

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

Form F-1
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Alcobra Ltd.

(Exact name of registrant as specified in its charter)

State of Israel

2834

Not Applicable

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

*(Primary Standard Industrial
Classification Code Number)*

*(I.R.S. Employer
Identification Number)*

Dr. Yaron Daniely
Alcobra Ltd.

Amot Investment Building

2 Weizman St. 9th Floor

Tel-Aviv, Israel 6423902

Tel: +972.72.220.4661

*(Address, including zip code, and telephone
number, including area code, of registrant's
principal executive offices)*

**Zysman, Aharoni, Gayer &
Sullivan & Worcester LLP**

1633 Broadway

New York, NY 10019

Tel: 212.660.3000

*(Name, address, including zip code, and telephone
number, including area code, of agent for service)*

Copies to:

Edwin L. Miller Jr.

Oded Har-Even

Shy S. Baranov

ZAG/S&W LLP

1633 Broadway

New York, NY 10019

Tel: 212.660.3000

Eran Ben-Dor

Zysman, Aharoni, Gayer & Co.

41-45 Rothschild Blvd.

Beit Zion

Tel-Aviv, Israel 65784

Tel: +972.3.795.5555

Henry I. Rothman

Joseph Walsh

Troutman Sanders LLP

The Chrysler Building

405 Lexington Avenue

New York, NY 10174

Tel: 212.704.6000

Barry Levenfeld

Eric Spindel

Yigal Arnon & Co.

1 Azrieli Center

Tel-Aviv, Israel

Tel: +972.3.608.7868

Approximate date of commencement of proposed sale to the public: As soon as practicable

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-191714

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(3)
Ordinary shares, par value NIS 0.01 per share	209,091	\$ 16.5	\$ 3,450,000	\$ 444.36

- (1) Includes 27,273 Ordinary Shares that the underwriters have the option to purchase to cover over-allotments, if any.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(a) under the Securities Act of 1933.
- (3) The registrant hereby certifies to the Securities and Exchange Commission (the "Commission") that (i) the registrant has instructed its bank to pay the Commission the filing fee of \$444.36 for the additional securities being registered under this registration statement as soon as practicable but no later than the close of business on October 24, 2013; (ii) the registrant will not revoke such instructions; (iii) the registrant has sufficient funds in the relevant account to cover the amount of the filing fee; and (iv) the registrant undertakes to confirm receipt of such instructions by the bank on October 25, 2013.

EXPLANATORY NOTE

This Registration Statement on Form F-1 is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended. Alcobra, Ltd. (the "Company") hereby incorporates by reference into this Registration Statement on Form F-1 the Registration Statement on Form F-1 (File No. 333-191714), as amended, in its entirety, registering up to \$34,500,000 worth of shares for sale by it and declared effective on October 24, 2013 by the Securities and Exchange Commission (the "Commission"), including each of the documents filed by the Company with the Commission and incorporated or deemed to be incorporated by reference in such Registration Statement and all exhibits thereto.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits

All the exhibits filed with or incorporated by reference in Registration Statement No. 333-191714 are incorporated by reference into, and shall be deemed part of, this Registration Statement, except the following, which are filed herewith:

Exhibit No.	Description of Exhibit
5.1	Opinion of Zysman, Aharoni, Gayer & Co., Israeli counsel to the Company, as to the validity of the ordinary shares being offered (including consent).
23.1	Consent of Kost Forer Gabbay & Kasierer (a Member of Ernst & Young Global).
23.2	Consent of Zysman, Aharoni, Gayer, & Co. (included in Exhibit 5.1).
24.1*	Power of Attorney.

* Previously filed as part of the Registrant's Registration Statement on Form F-1 (File No. 333-191714) filed with the Commission on October 15, 2013.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-1 and has duly caused this amendment to the registration statement on Form F-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in Tel Aviv, Israel on October 24, 2013.

ALCOBRA LTD.

