYS, INC.**

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.  
(1) Title of each class of securities to which transaction applies:

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- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:  
\$1,015,633,034.55
- (5) Total fee paid:  
\$116,391.55

ý Fee paid previously with preliminary materials.

ý Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:  
\$116,391.55
  - (2) Form, Schedule or Registration Statement No.:  
Form F-4
  - (3) Filing Party:  
Objet Ltd.
  - (4) Date Filed:  
June 8, 2012
-

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**The information in this proxy statement/prospectus is not complete and may be changed. Objet Ltd. may not sell these securities until the registration statement filed with the Securities and Exchange Commission, of which this proxy statement/prospectus is a part, is effective. This proxy statement/prospectus is neither an offer to sell these securities, nor a solicitation of an offer to buy these securities, in any state or jurisdiction where the offer or sale is not permitted. Any representation to the contrary is a criminal offense.**

**PRELIMINARY COPY SUBJECT TO COMPLETION DATED AUGUST 1, 2012**

**PROXY STATEMENT/PROSPECTUS**

**SPECIAL MEETING OF STOCKHOLDERS  
A MERGER IS PROPOSED YOUR VOTE IS VERY IMPORTANT**

Dear Stratasys Stockholder:

You are cordially invited to attend a special meeting of the stockholders of Stratasys, Inc., or Stratasys, to be held on [ ] 2012, beginning at 10:00 a.m., local time, at Stratasys' corporate headquarters, 7665 Commerce Way, Eden Prairie, Minnesota 55344.

At the special meeting, you will be asked to consider and vote upon a proposal to adopt an Agreement and Plan of Merger, or the merger agreement, dated as of April 13, 2012, which provides for the merger of Stratasys with Objet Ltd., or Objet. If the merger agreement is adopted, and the other conditions to the merger described in the merger agreement are satisfied or waived, Oaktree Merger Inc., an indirect wholly-owned subsidiary of Objet, or Merger Sub, will merge with and into Stratasys, with Stratasys continuing as the surviving corporation in the merger. Upon completion of the merger, Objet will issue to Stratasys stockholders one Objet ordinary share for each share of Stratasys common stock outstanding immediately prior to the effective time of the merger, and thereafter, Stratasys' current stockholders will hold 55% of the ordinary shares of Objet, on a fully diluted basis (using the treasury stock method). Following the merger, Objet will change its name to Stratasys Ltd. and its ordinary shares are expected to be listed on the NASDAQ Global Select Market under the symbol "SSYS." **Objet is an "emerging growth company" under the U.S. federal securities laws and will be subject to reduced public company reporting requirements.**

**The board of directors of Stratasys has unanimously adopted and approved the merger agreement, the merger and the transactions contemplated thereby, and determined that the merger agreement, the merger and the transactions contemplated thereby are in the best interests of Stratasys and its stockholders. Accordingly, the Stratasys board recommends that Stratasys' stockholders vote "FOR" adoption of the merger agreement. In reaching its determination, Stratasys' board of directors considered a number of factors, including the opinion of Stratasys' financial advisor, which is attached as *Annex F* to the accompanying proxy statement/prospectus and which Stratasys' stockholders are urged to read in its entirety.**

The board of directors of Objet has similarly approved the merger agreement, the merger and the transactions contemplated thereby, and is separately recommending, and seeking, approval thereof by Objet's shareholders pursuant to the requirements of Israeli law.

Stratasys is soliciting proxies for use at the special meeting of its stockholders to consider and vote upon the proposal to adopt the merger agreement and the other proposals described in the attached proxy statement/prospectus. It provides you with detailed information about the special meeting, the merger agreement and the transactions contemplated by the merger agreement, including the merger. A copy of the merger agreement is attached as *Annex A* to the accompanying proxy statement/prospectus. You are encouraged to read the proxy statement/prospectus (including the information incorporated by reference therein), the merger agreement and the other annexes carefully and in their entirety. **For a discussion of significant matters that should be considered before voting at the special meeting or submitting your proxy, see the section entitled "Risk Factors" beginning on page 17 of the accompanying proxy statement/prospectus.**

Your vote is very important, regardless of the number of shares you own. The merger cannot be consummated unless the merger agreement is adopted by the affirmative vote of the holders of a majority of the shares of Stratasys common stock issued and outstanding at the close of business on [ ], 2012, the record date for the purpose of determining the stockholders who are entitled to receive notice of, and to vote at, the special meeting.

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**Whether or not you plan to attend the special meeting in person, please complete, sign and date the enclosed proxy card and return it in the envelope provided as soon as possible or submit a proxy through the Internet or by telephone as described on the enclosed proxy card. This will not prevent you from voting your shares in person if you subsequently choose to attend the special meeting and vote thereat.** If you fail to vote your shares or submit your proxy, it will have the same effect as a vote against adoption of the merger agreement and the transactions contemplated by the merger agreement, including the merger. If your shares are held in "street name" by your broker, you should instruct your broker to vote your shares, following the procedures provided by your broker.

If you have any questions or need assistance voting your shares, please call MacKenzie Partners, Inc., Stratasys' proxy solicitor, toll-free at (800) 322-2885 (banks and brokers call collect at (212) 929-5500).

On behalf of the board of directors of each of Stratasys and Objet, we thank you for your cooperation and your continued support, and we look forward to beginning this exciting new, joint chapter in our companies' respective histories.

Sincerely,

**[Insert electronic signature]**

S. Scott Crump

*Chairman of the Board, President and Chief Executive Officer*

**Stratasys, Inc.**

**[Insert electronic signature]**

Elchanan Jaglom

*Chairman of the Board*

**Objet Ltd.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued in connection with the merger, or determined if this proxy statement/prospectus is accurate or adequate. Any representation to the contrary is a criminal offense.**

This proxy statement/prospectus is dated [            ], 2012, and is first being mailed to Stratasys stockholders on or about that date.

