

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

**Cellebrite DI Ltd.**

(Exact name of registrant as specified in its charter)

**State of Israel**

(State or other jurisdiction of  
incorporation or organization)

**Not Applicable**

(I.R.S. Employer  
Identification Number)

**94 Shlomo Shmelzer Road  
Petah Tikva 4970602, Israel**

(Address of principal executive offices)

**Not Applicable**

(Zip Code)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

**Title of each class**

**Name of each exchange on which registered**

**Ordinary Shares, par value 0.00001 NIS**

**The Nasdaq Stock Market LLC**

**Warrants, each whole warrant exercisable for one Ordinary Share at  
an exercise of \$11.50 per share**

**The Nasdaq Stock Market LLC**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement number to which this form relates: **333-256177**

Securities to be registered pursuant to Section 12(g) of the Act:

**None**

(Title of class)

**None**

(Title of class)

**Item 1. Description of Registrant's Securities to be Registered.**

The securities to be registered hereby are the ordinary shares, par value 0.00001 NIS (the "Ordinary Shares"), of Cellebrite DI Ltd. (the "Company") and warrants to purchase Ordinary Shares (the "Warrants"). The description of the Ordinary Shares and Warrants contained under the headings "Description of Cellebrite Ordinary Shares" and "Description of Cellebrite Warrants" in the Company's registration statement initially filed with the Securities and Exchange Commission on May 17, 2021, as amended from time to time (File No. 333-256177) (the "Registration Statement") to which this Form 8-A relates is incorporated herein by reference. Any form of prospectus or prospectus supplement to the Registration Statement that includes such descriptions and that are subsequently filed are hereby also incorporated by reference herein.

**Item 2. Exhibits.**

In accordance with the "Instructions as to Exhibits" with respect to Form 8-A, no exhibits are required to be filed because no other securities of the registrant are registered on Nasdaq and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

Very truly yours,

**Cellebrite DI Ltd.**

By: /s/ Dana Gerner

Name: Dana Gerner

Title: Chief Financial Officer

Dated: August 30, 2021