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

Form 6-K

Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16
under the Securities Exchange Act of 1934

For the month of June 2024 (Report No. 4)

Commission file number: 001-41387



SaverOne 2014 Ltd.

(Translation of registrant's name into English)

**Em Hamoshavot Rd. 94
Petah Tikvah, Israel**

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

On June 25, 2024, SaverOne 2014 Ltd. (the “Company”) closed the transaction contemplated by the securities purchase agreement dated June 20, 2024, pursuant to which the Company sold to the two institutional investors in a registered direct offering (the “Registered Offering”) an aggregate of 12,555,555 shares of ordinary shares, par value NIS 0.01 per share (“Ordinary Shares”), represented by 2,511,111 American Depositary Shares (“ADSs”), at an offering price of \$0.45 per ADS. The Ordinary Shares representing ADSs and the ADSs were sold pursuant to a prospectus supplement filed by the Company on June 25, 2024 with the Securities and Exchange Commission (the “SEC”), in connection with a takedown from the Company’s shelf registration statement on [Form F-3](#) (File No. 333-274458), declared effective by the SEC on September 27, 2023, and the base prospectus dated as of September 27, 2023 contained in such registration statement.

A copy of the opinion of Doron Tikotzky Kantor Gutman & Amit Gross with respect to the validity of the Company’s securities offered relating to Israeli law is attached as Exhibit 5.1 hereto. A copy of the opinion of The Crone Law Group, P.C. relating to U.S. federal securities laws is attached as Exhibit 5.2 hereto.

This Report on Form 6-K, including all exhibits hereto, is hereby incorporated by reference into all effective registration statements filed by the Company under the Securities Act of 1933, as amended.

Exhibit Index

Exhibit No.	Description
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5.1	Legal opinion of Doron Tikotzky Kantor Gutman & Amit Gross
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5.2	Legal opinion of The Crone Law Group, P.C.
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: June 25, 2024

SAVERONE 2014 LTD.

By: /s/ Ori Gilboa

Name: Ori Gilboa

Title: Chief Executive Officer



June 25, 2024

Yaron Tikotzky, Adv. (CPA)*
 Eli Doron, Adv. & Notary
 Ronen Kantor, Adv.
 Amit Gross, Adv. & Notary
 Giora Gutman, Adv.
 Rami Arie, Adv. (CPA)
 Rachel (Goren) Cavallero, Adv.
 Gil Mor, Adv. & Notary**
 Sharon Fishman, Adv. & Notary
 Efrat Hamami, Adv.
 Tamir Kalderon, Adv.
 Asaf Gershgoren, Adv. & economist
 Efi Ohana, Adv. & economist
 Asaf Hoffman, Adv. & economist
 Moti Philip, Adv.
 Shai Glikman, Adv.
 Rotem Nissim, Adv.
 Hadas Garoosi, Adv.
 Shmulik Cohen, Adv.
 Izhak Lax, Adv.
 Amit Moshe Cohen, Adv.
 Shimon Gros, Adv. & Notary
 Shahar Noah, Adv. (Tax advisor)
 Igal Rosenberg, Adv.
 Ori Perel, Adv.
 Shai Pnini, Adv.
 Sandrine Dray, Adv. Mediator & Notary***
 Nahli Hamud, Adv.
 Yair Messalem, Adv.
 Maayan Peled, Adv.
 Liav Menachem, Adv. Notary & Mediator
 Israel Asraf, Adv. & Notary
 Gali Ganoni, Adv.
 Odelia Cohen-Schondorf, Adv.
 Yana Shapiro Orbach, Adv.
 Roy Galis, Adv.
 Oren Geni, Adv.
 Moran Ovadia, Adv.
 Sonny Knaz, Adv.
 Bat-El Ovadia, Adv.
 Aharon Eitan, Adv.
 Rania Elime, Adv.
 Haim Pesenzon, Adv.
 Shaike Rakovsky, Adv.
 Ronit Rabinovich, Adv.
 Iris Borcom, Adv.
 Omri Alter, Adv.
 Shira Ben dov levi, Adv.
 Inbal Naim, Adv.
 Yonatan Gamarnik, Adv.
 Ben Mugraby, Adv.
 Shirli Shlezinger, Adv.
 Michael Misul, Adv.
 Jacob Bayarsky, Adv. & economist
 Matan Hemo, Adv.
 Tamir Shenhav, Adv.
 Adi Ben yair- Yosef, Adv.
 Moshe Zoaretz, Adv.
 Nina Aharonov, Adv.
 Rozit kabudi Doron, Adv.
 Doron Pesso, Adv.
 Adi Barnes-Ovdat, Adv.
 Omri Yaacov, Adv.
 Noy Keren, Adv.
 Liat Ingber, Adv.
 Lipaz Elimelech-Kami, Adv.
 Eli Hirsch, Adv.
 Maayan Gadalov, Adv.
 Dov Alter, Adv.
 Monica kevorkian karawani, Adv.
 Shahaf Zuker, Adv.
 Alexey Kvaktoun, Adv.
 Elinor Yaakobi, Adv.
 Dor Elkrief, Adv.
 Netanel Rozenberg, Adv.
 Gil Friedman, Adv.
 Hadar Raz, Adv.
 Iliia Parkhomyuk, Adv.
 Dana Hofman, Adv.
 shirly Lipovetsky, Adv.
 Yamit Halperin, Adv.
 Moran Alezra, Adv.
 Elinor Palma, Adv.
 Lidor Amar, Adv.
 Tali Kadosh, Adv.
 Rami Zoabi, Adv.
 Michelle Zohar-Peer, Adv.
 Barak Harari, Adv.
 Ayala Meidan-Greenspan, Adv.
 Coral Opal, Adv.
 Eden Eliad, Adv.

