

RADWARE LTD
Form S-8
April 12, 2018

As filed with the Securities and Exchange Commission on April 12, 2018

Registration No. 333-_____

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

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

RADWARE LTD.
(Exact name of registrant as specified in its charter)

Israel
(State or Other Jurisdiction of Incorporation or Organization) None
(I.R.S. Employer Identification Number)
22 Raoul Wallenberg Street
Tel Aviv 69710, Israel
972-3-766-8666
(Address of Principal Executive Offices; Zip Code)

Radware Ltd. Key Employee Share Incentive Plan (1997)
(Full Title of the Plan)

Roy Zisapel
Radware, Inc.
575 Corporate Drive, Suite 205
Mahwah, New Jersey 07430
(Name and Address of Agent for Service)

(201) 512-9771
(Telephone Number, Including Area Code, of Agent for Service)

Copies of all communications, including all communications sent to the agent for service, should be sent to:

Ido Zemach, Adv.
Goldfarb Seligman & Co.
Ampa Tower
98 Yigal Alon Street
Tel Aviv 6789141, Israel

Edgar Filing: RADWARE LTD - Form S-8

Fax: (+972 3) 608-9908

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Emerging growth company

If an emerging growth company, 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.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Ordinary Shares, par value NIS 0.05 per share	215,465(1)	\$ 17.63(2)	\$ 3,798,647.95	\$ 472.93(4)
Ordinary Shares, par value NIS 0.05 per share	60,000(1)	\$ 16.67(2)	\$ 1,000,200	\$ 124.52(4)
Ordinary Shares, par value NIS 0.05 per share	455,000(1)	\$ 17.39(2)	\$ 7,912,450	\$ 985.10(4)
Ordinary Shares, par value NIS 0.05 per share	105,000(1)	\$ 17.35(2)	\$ 1,821,750	\$ 226.81(4)
Ordinary Shares, par value NIS 0.05 per share	102,750(1)	\$ 20.26(2)	\$ 2,081,715	\$ 259.17(4)
Ordinary Shares, par value NIS 0.05 per share	691,785(1)	\$ 21.54(3)	\$ 14,901,048.90	\$ 1,855.18(4)
Total	1,630,000(1)	N/A	\$ 31,515,811.85	\$ 3,923.71 (4)(5)

Plus such number of Ordinary Shares, par value NIS 0.05 per share (the "Ordinary Shares") of the Registrant, as (1) may be issued to prevent dilution resulting from stock dividends, stock splits or similar transactions in accordance with Rule 416 under the Securities Act of 1933, as amended (the "Securities Act").

Pursuant to Rule 457(c) and (h) under the Securities Act, in the case of Ordinary Shares purchasable upon exercise (2) of outstanding options, the proposed maximum offering price is the exercise price provided for in the relevant option.

Estimated in accordance with Rules 457(c) and 457(h)(1) promulgated under the Securities Act, solely for the (3) purpose of calculating the registration fee, based on the average of the high and low prices of the Ordinary Shares as reported on the Nasdaq Global Select Market on April 5, 2018, a date within 5 business days prior to the filing of this Registration Statement.

(4) Calculated pursuant to Section 6 of the Securities Act as follows: proposed maximum aggregate offering price multiplied by 0.0001245.

The registration fee that would otherwise be payable under Rule 457 with regard to this Registration Statement is hereby offset against the Registrant's balance of \$11,741.19 for amounts paid to the Securities and Exchange (5) Commission in excess of registration fees payable for the Registrant's previously filed Registration Statements on Form S-8.

This Registration Statement shall become effective immediately upon filing as provided in Rule 462 under the Securities Act of 1933.