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**THIS PROXY STATEMENT/PROSPECTUS INCORPORATES  
ADDITIONAL INFORMATION**

The accompanying proxy statement/prospectus incorporates important business and financial information about Stratasys from other documents that are not included in or delivered with the proxy statement/prospectus. This proxy statement/prospectus also refers to information about Objet from documents that Objet has filed with or furnished to the SEC, but that have not been included in or delivered with this proxy statement/prospectus. This information is available to you without charge upon your request. You can obtain copies of documents deemed a part of this proxy statement/prospectus (excluding all exhibits unless the exhibit has been specifically incorporated by reference in this proxy statement/prospectus), without charge, by requesting them in writing or by telephone from the appropriate company at the following addresses:

Stratasys, Inc.  
7665 Commerce Way  
Eden Prairie, Minnesota 55344  
Attention: Shane Glenn, Director of Investor Relations  
Tel: (952) 937-3000

Objet Ltd.  
2 Holtzman Street  
Science Park, P.O. Box 2496  
Rehovot 76124, Israel  
Attention: Ilan Levin, President and Vice Chairman  
Tel: +972-8-931-4314

**To obtain timely delivery of the documents in advance of the special meeting of stockholders, you must request the information no later than [        ], 2012 (which is five business days prior to the date of the special meeting).**

For more information, see "Where You Can Find More Information" and "Incorporation of Certain Documents by Reference" beginning on page 241.

**ABOUT THIS PROXY STATEMENT/PROSPECTUS**

This proxy statement/prospectus, which forms a part of a registration statement on Form F-4 filed with the Securities and Exchange Commission, or SEC, by Objet, constitutes a prospectus of Objet under Section 5 of the Securities Act of 1933, as amended, or the Securities Act, with respect to the ordinary shares of Objet to be issued to Stratasys stockholders in connection with the merger. This document also constitutes a proxy statement of Stratasys under Section 14(a) of the Securities Exchange Act of 1934, as amended, or the Exchange Act, and the rules thereunder, and a notice of meeting with respect to the special meeting of Stratasys stockholders to consider and vote upon the proposal to adopt the merger agreement.

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**STRATASYS, INC.**

7665 Commerce Way  
Eden Prairie, MN 55344  
(952) 937-3000

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**Notice of Special Meeting of Stockholders  
of Stratasys, Inc.**

---

**To Be Held on [        ], 2012**

To the Stockholders of Stratasys, Inc.:

NOTICE IS HEREBY GIVEN that a special meeting of stockholders of Stratasys, Inc., a Delaware corporation, will be held on [        ], 2012, beginning at 10:00 a.m., local time, at Stratasys' corporate headquarters, 7665 Commerce Way, Eden Prairie, MN 55344, for the following purposes:

1. To consider and vote upon a proposal to adopt the Agreement and Plan of Merger, or the merger agreement, dated as of April 13, 2012, by and among Stratasys, Objet Ltd., an Israeli corporation, Seurat Holdings Inc., a Delaware corporation and an indirect wholly-owned subsidiary of Objet, or Holdco, and Oaktree Merger Inc., a Delaware corporation and a direct wholly-owned subsidiary of Holdco, or Merger Sub, as it may be further amended from time to time;
2. To consider and vote upon, on an advisory (non-binding) basis, a proposal to approve certain compensatory arrangements between Stratasys and its named executive officers related to the merger, as described in this proxy statement/prospectus;
3. To consider and vote upon a proposal to approve one or more adjournments of the special meeting to a later date or time, if necessary or appropriate, to permit solicitation of additional proxies in the event there are insufficient votes at the time of the special meeting, or at any adjournment or postponement of that meeting, to adopt the merger agreement (this proposal is hereinafter referred to as the "adjournment proposal"); and
4. To transact any other business that may properly come before the special meeting or any adjournment thereof.

The affirmative vote of the holders of a majority of the issued and outstanding shares of Stratasys common stock is required to adopt the merger agreement (Proposal 1). Approval of Proposals 2 and 3 requires the affirmative vote of holders of a majority of the shares of Stratasys common stock represented either in person or by proxy at the special meeting and entitled to vote. A form of proxy and a proxy statement/prospectus containing more detailed information with respect to matters to be considered at the special meeting accompany this notice and should be read in their entirety before you vote.

Only holders of record of Stratasys' common stock as of the close of business on [        ], 2012, the record date for the determination of stockholders entitled to notice of and to vote at the special meeting, are entitled to notice of, and to vote at, the special meeting. Holders of shares of Stratasys' common stock vote on a basis of one vote per share. At the close of business on the record date, Stratasys had [        ] shares of common stock issued and outstanding. A complete list of stockholders entitled to vote at the special meeting will be available for inspection at the meeting and for at least ten days prior to the meeting, during ordinary business hours, at Stratasys' principal executive offices located at 7665 Commerce Way, Eden Prairie, MN, and at the meeting location during the meeting.



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You should contact the Secretary of Stratasys at Stratasys' principal executive offices if you wish to review the list of stockholders.

Even if you plan to attend the special meeting in person, Stratasys requests that you please complete, sign and date the enclosed proxy card and return it in the envelope provided as soon as possible or submit a proxy through the Internet or by telephone as described on the enclosed proxy card.

**Stratasys' board of directors unanimously recommends that you vote "FOR" Proposals 1, 2 and 3 above.**

By Order of the Board of Directors,

Robert F. Gallagher  
*Executive Vice President, Chief Financial Officer and Secretary*  
Eden Prairie, Minnesota  
[      ], 2012

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