

DAVIS CARY
Form 4
January 24, 2019

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
DAVIS CARY

(Last) (First) (Middle)

C/O CYREN INC., 1430 SPRING HILL ROAD, SUITE 330

(Street)

MCLEAN, VA 22102

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CYREN Ltd. [CYRN]

3. Date of Earliest Transaction
(Month/Day/Year)
01/22/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Ordinary Shares | 01/22/2019 | | A | (A) or (D) Amount 10,000 (1) | \$ 0 10,000 | D | |
| Ordinary Shares | | | | | 27,586,733 | I | See Footnotes (2) (3) (4) (5) (6) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DAVIS CARY C/O CYREN INC., 1430 SPRING HILL ROAD, SUITE 330 MCLEAN, VA 22102 | | X | | |

Signatures

/s/ Eric Spindel, as Attorney-in-Fact 01/24/2019

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These shares were issued as a restricted stock unit grant to the Reporting Person by the issuer under the issuer's 2016 Non-Employee Director Equity Incentive Plan. The restricted stock units vest in four equal annual installments beginning on January 22, 2020.
- (2) The Reporting Person is an indirect beneficial owner of Warburg Pincus (Bermuda) Private Equity GP Ltd., a Bermuda exempted company ("WP Bermuda GP"), and a Member and Managing Director of Warburg Pincus LLC, a New York limited liability company ("WP LLC"). The Warburg Pincus Entities (as defined below) collectively own 27,586,733 ordinary shares, as of the date hereof.
- (3) All ordinary shares indicated as indirectly owned by the Reporting Person are included because of his affiliation with the Warburg Pincus Entities, due to which Mr. Davis may be deemed to have an indirect pecuniary interest (within the meaning of Rule 16a-1 under the Securities and Exchange Act of 1934, as amended) in an indeterminate portion of the ordinary shares owned by the Warburg Pincus Entities. Mr. Davis disclaims beneficial ownership of all ordinary shares attributable to the Warburg Pincus Entities except to the extent of his direct pecuniary interest therein.
- (4) The "Warburg Pincus Funds" are Warburg Pincus (Callisto) Private Equity XII (Cayman), L.P., Warburg Pincus (Europa) Private Equity XII (Cayman), L.P., Warburg Pincus (Ganymede) Private Equity XII (Cayman), L.P., Warburg Pincus Private Equity XII-B (Cayman), L.P., Warburg Pincus Private Equity XII-D (Cayman), L.P., Warburg Pincus Private Equity XII-E (Cayman), L.P., Warburg Pincus XII Partners (Cayman), L.P., and WP XII Partners (Cayman), L.P. The Warburg Pincus Funds hold shares through their direct, wholly-owned subsidiary, WP XII Investments Cooperatief U.A. ("WP XII Coop"), which holds shares through its direct, wholly-owned subsidiary, WP

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XII Investments B.V. ("WP XII BV").

- (5) Warburg Pincus (Cayman) XII, L.P. ("WP XII Cayman GP") is the general partner of each of the Warburg Pincus Funds. Warburg Pincus (Cayman) XII GP LLC ("WP XII Cayman GP LLC") is the general partner of WP XII Cayman GP. Warburg Pincus Partners II (Cayman), L.P. ("WPP II Cayman") is the sole member of WP XII Cayman GP LLC. WP Bermuda GP is the general partner of WPP II Cayman. WP LLC is the manager of each of the Warburg Pincus Funds.

- (6) Each of the Warburg Pincus Funds, WP XII Coop, WP XII BV, WP XII Cayman GP, WP XII Cayman GP LLC, WPP II Cayman, WP Bermuda GP, and WP LLC are collectively referred to herein as the "Warburg Pincus Entities." Charles R. Kaye and Joseph P. Landy are the sole Directors and Co-Chairmen of WP Bermuda GP and Managing Members and Co-Chief Executive Officers of WP LLC and may be deemed to control the Warburg Pincus Entities.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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