REGISTRATION OF ADDITIONAL SECURITIES

This Registration Statement is filed by Radware Ltd. (the "Registrant" or "we") in accordance with the provisions of General Instruction E to Form S-8 for the purpose of registering an additional 1,630,000 ordinary shares, par value NIS 0.05 per share, of the Registrant, which are reserved for offer and sale under the Radware Ltd. 1997 Key Employee Share Incentive Plan, as amended and restated (the "Plan"). The contents of the Registrant's Registration Statement on Form S-8 as filed with the Securities and Exchange Commission (the "Commission") on August 15, 2001 (File No. 333-13818); Post-Effective Amendment No. 1 to Registration Statement on Form S-8 as filed with the Commission on June 10, 2003 (File No. 333-13818); Registration Statement on Form S-8 as filed with the Commission on April 21, 2004 (File No. 333-114668); Registration Statement on Form S-8 as filed with the Commission on June 22, 2006 (File No. 333-135218); Registration Statement on Form S-8 as filed with the Commission on September 9, 2009 (File No. 333-161796); Registration Statement on Form S-8 as filed with the Commission on May 10, 2010 (File No. 333-166674); Registration Statement on Form S-8 as filed with the Commission on December 30, 2013 (File No. 333-193124); Registration Statement on Form S-8 as filed with the Commission on July 21, 2016 (File No. 333-212608); and Registration Statement on Form S-8 as filed with the Commission on June 27, 2017 (File No. 333-218987); all of which were filed to register ordinary shares for issuance under the Plan, are incorporated herein by reference and the information required by Part II is omitted, except as supplemented by the information set forth below.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
4.1	Radware Ltd. Key Employee Share Incentive Plan (1997), as amended and restated (A)
4.2	2010 Addendum to Radware Ltd. Key Employee Share Incentive Plan (1997) (B)
5.1	Opinion of Goldfarb Seligman & Co.
23.1	Consent of Goldfarb Seligman & Co. (included in Exhibit 5.1 above).
23.2	Consent of Kost, Forer, Gabbay & Kasierer (a Member of Ernst & Young Global), Independent Registered Public Accounting Firm.
24.1	Power of Attorney (contained in Signature Page hereto).

(A) Filed as Exhibit 4.6 to the Registrant's Annual Report on Form 20-F for the year ended December 31, 2012, filed with the Commission on March 28, 2013, and incorporated herein by reference.

(B) Filed as Exhibit 4.8 to the Registrant's Annual Report on Form 20-F for the year ended December 31, 2009, filed with the Commission on April 29, 2010, and incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tel Aviv, State of Israel, on this 12th day of April, 2018.

RADWARE LTD.

By: /s/Roy Zisapel

Name: Roy Zisapel

Title: CEO & President

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS:

That the undersigned officers and directors of Radware Ltd., an Israeli corporation, do hereby constitute and appoint Roy Zisapel, President and Chief Executive Officer, and Doron Abramovitch, Chief Financial Officer, and each of them, the lawful attorneys-in-fact and agents with full power and authority to do any and all acts and things and to execute any and all instruments which said attorneys and agents, and any one of them, determine may be necessary or advisable or required to enable said corporation to comply with the Securities Act, and any rules or regulations or requirements of the Securities and Exchange Commission in connection with this Registration Statement. Without limiting the generality of the foregoing power and authority, the powers granted include the power and authority to sign the names of the undersigned officers and directors in the capacities indicated below in this Registration Statement, to any and all amendments, both pre-effective and post-effective, and supplements to this Registration Statement, and to any and all instruments or documents filed as part of or in conjunction with this Registration Statement or amendments or supplements thereof, and each of the undersigned hereby ratifies and confirms that all said attorneys and agents, or any one of them, shall do or cause to be done by virtue hereof. This Power of Attorney may be signed in several counterparts.

IN WITNESS WHEREOF, each of the undersigned has executed this Power of Attorney as of the date indicated.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Yehuda Zisapel Yehuda Zisapel	Chairman of the Board of Directors	April 12, 2018
/s/ Roy Zisapel Roy Zisapel	Chief Executive Officer, President and Director (Principal Executive Officer)	April 12, 2018
/s/ Doron Abramovitch Doron Abramovitch	Chief Financial Officer (Principal Financial and Accounting Officer)	April 12, 2018
/s/ David Rubner David Rubner	Director	April 12, 2018
/s/ Yair Tauman Yair Tauman	Director	April 12, 2018
/s/ Yael Langer Yael Langer	Director	April 12, 2018
/s/ Joel Maryles Joel Maryles	Director	April 12, 2018
/s/ Avraham Asheri Avraham Asheri	Director	April 12, 2018

Authorized Representative in the United States

RADWARE INC.

