

CyberArk Software Ltd.  
Form 8-A12B  
September 16, 2014

**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 12(g) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**CyberArk Software Ltd.**

**(Exact name of registrant as specified in charter)**

**State of Israel**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**94 Em-Ha moshavot Road**

**Park Azorim, P.O. Box 3143**

**Not Applicable**  
**(I.R.S. Employer**

**Identification No.)**

**Petach Tikva 4970602, Israel**

**(Address of principal executive offices and zip code)**

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

<b>Title of Each Class to be so Registered</b>	<b>Name of Each Exchange on Which Each Class is to be Registered</b>
<b>Ordinary Shares, par value NIS 0.01</b>	<b>The NASDAQ Stock Market LLC</b>

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), 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), check the following box.

**Securities Act registration statement file number to which this form relates: 333-196991**

**Securities to be registered pursuant to Section 12(g) of the Act: None.**

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

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

A description of the ordinary shares of CyberArk Software Ltd. (the Registrant) is set forth under the heading "Description of Share Capital" in the prospectus forming part of the Registrant's Registration Statement on Form F-1 (File No. 333-196991), as amended from time to time (the Registration Statement), filed with the Securities and Exchange Commission, which information is incorporated by reference herein. The final prospectus will be filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, and, upon filing, shall be deemed to be incorporated herein by reference.

**Item 2. Exhibits.**

Pursuant to 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 The NASDAQ Stock Market LLC 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.

CyberArk Software Ltd.

Date: September 16, 2014

By: /s/ Joshua Siegel

Name: Joshua Siegel

Title: Chief Financial Officer

*[Signature Page to Form 8-A]*