

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM F-1

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

ODDITY Tech Ltd.

(Exact Name of Registrant as specified in its charter)

State of Israel
(State or Other Jurisdiction of
Incorporation or Organization)

2844
(Primary Standard Industrial
Classification Code Number)

Not applicable
(I.R.S. Employer
Identification No.)

ODDITY Tech Ltd.
8 Haharash Street
Tel Aviv-Jaffa, 6761304, Israel
(551) 751-7495

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

ODDITY Tech US Inc.
110 Greene Street
New York, New York 10012
(551) 751-7495

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. (File No. 333-277850)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933.

Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, 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.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement relates to the prior Registration Statement on Form F-1 (File No. 333-277850) filed by ODDITY Tech Ltd. (the “Registrant”) with the Securities and Exchange Commission (the “Commission”) on March 12, 2024 (the “Prior Registration Statement”), which was declared effective by the Commission on March 14, 2024. The contents of the Prior Registration Statement, and all exhibits to the Prior Registration Statement, are incorporated herein by reference.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate number of Class A ordinary shares offered by the selling shareholder named in the Prior Registration Statement by 900,000 Class A ordinary shares, 117,391 of which may be sold pursuant to the underwriters’ option to purchase additional Class A ordinary shares. The additional Class A ordinary shares that are being registered for sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in Exhibit 107 to the Prior Registration Statement.

The required opinion and consents are listed on an Exhibit Index to this Registration Statement and filed herewith.

EXHIBIT INDEX

Exhibit No.	Description
5.1	Opinion of Herzog Fox & Neeman (incorporated by reference to Exhibit 5.1 to the Form F-1 filed on March 12, 2024 (File no. 333-277850)).
23.1*	Consent of Kost, Forer, Gabbay & Kasierer, an independent registered public accounting firm.
23.2	Consent of Herzog Fox & Neeman (included in its opinion incorporated by reference as Exhibit 5.1 hereto).
24.1	Power of Attorney (incorporated by reference to Exhibit 24.1 to the Form F-1 filed on March 12, 2024 (File no. 333-277850)).
107*	Filing Fee Table

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Tel Aviv, Israel on March 14, 2024.

ODDITY Tech Ltd.

By: /s/ Oran Holtzman
Name: Oran Holtzman
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, 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>
By:	<u>/s/ Oran Holtzman</u> Oran Holtzman	Chief Executive Officer, Director (Principal Executive Officer)	March 14, 2024
By:	<u>/s/ Lindsay Drucker Mann</u> Lindsay Drucker Mann	Global Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	March 14, 2024
By:	<u>*</u> Shiran Holtzman-Erel	Director	March 14, 2024
By:	<u>*</u> Michael Farello	Director	March 14, 2024
By:	<u>*</u> Lilach Payorski	Director	March 14, 2024
By:	<u>*</u> Ohad Chereshniya	Director	March 14, 2024
*By:	<u>/s/ Lindsay Drucker Mann</u> Lindsay Drucker Mann Attorney-in-Fact		

Signature of Authorized U.S. Representative of Registrant

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of ODDITY Tech Ltd. has signed this registration statement on March 14, 2024.

By: /s/ Lindsay Drucker Mann
Name: Lindsay Drucker Mann
Title: Global Chief Financial Officer

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form F-1 filed pursuant to Rule 462(b) of the Securities Act of 1933 of the reference to our firm under the caption “Experts” and to the incorporation by reference of our report dated March 5, 2024 with respect to the consolidated financial statements of Oddity Tech Ltd. included in the Registration Statement (Form F-1 No. 333-277850) and related Prospectus of Oddity Tech Ltd.

/s/ KOST FORER GABBAY & KASIERER
KOST FORER GABBAY & KASIERER
A Member of EY Global

Tel Aviv, Israel
March 14, 2024

Calculation of Filing Fee Tables

Form F-1
(Form Type)ODDITY Tech Ltd.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered and Carry Forward Securities

	Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit ⁽²⁾	Maximum Aggregate Offering Price ^{(1) (2)}	Fee Rate	Amount of Registration Fee ⁽³⁾	Carry Forward Form Type	Carry Forward File Number	Carry Forward Initial Effective Date	Filing Fee Previously Paid in Connection with Unsold Securities to be Carried Forward
Newly Registered Securities												
Fees to be Paid	Equity	Class A Ordinary Shares, par value NIS 0.001 per share	457(a)	900,000	\$43.50	\$39,150,000	\$147.60 per \$1,000,000	\$5,779				
	Total Offering Amounts					\$39,150,000		\$5,779				
	Total Fees Previously Paid							—				
	Total Fee Offsets							—				
	Net Fee Due							\$5,779				

- (1) Represents only the additional number of the Registrant's Class A ordinary shares being registered, including Class A ordinary shares that the underwriters have the option to purchase. Does not include the securities that the Registrant previously registered on the Registration Statement on Form F-1 (File No. 333-277850) (the "Prior Registration Statement"), which was declared effective by the Securities and Exchange Commission on March 14, 2024.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(a) under the Securities Act of 1933, as amended (the "Securities Act").
- (3) The Registrant previously registered 4,600,000 of its Class A ordinary shares on the Prior Registration Statement, for which the Registrant previously paid a filing fee of \$29,257. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$39,150,000 is hereby registered, which includes the additional Class A ordinary shares that the underwriters have the option to purchase.