By: /s/ Roy Zisapel
Name: Roy Zisapel

April 12, 2018

EXHIBIT INDEX

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<u>4.2</u>	<u>2010 Addendum to Radware Ltd. Key Employee Share Incentive Plan (1997) (B)</u>
<u>5.1</u>	<u>Opinion of Goldfarb Seligman & Co.</u>
<u>23.1</u>	<u>Consent of Goldfarb Seligman & Co. (included in Exhibit 5.1 above).</u>
<u>23.2</u>	<u>Consent of Kost, Forer, Gabbay & Kasierer (a Member of Ernst & Young Global), Independent Registered Public Accounting Firm.</u>
<u>24.1</u>	<u>Power of Attorney (contained in Signature Page hereto).</u>

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Opt"> 6

Citizenship or place of organization

Delaware

Number of
shares
beneficially
owned by
each
reporting
person

with

7

Sole voting power

0

8

Shared voting power

0

9

Sole dispositive power

0

10

Shared dispositive power

0

11

Aggregate amount beneficially owned by each reporting person

0

12

Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13

Percent of class represented by amount in Row (11)

0.0%

14

Type of reporting person (see instructions)

PN

CUSIP No. 126633106

1 Names of reporting persons

GSO Credit-A Partners LP

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

7 Sole voting power

Number of

shares

3,445,635

beneficially

8 Shared voting power

owned by

each

9 0
Sole dispositive power

reporting

person

3,445,635

with

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

3,445,635

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row (11)

3.0%

14 Type of reporting person (see instructions)

PN

CUSIP No. 126633106

1 Names of reporting persons

GSO Special Situations Fund LP

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

7 Sole voting power

Number of

shares

0

beneficially

8 Shared voting power

owned by

each

0

9 Sole dispositive power

reporting

person

0

with

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

0

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row (11)

0.0%

14 Type of reporting person (see instructions)

PN

CUSIP No. 126633106

1 Names of reporting persons

GSO SSOMF Nitro Blocker LLC

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

7 Sole voting power

Number of

shares

0

beneficially

8 Shared voting power

owned by

each

0

9 Sole dispositive power

reporting

person

0

with

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

0

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row (11)

0.0%

14 Type of reporting person (see instructions)

OO

CUSIP No. 126633106

1 Names of reporting persons

GSO Special Situations Overseas Master Fund Ltd.

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

Cayman Islands, British West Indies

7 Sole voting power

Number of

shares

0

beneficially

8 Shared voting power

owned by

each

0

9 Sole dispositive power

reporting

person

0

with

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

0

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row (11)

0.0%

14 Type of reporting person (see instructions)

CO

CUSIP No. 126633106

1 Names of reporting persons

GSO Palmetto Opportunistic Associates LLC

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

7 Sole voting power

Number of

shares

0

beneficially

8 Shared voting power

owned by

each

0

9 Sole dispositive power

reporting

person

0

with

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

0

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row (11)

0.0%

14 Type of reporting person (see instructions)

OO

CUSIP No. 126633106

1 Names of reporting persons

GSO Credit-A Associates LLC

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

7 Sole voting power

Number of

shares

3,445,635

beneficially

8 Shared voting power

owned by

each

0

9 Sole dispositive power

reporting

person

3,445,635

with

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

3,445,635

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row (11)

3.0%

14 Type of reporting person (see instructions)

OO

CUSIP No. 126633106

1 Names of reporting persons

GSO Holdings I L.L.C.

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

7 Sole voting power

Number of

shares

3,445,635

beneficially

8 Shared voting power

owned by

each

0

9 Sole dispositive power

reporting

person

3,445,635

with

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

3,445,635

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row (11)

3.0%

14 Type of reporting person (see instructions)

OO

CUSIP No. 126633106

1 Names of reporting persons

Blackstone Holdings II L.P.

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

7 Sole voting power

Number of

shares

3,445,635

beneficially

8 Shared voting power

owned by

each

9 0
Sole dispositive power

reporting

person

3,445,635

with

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

3,445,635

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row (11)

3.0%

14 Type of reporting person (see instructions)

PN

CUSIP No. 126633106

1 Names of reporting persons

GSO Capital Partners LP

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

7 Sole voting power

Number of

shares

2,824,081

beneficially

8 Shared voting power

owned by

each

0

9 Sole dispositive power

reporting

person

2,824,081

with

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

2,824,081

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row (11)

2.5%

14 Type of reporting person (see instructions)

PN

CUSIP No. 126633106

1 Names of reporting persons

GSO Advisor Holdings L.L.C.

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

7 Sole voting power

Number of

shares

2,824,081

beneficially

8 Shared voting power

owned by

each

9 0
Sole dispositive power

reporting

person

2,824,081

with

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

2,824,081

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row (11)

2.5%

14 Type of reporting person (see instructions)

OO

CUSIP No. 126633106

1 Names of reporting persons

Blackstone Holdings I L.P.

