
**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
OF THE SECURITIES EXCHANGE ACT OF 1934**

For the month of September 2024.

Commission File Number 001-40772

**Cellebrite DI Ltd.
(Translation of registrant's name into English)**

**94 Shlomo Shmelzer Road
Petah Tikva 4970602, Israel
(Address of principal executive office)**

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

EXPLANATORY NOTE

On August 15, 2024, Cellebrite DI Ltd. (the “Company”) gave notice of the redemption (the “Redemption Notice”) of all of its (i) outstanding public warrants (the “Public Warrants”) to purchase ordinary shares of the Company, par value NIS 0.00001 per share (the “Ordinary Shares”), that were issued pursuant to that certain Assignment, Assumption and Amended and Restated Warrant Agreement, dated on August 30, 2021 (the “Warrant Agreement”), between the Company and Equiniti Trust Company, LLC (as successor to American Stock Transfer & Trust Company, LLC) (“Equiniti”) and (ii) outstanding private placement warrants to purchase Ordinary Shares (the “Private Placement Warrants” and, together with the Public Warrants, the Warrants”) that were issued by TWC Tech Holdings II Corp. (“TWC”) in a private placement transaction under the Private Placement Warrants Purchase Agreement, dated as of September 10, 2020, by and between TWC and TWC Tech Holdings II, LLC, on the same terms as the outstanding Public Warrants, in each case for a redemption price of \$0.10 per Warrant. On August 27, 2024, the Company distributed a revised notice of redemption (the “Revised Notice of Redemption”) that clarified certain procedures outlined in the Redemption Notice. On August 30, 2024, the Company gave notice of the redemption fair market value (the “Notice of Redemption Fair Market Value”) of \$16.72.

The Company has determined that it would be beneficial to warrant holders to distribute frequently asked questions (the “FAQs”) clarifying certain procedures and information contained in the Redemption Notice, Revised Notice of Redemption, and Notice of Redemption Fair Market Value.

A copy of the FAQs is furnished as Exhibit 99.1 hereto.

None of this Current Report on Form 6-K or the FAQs attached hereto as Exhibit 99.1 constitutes an offer to sell or the solicitation of an offer to buy any of the Company’s securities, and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering, solicitation or sale would be unlawful.

EXHIBIT INDEX

Exhibit No.	Exhibit
99.1	FAQs, dated September 6, 2024.

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.

Cellebrite DI Ltd.

September 6, 2024

By: /s/ Dana Gerner

Dana Gerner
Chief Financial Officer

CLBTW – Warrant Redemption FAQs

September 6, 2024

NOTICE: These FAQs do not constitute an offer to sell or the solicitation of an offer to buy any Cellebrite DI Ltd. (“Cellebrite” or the “Company”) securities and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering, solicitation or sale would be unlawful.

These FAQs do not replace the Notice of Redemption dated August 15, 2024, the Revised Notice of Redemption dated August 27, 2024 or the Notice of Redemption Fair Market Value dated August 30, 2024, or change, amend or modify any of their terms. The notices are also available at www.sec.gov.

FOR ADDITIONAL INFORMATION, PLEASE REFER TO:

For additional information, please visit the Cellebrite investor relations website at <https://investors.cellebrite.com/>. Questions concerning redemption or exercise of the warrants may be directed to Cellebrite’s Information Agent at:

D.F. King & Co., Inc.
48 Wall Street
New York, NY 10005

Banks and Brokerage Firms, Please Call: (212) 269-5550
Stockholders and All Others Call Toll-Free: (800) 431-9643

Email: CLBTW@dfking.com

GENERAL INFORMATION***Q. What is the deadline to exercise my warrants?***

A. Warrants must be exercised before **5:00 pm New York City time on September 16, 2024**.

Q. What happens if I do not exercise my warrants by September 16, 2024 at 5:00 pm New York City time?

A. Any warrants that remain unexercised at 5:00 p.m. New York City time on **September 16, 2024** will be void and no longer exercisable, and all rights thereunder and in respect thereof will cease, except the right of the holders to receive the Redemption Price of \$0.10 per warrant, which will be reduced to \$0.07 per warrant after giving effect to deduction of Israeli withholding tax at a rate of 30%.

Q. When will the warrants cease trading on the Nasdaq Stock Market, LLC (“Nasdaq”)?

A. The Company understands from Nasdaq that **September 13, 2024** will be the last day on which the warrants will be traded on Nasdaq.

Q. How do I exercise my warrants?

A. At the direction of Cellebrite, Equiniti Trust Company, LLC (“Equiniti”) (as Warrant Agent) has delivered a notice of redemption to each of the registered holders of the outstanding Public Warrants and the Depository Trust Company (“DTC”), which includes instructions on exercising your warrants. DTC has alerted broker participants. Most warrant holders hold their warrants in “street name” (that is, through a broker), and **if you hold warrants through a broker and want information on how to exercise, you should contact your broker to exercise your warrants and for instructions on timing and procedure for exercising your warrants.**

CASH EXERCISES

Q. How can warrant holders exercise their warrants for cash?

A. Registered holders of warrants should carefully read, complete and execute the Election to Exercise form included with the Revised Notice of Redemption dated, August 27, 2024, and send the completed and properly signed to the warrant agent, Equiniti Trust Company, LLC.

Street name holders should contact their brokers. For cash exercises, wire instructions will be provided to The Depository Trust Company (DTC) and will otherwise be provided upon request by the Warrant Agent, Equiniti Trust Company, LLC.

Q. What are the effects of Israeli tax withholding on an exercise for cash?

A. Any exercise for cash is subject to reduction on account of Israeli withholding tax payable by the Company unless the redeeming party pays the Company the amount of the withholding tax that the Company will have to withhold. The amount of the withholding tax will be 30% of the net value of the shares issued after deducting the exercise price. The cash amount of the withholding tax will be generated by the Company through the sale of shares.

