

ELBIT SYSTEMS LTD
Form S-8 POS
March 18, 2019

Registration No. 333-139512

As filed with the Securities and Exchange Commission on March 18, 2019

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

POST-EFFECTIVE AMENDMENT NO. 2
TO
FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

ELBIT SYSTEMS LTD.
(Exact name of registrant as specified in its charter)

| | |
|---|--|
| Israel (State or other jurisdiction of incorporation or organization) | N/A (I.R.S. Employer Identification No.) |
|---|--|

| | |
|--|---------------------|
| Advanced Technology Center P.O. Box 539 Haifa 31053 Israel (Address of Principal Executive Offices) | 31053 (Zip Code) |
|--|---------------------|

2007 STOCK OPTION PLAN
(Full title of the plan)

Elbit Systems of America, LLC
4700 Marine Creek Parkway
Fort Worth, Texas 76179
(Name and address of agent for service)

(817) 234-6600
(Telephone number, including area code, of agent for service)

Copies to:

Timothy I. Kahler, Esq.
Troutman Sanders LLP
875 Third Avenue
New York, New York 10022
(212) 704-6000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

EXPLANATORY NOTE

Elbit Systems Ltd. (the "Registrant") hereby amends its registration statement on Form S-8 (Registration No. 333-139512) (the "Registration Statement") by filing this Post-Effective Amendment No. 2 to terminate the effectiveness of the Registration Statement and to deregister all unsold securities reserved for issuance and registered for sale under the 2007 Stock Option Plan (the "Plan"). All stock options and other awards granted under the Plan or governed thereby have been exercised or have expired unexercised and no further options or other awards will be granted thereunder.

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 Haifa, Israel on this 18th day of March 2019.

ELBIT SYSTEMS LTD.

By: /s/ Bezhalel Machlis
 Name: Bezhalel Machlis
 Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|--------------------------|---|-------------------|
| /s/ Michael Federmann | | |
| Michael Federmann | Chairman of the Board of Directors | March 18, 2019 |
| /s/ Bezhalel Machlis | | |
| Bezhalel Machlis | President, Chief Executive Officer (Principal Executive Officer) | March 18, 2019 |
| /s/ Joseph Gaspar | | |
| Joseph Gaspar | Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) | March 18, 2019 |
| /s/ Rina Baum | | |
| Rina Baum | Director | March 18, 2019 |
| /s/ Yoram Ben-Zeev | | |
| Yoram Ben-Zeev | Director | March 18, 2019 |
| /s/ David Federmann | | |
| David Federmann | Director | March 18, 2019 |

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/s/ Yehoshua
Gleitman

Yehoshua Gleitman Director

March 18,
2019

/s/ Dov Ninveh

Dov Ninveh Director

March 18,
2019

/s/ Ehood Nisan

Ehood Nisan Director

March 18,
2019

/s/ Dalia Rabin

Dalia Rabin Director

March 18,
2019

/s/ Yuli Tamir

Yuli Tamir Director

March 18,
2019

/s/ Raanan Horowitz

Raanan Horowitz President, Elbit Systems of America, LLC, Authorized Representative in the
United States

March 18,
2019