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

7 Sole voting power

Number of

shares

2,824,081

beneficially

8 Shared voting power

owned by

each

9 0
Sole dispositive power

reporting

person

2,824,081

with

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

2,824,081

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row (11)

2.5%

14 Type of reporting person (see instructions)

PN

CUSIP No. 126633106

1 Names of reporting persons

Blackstone Holdings I/II GP Inc.

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

7 Sole voting power

Number of

shares

6,269,716

beneficially

8 Shared voting power

owned by

each

0

9 Sole dispositive power

reporting

person

6,269,716

with

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

6,269,716

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row (11)

5.5%

14 Type of reporting person (see instructions)

CO

CUSIP No. 126633106

1 Names of reporting persons

The Blackstone Group L.P.

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

7 Sole voting power

Number of

shares

6,269,716

beneficially

8 Shared voting power

owned by

each

0

9 Sole dispositive power

reporting

person

6,269,716

with

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

6,269,716

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row (11)

5.5%

14 Type of reporting person (see instructions)

PN

CUSIP No. 126633106

1 Names of reporting persons

Blackstone Group Management L.L.C.

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

7 Sole voting power

Number of

shares

6,269,716

beneficially

8 Shared voting power

owned by

each

9 0
Sole dispositive power

reporting

person

6,269,716

with

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

6,269,716

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row (11)

5.5%

14 Type of reporting person (see instructions)

OO

CUSIP No. 126633106

1 Names of reporting persons

Bennett J. Goodman

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

United States of America

7 Sole voting power

Number of

shares

0

beneficially

8 Shared voting power

owned by

each

6,269,716

9 Sole dispositive power

reporting

person

0

with

10 Shared dispositive power

6,269,716

11 Aggregate amount beneficially owned by each reporting person

6,269,716

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row (11)

5.5%

14 Type of reporting person (see instructions)

IN

CUSIP No. 126633106

1 Names of reporting persons

J. Albert Smith III

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

United States of America

7 Sole voting power

Number of

shares

0

beneficially

8 Shared voting power

owned by

each

6,269,716

9 Sole dispositive power

reporting

person

0

with

10 Shared dispositive power

6,269,716

11 Aggregate amount beneficially owned by each reporting person

6,269,716

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row (11)

5.5%

14 Type of reporting person (see instructions)

IN

CUSIP No. 126633106

1 Names of reporting persons

Stephen A. Schwarzman

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

United States of America

7 Sole voting power

Number of

shares

6,269,716

beneficially

8 Shared voting power

owned by

each

0
9 Sole dispositive power

reporting

person

6,269,716

with

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

6,269,716

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row (11)

5.5%

14 Type of reporting person (see instructions)

IN

This Amendment No. 12 (Amendment No. 12) to Schedule 13D relates to the common units (the Common Units) representing limited partner interests in CVR Partners, LP, a Delaware limited partnership (the Issuer), and amends the initial statement on Schedule 13D filed on April 11, 2016, as amended by Amendment No. 1 to the Schedule 13D filed on July 8, 2016, as amended by Amendment No. 2 to the Schedule 13D filed on January 24, 2017, as amended by Amendment No. 3 to the Schedule 13D filed on February 3, 2017, as amended by Amendment No. 4 to the Schedule 13D filed on February 13, 2017, as amended by Amendment No. 5 to the Schedule 13D filed on February 24, 2017, as amended by Amendment No. 6 to the Schedule 13D filed on March 3, 2017, as amended by Amendment No. 7 to the Schedule 13D filed on June 21, 2017, as amended by Amendment No. 8 to the Schedule 13D filed on December 4, 2017, as amended by Amendment No. 9 to the Schedule 13D filed on December 11, 2017, as amended by Amendment No. 10 to the Schedule 13D filed on December 20, 2017, as amended by Amendment No. 11 to the Schedule 13D filed on January 4, 2018 (as amended, the Schedule 13D). Capitalized terms used but not defined in this Amendment No. 12 shall have the same meanings ascribed to them in the Schedule 13D.

Item 5. Interest in Securities of the Issuer.

Item 5(a) (b) of the Schedule 13D is hereby amended by amending and restating the first three paragraphs thereof as follows:

(a) (b) The following disclosure is based upon 113,282,973 Common Units outstanding as of October 30, 2017, as reported by the Issuer in its Form 10-Q filed with the Securities and Exchange Commission (SEC) on November 2, 2017.

Based on this number of outstanding Common Units, the aggregate number and percentage of the Common Units beneficially owned by each Reporting Person and, for each Reporting Person, the number of Common Units as to which there is sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition, or shared power to dispose or to direct the disposition are set forth on rows 7 through 11 and row 13 of the cover pages of this Schedule 13D.