The Bank of New York Mellon
 240 Greenwich Street
 New York, NY 10286

We have acted as Israel counsel to SaverOne 2014 Ltd., a company organized under the laws of Israel (the “**Company**”), in connection with the offer and sale by the Company of 12,555,555 of the Company’s ordinary shares, par value NIS 0.01 per share, (the “**Offered Shares**”), to be represented by 2,511,111 American Depositary Shares (the “**Offered ADSs**”), in a concurrent private placement. Capitalized terms used herein and not otherwise defined shall have the meaning assigned to them in the Securities Purchase Agreement dated June 20, 2024 (the “**Purchase Agreement**”) by and between the Company and the investors parties thereto (the “**Purchaser**”).

In connection with the opinions expressed herein, we have made such examination of law as we considered appropriate or advisable for purposes hereof.

As Israeli counsel to the Company, we have reviewed the Articles of Association of the Company, the Company’s filings with the Tel Aviv Stock Exchange, and such other documents as we have deemed necessary to enable us to render this opinion.

We have assumed the authenticity of all documents presented to us as originals, the conformity to the originals of all photocopies which have been presented to us, and the authenticity of the originals of such latter documents. Except to the extent expressly set forth herein or as we otherwise believe to be necessary to our opinion, we have not undertaken any independent investigation to determine the existence or absence of any fact, and no inference as to our knowledge of the existence or absence of any fact should be drawn from our representation of the Company or the rendering of the opinion set forth below.

We are members of the Bar of the State of Israel, we express no opinion as to any matter relating to the laws of any jurisdiction other than the laws of the State of Israel as the same are in force on the date hereof and we have not, for the purpose of giving this opinion, made any investigation of the laws of any other jurisdiction. In addition, we express no opinion as to any documents, agreements or arrangements other than those subject to the laws of the State of Israel, if any.

Based on the foregoing, and subject to the qualifications and limitations stated in this letter, we are of the opinion that:

1. The Offered Shares underlying the Offered ADSs are duly authorized and, when issued in accordance with the Purchase Agreement, will be validly issued, fully paid and non-assessable and will not have been issued in violation of any pre-emptive or similar rights of the holders of other securities of the Company under Israeli law or the Company’s Articles of Association.

2. The issuance and delivery of the Offered Shares, the Offered ADSs will not violate the Company’s Articles of Association or similar organizational documents or any laws or regulations in the State of Israel or require any consents or approvals of any governmental or regulatory authority in the State of Israel that have not been obtained and are not in full force and effect.

3. No taxes or governmental charges are payable in Israel in connection with the issuance or delivery of the Offered Shares and the Offered ADSs.