Q. Is there any way to avoid Israeli tax withholding other than electing cashless exercise as a Qualified Holder?

A. You will receive the full amount of your election without any withholding tax if you choose to exercise for cash and are able to provide Cellebrite **before the Redemption Date** with (a) a valid Form 6166 Certification of U.S. Tax Residency or (b) a certificate of exemption from withholding from the Israeli Tax Authority which is reasonably acceptable to the Company. If you have either such documents, please contact our information agent (contact information provided above). **Please note that obtaining either of the above-referenced tax exemption documents is a lengthy and involved process, and if you do not currently have such documents in your possession it is extremely unlikely that you will be able to obtain them before the Redemption Date. Under no circumstances will the Company review or accept any tax exemption document furnished after the Redemption Date.**

CASHLESS EXERCISES

Q. How can warrant holders exercise their warrants on a “cashless” basis (referred to as a “Make-Whole Exercise in the notice of redemption)?)

A. Warrants can be exercised on a “cashless” basis, in which the exercising holder will receive 0.342 Cellebrite Ordinary Shares (“Ordinary Shares”) per warrant exercised. This fractional amount has been determined in accordance with the terms of the Warrant Agreement based on the Redemption Date and the volume weighted average price (the “Redemption Fair Market Value”) of the Ordinary Shares during the 10 trading days immediately following the date on which the Notice of Redemption was sent to holders of warrants.

Q. What are the effects of Israeli tax withholding on a cashless exercise?

A. As long as the warrant holder is a “Qualified Holder” as defined in the Election to Purchase, a cashless exercise is exempt from any Israeli tax withholding pursuant to a ruling the Company obtained from the Israeli Tax Authority. The Company expects the vast majority of warrant holders to count as “Qualified Holders” and, accordingly, expects that the vast majority of warrant holders who elect cashless exercise will not be subject to Israeli withholding tax.

Q. Is there any way to avoid Israeli tax withholding when effecting a cashless exercise other exercising as a Qualified Holder?

A. No.

Q. What is the Redemption Fair Market Value?

A. The Redemption Fair Market Value is \$16.72, the volume weighted average price of Cellebrite Ordinary Shares during the 10 trading days immediately following the date on which the Notice of Redemption was sent to warrant holders. On August 30, 2024, we announced the Redemption Fair Market Value by issuing the Notice of Redemption Fair Market Value and a corresponding press release and current report on Form 6-K with the Securities and Exchange Commission. Also on August 30, 2024, we announced that warrant holders who exercise their warrants on a “cashless” basis before the Redemption Date (5:00 pm New York City time on September 16, 2024) will receive 0.342 Cellebrite Ordinary Shares per warrant exercised.

Q. What is the difference between a cashless exercise and exercising for cash?

A. If you are a Qualified Holder holding 1,000 warrants and elect to exercise them on a cashless basis, you will receive $1,000 \times 0.342 = 342$ Cellebrite Ordinary Shares, which based on the closing price of \$16.96 for the Cellebrite Ordinary Shares on August 29, 2024 have a value of \$5,800. If you are a non-Qualified Holder and elect to exercise on a cashless basis, then Equiniti will cause the sale of a sufficient number of Ordinary Shares to cover the 30% Israeli withholding tax before delivering the remaining balance of the Ordinary Shares to the Non-Qualified Holder.

If you hold 1,000 warrants and elect to exercise on a cash basis for \$11.50 per share, you will receive 1,000 shares with a value of \$16,960. Subtracting the \$11,500 exercise price results in net value of \$5,460. This amount would be subject to a further tax withholding deduction equal to 30% of such net value effected through the sale of shares resulting in a net value of \$3,822.

The amounts set forth herein, including the share price, are for illustrative purposes only.

Q. What happens if I exercise my warrants and I am entitled to a fractional share?

A. If any holder of warrants would, after taking into account all of such holder's warrants exercised at one time, be entitled to receive a fractional Ordinary Shares, the number of Ordinary Shares the holder will be entitled to receive will be rounded down to the nearest whole number of Ordinary Shares.

NOTICE OF GUARANTEED DELIVERY

Q: May brokers utilize Notice of Guaranteed Delivery?

A: Yes, any broker that provides a Notice of Guaranteed Delivery by the Redemption Date shall have until 5:00 p.m. New York City Time on September 17, 2024 to deliver the warrants to Equiniti via DWAC. In the case of a Notice of Guaranteed Delivery related to an exercise for cash, the cash payment must be delivered to Equiniti by the Redemption Date as well or the Notice of Guaranteed Delivery shall be deemed invalid.

Q: What happens if a broker utilizing a Notice of Guaranteed Delivery does not DWAC the warrants to Equiniti by 5:00 p.m. New York City Time on September 17, 2024?

A: Any warrants subject to a Notice of Guaranteed Delivery that are not delivered via DWAC to Equiniti by 5:00 p.m. New York City Time on September 17, 2024 shall not be entitled to be exercised and shall be redeemed for the Redemption Price of \$0.10 per warrant, which will be reduced to \$0.07 per warrant after giving effect to deduction of Israeli withholding tax at a rate of 30%.

Q: Are there guidelines for the instructions that brokers must send to Equiniti in connection with a Notice of Guaranteed Delivery?

A: Yes, each broker surrendering warrants pursuant to a Notice of Guaranteed Delivery must deliver a single set of instructions to Equiniti for all of its holders. The instructions must have a medallion guarantee and explicitly state how each warrant subject to the Notice of Guaranteed Delivery is to be exercised.