As of January 11, 2018, GSO ADGM II Nitro Blocker LLC directly holds 2,824,081 Common Units and GSO Credit-A Partners LP directly holds 3,445,635 Common Units.

Item 5(c) of the Schedule 13D is hereby amended and restated as follows:

(c) Except as set forth on Schedule 1 attached hereto, as of January 11, 2018, none of the Reporting Persons effected any transaction in Common Units since January 4, 2018.

Item 5(e) of the Schedule 13D is hereby amended and restated as follows:

(e) As of January 10, 2018, each of GSO Cactus Credit Opportunities Fund LP, Steamboat Nitro Blocker LLC, Steamboat Credit Opportunities Intermediate Fund LP, GSO Coastline Credit Partners LP, GSO Palmetto Opportunistic Investment Partners LP, GSO Palmetto Opportunistic Associates LLC, GSO Special Situations Fund LP, GSO Special Situations Overseas Master Fund Ltd. and GSO SSOMF Nitro Blocker LLC ceased to beneficially own any Common Units.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 12, 2018

GSO Cactus Credit Opportunities Fund LP

By: GSO Capital Partners LP,
its investment advisor

By: /s/ Marisa Beeney
Name: Marisa Beeney
Title: Authorized Signatory

Steamboat Nitro Blocker LLC

By: /s/ Marisa Beeney
Name: Marisa Beeney
Title: Manager

Steamboat Credit Opportunities Intermediate
Fund LP

By: GSO Capital Partners LP,
its investment advisor

By: /s/ Marisa Beeney
Name: Marisa Beeney
Title: Authorized Signatory

GSO Coastline Credit Partners LP

By: GSO Capital Partners LP,
its investment advisor

By: /s/ Marisa Beeney
Name: Marisa Beeney
Title: Authorized Signatory

GSO ADGM II Nitro Blocker LLC

By: /s/ Marisa Beeney

Name: Marisa Beeney

Title: Manager

[Schedule 13D/A CVR Partners, LP]

GSO Aiguille des Grands Montets Fund II LP

By: GSO Capital Partners LP,
its investment manager

By: /s/ Marisa Beeney
Name: Marisa Beeney
Title: Authorized Signatory
GSO Palmetto Opportunistic Investment Partners LP

By: GSO Palmetto Opportunistic Associates LLC,
its general partner

By: /s/ Marisa Beeney
Name: Marisa Beeney
Title: Authorized Signatory

GSO Credit A-Partners LP

By: GSO Credit-A Associates LLC,
its general partner

By: /s/ Marisa Beeney
Name: Marisa Beeney
Title: Authorized Signatory

GSO Palmetto Opportunistic Associates LLC

By: /s/ Marisa Beeney
Name: Marisa Beeney
Title: Authorized Signatory

GSO Credit-A Associates LLC

By: /s/ Marisa Beeney
Name: Marisa Beeney
Title: Authorized Signatory

GSO Special Situations Fund LP

By: GSO Capital Partners LP,

its investment manager

By: /s/ Marisa Beeney
Name: Marisa Beeney
Title: Authorized Signatory

[Schedule 13D/A CVR Partners, LP]

GSO SSOMF Nitro Blocker LLC

By: /s/ Marisa Beeney
Name: Marisa Beeney
Title: Manager

GSO Special Situations Overseas Master Fund
Ltd.

By: GSO Capital Partners LP,
its investment manager

By: /s/ Marisa Beeney
Name: Marisa Beeney
Title: Authorized Signatory

GSO Holdings I L.L.C.

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

GSO Capital Partners LP

By: /s/ Marisa Beeney
Name: Marisa Beeney
Title: Authorized Signatory

GSO Advisor Holdings L.L.C.

By: Blackstone Holdings I L.P.,
its sole member

By: Blackstone Holdings I/II GP Inc.,
its general partner

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

Blackstone Holdings I L.P.

By: Blackstone Holdings I/II GP Inc.,
its general partner

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

[Schedule 13D/A CVR Partners, LP]

Blackstone Holdings II L.P.

By: Blackstone Holdings I/II GP Inc.,
its general partner

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

Blackstone Holdings I/II GP Inc.

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

The Blackstone Group L.P.

Blackstone Group Management
By: L.L.C.,
its general partner

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

Blackstone Group Management L.L.C.