This opinion is furnished to you solely in connection with the transactions referenced in the first paragraph of this letter and is not to be used, circulated, quoted or otherwise referred to for any other purpose or relied upon by any other person without our express prior written permission. Notwithstanding the foregoing, you may furnish a copy of this letter without our prior consent (a) if required by any applicable law or regulation, (b) to any regulatory authority having jurisdiction over you if required by such authority, (c) to your professional advisors, directors, officers, and employees, or (d) in connection with any actual or threatened claim against you relating to the issuance of the Offered ADSs if required to assist you in establishing defenses under applicable securities laws, it being understood and agreed that we assume no duty or liability whatsoever to any person who is furnished this letter in accordance with this sentence and that no such person shall be entitled to rely on this letter in any manner as a result of being furnished this letter or for any other reason. We assume no obligation to inform you of any facts, circumstances, events or changes in the law as may hereafter be brought to our attention that may alter, affect or modify the opinions expressed herein. This opinion is based solely on Israeli law and facts existing as of the date hereof. We make no undertaking to supplement this opinion after the date hereof.

Very truly yours,

Doron, Tikotzky, Kantor, Gutman, Amit Gross & Co.

Advocates and Notaries

Yaacov Wagner, Senior judge (retired), Adv.-
L.L.M, Mediator & Arbitrator- Of Counsel
Jan Robinsohn, M.Jur. Adv. & Notary - Of
Counsel

Giora Amir (1928-2020)

* Member of the New York State Bar
** Member of the Law Society in
England & Wales
*** Accredited by the consulate of France
**** Honorary Consul Of The Republic
Of Poland (ret.)

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Mark E. Crone
Managing Partner
mcrone@cronelawgroup.com

June 25, 2024

The Bank of New York Mellon
240 Greenwich Street
New York, NY 10286
Ladies and Gentlemen:

We have acted as special U.S. securities counsel to SaverOne 2014 Ltd., a company organized under the laws of the State of Israel (the “**Company**”), in connection with the offer and sale (the “**Offering**”) by the Company of 12,555,555 of the Company’s ordinary shares, par value NIS 0.01 per share, (the “**Offered Shares**”), represented by 2,511,111 American Depositary Shares (the “**Offered ADSs**”). The Offered ADSs are being issued pursuant to a registration statement on Form F-3 (File No. 333-274458) filed by the Company with the Securities and Exchange Commission (the “**Commission**”) under the Securities Act of 1933, as amended (the “**Securities Act**”), the prospectus dated September 27, 2023 and prospectus supplement dated June 25, 2024 filed with the Commission pursuant to Rule 424(b) of the rules and regulations promulgated by the Commission under the Securities Act(the “**Prospectus Supplement**”).

As counsel to the Company in the United States, we have reviewed copies of the Articles of Association, as amended, of the Company and such corporate records of the Company, certificates of public officials, a representation of an officer of the Company as to factual matters and such other documents that we consider necessary or advisable for the purpose of rendering the opinions set forth below. In such examination,

We have assumed that, with respect to the Securities Purchase Agreement dated June 20, 2024 (the “**Purchase Agreement**”) between the Company and each purchaser (the “**Purchaser**”), each party to all other documents, agreements and instruments examined by us (other than the Company) have all requisite power and authority and has taken all necessary action to enter into and perform all of such party’s obligations under the Purchase Agreement and such other documents, agreements and instruments to which it is party, and that the Purchase Agreement and each such other document, agreement and instrument is and will be the valid, binding and enforceable obligation of each party thereto (other than the Company). We express no opinion as to the application of any federal, state or local statute, law, rule or regulation to either Purchaser’s authority or that of any other party (other than the Company) to enter into and to carry out its respective obligations under, and exercise rights under, the Purchase Agreement and such other documents, agreements or instruments.

Our opinions as to New York and federal statutes, rules and regulations are limited to statutes, rules and regulations that a New York lawyer exercising customary professional diligence would reasonably be expected to recognize as being normally applicable both to general business corporations that are not engaged in regulated business activities and to transactions of the type contemplated by the Prospectus Supplement.

