

WP XII Investments B.V.
 Form 3
 January 02, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
WP XII Investments B.V.		(Month/Day/Year)	CYREN Ltd. [CYRN]	
(Last)	(First)	01/01/2019		
ATRIUM STRAWINSKYLAAN			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
3051, A				
(Street)			(Check all applicable)	
AMSTERDAM, A P7 A 1077 ZX			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below) (specify below)	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Ordinary Shares	27,586,733	I	See Footnotes (1) (2) (3) (4) (5) (6)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

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Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WP XII Investments B.V. ATRIUM STRAWINSKYLAAN 3051 AMSTERDAM, P7 1077 ZX	^	^ X	^	^
WP XII Investments Cooperatief U.A. ATRIUM STRAWINSKYLAAN 3051 AMSTERDAM, P7 1077 ZX	^	^ X	^	^
Warburg Pincus (Callisto) Private Equity XII (Cayman), L.P. C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	^	^ X	^	^
Warburg Pincus (Europa) Private Equity XII (Cayman), L.P. C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	^	^ X	^	^
Warburg Pincus (Ganymede) Private Equity XII (Cayman), L.P. C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	^	^ X	^	^
Warburg Pincus Private Equity XII-B (Cayman), L.P. C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	^	^ X	^	^
Warburg Pincus Private Equity XII-D (Cayman), L.P. C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	^	^ X	^	^
Warburg Pincus Private Equity XII-E (Cayman), L.P. C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	^	^ X	^	^
Warburg Pincus XII Partners (Cayman), L.P. C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	^	^ X	^	^
WP XII Partners (Cayman), L.P. C/O WARBURG PINCUS & CO.	^	^ X	^	^

450 LEXINGTON AVENUE
NEW YORK, NY 10017

Signatures

See Exhibit 99.1

01/02/2019

Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

This Form 3 is being jointly filed by and on behalf of each of the following persons (each, a "Warburg Pincus Reporting Person") in connection with the transition by Cyren Ltd. (the "Issuer") from a foreign private issuer to a domestic issuer, effective January 1, 2019: (i) WP XII Investments B.V., a company incorporated in the Netherlands ("WP XII Investments"); (ii) WP XII Investments Cooperatief U.A., a company incorporated in the Netherlands ("WP XII Investments Cooperatief"); (iii) Warburg Pincus (Callisto) Private Equity XII (Cayman), L.P., a Cayman Islands exempted limited partnership ("WP XII Callisto"); (iv) Warburg Pincus (Europa) Private Equity XII (Cayman), L.P., a Cayman Islands exempted limited partnership ("WP XII Europa"); (v) Warburg Pincus (Ganymede) Private Equity XII (Cayman), L.P., a Cayman Islands exempted limited partnership ("WP XII Ganymede"); (vi) Warburg Pincus Private Equity XII-B (Cayman), L.P., a Cayman Islands exempted limited partnership ("WP XII-B");

(1) (Continued from Footnote 1) (vii) Warburg Pincus Private Equity XII-D (Cayman), L.P., a Cayman Islands exempted limited partnership ("WP XII-D"); (viii) Warburg Pincus Private Equity XII-E (Cayman), L.P., a Cayman Islands exempted limited partnership ("WP XII-E"); (ix) Warburg Pincus XII Partners (Cayman), L.P., a Cayman Islands exempted limited partnership ("Warburg Pincus XII Partners"); (x) WP XII Partners (Cayman), L.P., a Cayman Islands exempted limited partnership ("WP XII Partners", and together with WP XII Callisto, WP XII Europa, WP XII Ganymede, WP XII-B, WP XII-D, WP XII-E and Warburg Pincus XII Partners, the "WP XII Funds"); (xi) Warburg Pincus LLC, a New York limited liability company ("WP LLC"); (xii) Warburg Pincus (Cayman) XII, L.P., a Cayman Islands exempted limited partnership ("WP XII Cayman GP"); (xiii) Warburg Pincus (Cayman) XII GP LLC, a Delaware limited liability company ("WP XII Cayman GP LLC"); (xiv) Warburg Pincus Partners II (Cayman), L.P.,

(2) (Continued from Footnote 2) a Cayman Islands exempted limited partnership ("WPP II Cayman"); (xv) Warburg Pincus (Bermuda) Private Equity GP Ltd., a Bermuda exempted company ("WP Bermuda GP", and, together with WP XII Investments, WP XII Investments Cooperatief, the WP XII Funds, WP LLC, WP XII Cayman GP, WP XII Cayman GP LLC, WPP II Cayman and WP Bermuda GP, the "Warburg Entities"); (xvi) Charles R. Kaye; and (xvii) Joseph P. Landy.

(3) WP XII Investments is wholly owned by WP XII Investments Cooperatief, which is wholly owned by the WP XII Funds. WP LLC is the manager of the WP XII Funds and WP XII Cayman GP is the general partner of each of the WP XII Funds. WP XII Cayman GP LLC is the general partner of WP XII Cayman GP. WPP II Cayman is the sole member of WP XII Cayman GP LLC. WP Bermuda GP is the general partner of WPP II Cayman. Charles R. Kaye and Joseph P. Landy are the Co-Chairmen and sole Directors of WP Bermuda GP, and the Managing Members and Co-Chief Executive Officers of WP LLC, and may be deemed to control the Warburg Entities.

(4) Reflects 27,586,733 ordinary shares of the Issuer directly held by WP XII Investments.

(5) Each of Messrs. Kaye and Landy and each Warburg Entity disclaims beneficial ownership with respect to any ordinary shares of the Issuer, except to the extent of its indirect pecuniary interest in such ordinary shares. Information with respect to each of the Warburg Pincus Reporting Persons is given solely by such Warburg Pincus Reporting Person, and no Warburg Pincus Reporting Person has responsibility for the accuracy or completeness of information supplied by another Warburg Pincus Reporting Person.

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Remarks:

Due to the limitation on the number of Reporting Persons allowed on Form 3, WP LLC, WP XI

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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