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

Bennett J. Goodman

By: /s/ Marisa Beeney
Name: Marisa Beeney
Title: Attorney-in-Fact

J. Albert Smith III

By: /s/ Marisa Beeney
Name: Marisa Beeney
Title: Attorney-in-Fact

Stephen A. Schwarzman

/s/ Stephen A. Schwarzman
By: Stephen A. Schwarzman

[Schedule 13D/A CVR Partners, LP]

SCHEDULE 1

Trading History

The below reflects the transactions effected by the Reporting Persons since January 4, 2018.

Date	Nature of Transaction	Common Units	Price per Common Unit	Entity
1/4/2018	Open Market Sale	53,751	\$ 3.7629	GSO Special Situations Fund LP.
1/4/2018	Open Market Sale	43,355	\$ 3.7629	GSO SSOMF Nitro Blocker LLC
1/4/2018	Open Market Sale	6,256	\$ 3.7629	GSO Coastline Credit Partners LP
1/4/2018	Open Market Sale	18,223	\$ 3.7629	GSO Cactus Credit Opportunities Fund LP
1/4/2018	Open Market Sale	6,252	\$ 3.7629	Steamboat Nitro Blocker LLC
1/4/2018	Open Market Sale	59,950	\$ 3.7629	GSO Palmetto Opportunistic Investment Partners LP
1/5/2018	Open Market Sale	91,061	\$ 3.9767	GSO Special Situations Fund LP.
1/5/2018	Open Market Sale	77,485	\$ 3.9767	GSO SSOMF Nitro Blocker LLC
1/5/2018	Open Market Sale	10,598	\$ 3.9767	GSO Coastline Credit Partners LP
1/5/2018	Open Market Sale	26,833	\$ 3.9767	GSO Cactus Credit Opportunities Fund LP
1/5/2018	Open Market Sale	10,591	\$ 3.9767	Steamboat Nitro Blocker LLC
1/5/2018	Open Market Sale	101,561	\$ 3.9767	GSO Palmetto Opportunistic Investment Partners LP
1/8/2018	Open Market Sale	42,936	\$ 4.0088	GSO Special Situations Fund LP.
1/8/2018	Open Market Sale	36,534	\$ 4.0088	GSO SSOMF Nitro Blocker LLC
1/8/2018	Open Market Sale	4,998	\$ 4.0088	GSO Coastline Credit Partners LP
1/8/2018	Open Market Sale	12,652	\$ 4.0088	GSO Cactus Credit Opportunities Fund LP
1/8/2018	Open Market Sale	4,994	\$ 4.0088	Steamboat Nitro Blocker LLC
1/8/2018	Open Market Sale	47,886	\$ 4.0088	GSO Palmetto Opportunistic Investment Partners LP
1/9/2018	Open Market Sale	16,102	\$ 4.0066	GSO Special Situations Fund LP.
1/9/2018	Open Market Sale	13,702	\$ 4.0066	GSO SSOMF Nitro Blocker LLC
1/9/2018	Open Market Sale	1,874	\$ 4.0066	GSO Coastline Credit Partners LP
1/9/2018	Open Market Sale	4,745	\$ 4.0066	GSO Cactus Credit Opportunities Fund LP
1/9/2018	Open Market Sale	1,873	\$ 4.0066	Steamboat Nitro Blocker LLC
1/9/2018	Open Market Sale	17,959	\$ 4.0066	GSO Palmetto Opportunistic Investment Partners LP
1/10/2018	Open Market Sale	129,751	\$ 4.0500	GSO Special Situations Fund LP.
1/10/2018	Open Market Sale	110,407	\$ 4.0500	GSO SSOMF Nitro Blocker LLC
1/10/2018	Open Market Sale	15,103	\$ 4.0500	GSO Coastline Credit Partners LP
1/10/2018	Open Market Sale	38,235	\$ 4.0500	GSO Cactus Credit Opportunities Fund LP
1/10/2018	Open Market Sale	15,090	\$ 4.0500	Steamboat Nitro Blocker LLC
1/10/2018	Open Market Sale	144,713	\$ 4.0500	GSO Palmetto Opportunistic Investment Partners LP
1/10/2018	Open Market Sale	112,608	\$ 4.1578	GSO ADGM II Nitro Blocker LLC
1/10/2018	Open Market Sale	137,392	\$ 4.1578	GSO Credit-A Partners LP
1/11/2018	Open Market Sale	38,467	\$ 4.1507	GSO ADGM II Nitro Blocker LLC

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1/11/2018	Open Market Sale	46,933	\$	4.1507	GSO Credit-A Partners LP
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