This opinion is also subject to the following qualifications:

(i) Except as specifically set forth below, we express no opinion on the validity, binding effect or enforceability of any agreement or other instrument;

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(ii) our opinions set forth below with respect to the validity or binding effect of any security or obligation may be limited by (a) bankruptcy, insolvency, reorganization, fraudulent conveyance, marshaling, moratorium or other similar laws affecting the enforcement generally of the rights and remedies of creditors and secured parties or the obligations of debtors, (b) general principles of equity (whether considered in a proceeding in equity or at law), including but not limited to principles limiting the availability of specific performance or injunctive relief, and concepts of materiality, reasonableness, good faith and fair dealing, (c) the possible unenforceability under certain circumstances of provisions providing for indemnification, contribution, exculpation, release or waiver that may be contrary to public policy or violative of federal or state securities laws, rules or regulations, and (d) the effect of course of dealing, course of performance, oral agreements or the like that would modify the terms of an agreement or the respective rights or obligations of the parties under an agreement; and

(iii) we express no opinion with respect to compliance with applicable anti-fraud statutes, rules or regulations of any applicable state or federal law.

For the purposes of this opinion letter, our “knowledge” (or any similar concept) with respect to any matter means (1) the actual knowledge regarding such matter of the particular attorneys who are presently employees or partners of The Crone Law Group P.C. and who have represented the Company in connection with the transaction contemplated by the Purchase Agreement, (2) we make no representation that we have undertaken any review of our files or other independent investigation with respect to any such matter (and, by accepting this opinion letter, you acknowledge not to have requested, or relied on, any such review or other independent investigation by us), and (3) no inference that we have actual knowledge concerning such matter should be drawn from the mere fact of our representation of the Company or our expression of any opinion in this opinion letter. Accordingly, relevant matters may exist, including relevant matters with respect to which attorneys in our firm are representing the Company, but of which, for purposes of this opinion letter, we do not have “knowledge.”

With regard to our opinion in paragraph 2 below, we have based our opinion, to the extent we consider appropriate, on Rule 3a-8 under the Investment Company Act of 1940, as amended (the “Investment Company Act”), and the disclosure provided by the Company in its filings with the Commission. We also have relied as to certain factual matters upon a certificate of an officer of the Company and have assumed that, pending their uses as identified in the Prospectus Supplement, the net proceeds of the offering contemplated therein will be invested in “government securities” within the meaning of the Investment Company Act, to the extent necessary to ensure that the Company will not hold “investment securities” (within the meaning of the Investment Company Act) having a value exceeding 40% of the Company’s total assets (exclusive of government securities and cash items) on an unconsolidated basis. We have also not considered the effect on such opinion of the identity, business or control of any of the Company’s stockholders and have assumed that none of the Company’s stockholders would be deemed an “investment company” within the meaning of the Investment Company Act. We have conducted no further investigation. We understand that all of the foregoing assumptions, qualifications and limitations are acceptable to you.

Based on the foregoing, we are of the opinion that:

- 1) The Offered Shares represented by the Offered ADSs are effectively registered under the Securities Act; there is no stop order or, to our knowledge, any investigation or proceeding for that purpose threatened or contemplated under the Securities Act.
- 2) The Company is not, and after giving effect to the issuance of the Offered ADSs and the application of the proceeds as described in the Prospectus Supplement, will not be, an “investment company,” as such term is defined in the Investment Company Act or a company “controlled” by an “investment company” within the meaning of the Investment Company Act.

This opinion letter should be interpreted in accordance with the Core Opinion Principles issued by the Legal Opinions Committee of the American Bar Association's Business Law Section and the Working Group on Legal Opinions Foundation, as published in *The Business Lawyer*, 74 Bus. Law. 815 (2019).

This opinion letter is being furnished only to the addressee above and is solely for their benefit. This document may not be provided to any other person or relied upon or quoted for any other purpose or by any other person without our prior written consent, except that it may furnish a copy of this letter (a) to any regulatory authority having jurisdiction over it if required by such authority, (b) to its professional advisors, directors, officers, and employees, or (c) in connection with any actual or threatened claim against it relating to the issuance of the ADSs if required to assist it in establishing defenses under applicable securities laws, it being understood and agreed that we assume no duty or liability whatsoever to any person who is furnished this letter in accordance with this sentence and that no such person shall be entitled to rely on this letter in any manner as a result of being furnished this letter or for any other reason.

All of the opinions and statements set forth herein are rendered as of the date hereof, and we assume no obligation to update them or advise you of any changes in our opinions to reflect any facts or circumstances which may hereafter come to our attention or any changes in the law which may hereafter occur.

THE CRONE LAW GROUP P.C.