By: /s/ Dr. Yaron Daniely

Yaron Daniely

Chief Executive Officer and President

Pursuant to the requirements of the Securities Act of 1933, this registration statement on Form F-1 has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Dr. Yaron Daniely</u> Dr. Yaron Daniely	Chief Executive Officer and President (Principal Executive Officer) and Director	October 24, 2013
<u>/s/ Udi Gilboa*</u> Udi Gilboa	Chief Financial Officer (Principal Financial and Accounting Officer) and Director	October 24, 2013
<u>/s/ Dr. Aharon Schwartz*</u> Dr. Aharon Schwartz	Director, Chairman of the Board of Directors	October 24, 2013
<u>/s/ Dr. Dalia Megiddo*</u> Dalia Megiddo	Director	October 24, 2013
<u>/s/ Howard B. Rosen*</u> Howard B. Rosen	Director	October 24, 2013
<u>/s/ Daniel E. Geffken*</u> Daniel E. Geffken*	Director	October 24, 2013
<u>/s/ Ori Mor *</u> Ori Mor	Director	October 24, 2013
<u>/s/ Dr. Hadas Gelande*</u> Dr. Hadas Gelande	Director	October 24, 2013

* /s/ Dr. Yaron Daniely

By:

Dr. Yaron Daniely, Attorney-in-Fact

SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

Pursuant to the Securities Act of 1933, as amended, the undersigned, Zysman, Aharoni, Gayer & Sullivan & Worcester LLP, the duly authorized representative in the United States of Alcobra Ltd., has signed this registration statement on October 24, 2013.

ZYSMAN, AHARONI, GAYER AND

SULLIVAN & WORCESTER LLP

By: /s/ Edwin L. Miller Jr.

Zysman, Aharoni, Gayer and Co.

October 24, 2013

To:
Alcobra Ltd.
Amot Investment Building

2 Weizman St. 9th Floor

Tel Aviv 6423902 Israel

Re: **Registration Statement on Form F-1**

Ladies and Gentlemen,

We have acted as Israeli counsel for Alcobra Ltd., an Israeli company (the “**Company**”), in connection with the underwritten public offering (the “**Offering**”) by the Company of up to an aggregate of 2,300,000 shares (the “**Offered Shares**”) of the Company’s ordinary shares, par value NIS 0.01 per share (the “**Ordinary Shares**”), including Shares issuable upon exercise of the underwriters’ over-allotment option. This opinion letter is rendered pursuant to Item 8(a) of Form F-1 of the United States Securities and Exchange Commission (the “**SEC**”) and Item 601(b)(5) of the SEC’s Regulation S-K under the United States Securities Act of 1933, as amended (the “**Act**”).

In connection herewith, we have examined the originals, photocopies or copies, certified or otherwise identified to our satisfaction, of: (i) the form of the registration statement on Form F-1, filed by the Company with the SEC and to which this opinion is attached as an exhibit (the “**Registration Statement**”); (ii) the exhibits to the Registration Statement including the form of Underwriting Agreement between the Company, on the one hand, and Stifel, Nicolaus & Company, Incorporated and Aegis Capital Corp., as representatives of the several underwriters, on the other (the “**Underwriting Agreement**”), (iii) copies of the articles of association of the Company, as currently in effect; (iv) resolutions of the board of directors of the Company, approved heretofore, which relate to the Registration Statement and the actions to be taken in connection with the Offering; and (v) such other corporate records, agreements, documents and other instruments, and such certificates or comparable documents of public officials and of officers and representatives of the Company, and have made inquiries of such officers and representatives as we have deemed relevant and necessary as a basis for the opinions hereafter set forth.

In such examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, confirmed as photostatic copies and the authenticity of the originals of such latter documents. As to all questions of fact material to these opinions that have not been independently established, we have relied upon certificates or comparable documents of officers and representatives of the Company.

Based upon and subject to the foregoing, we are of the opinion that (i) the Offered Shares have been duly authorized for issuance by all necessary corporate action by the Company; and (ii) upon payment to the Company of the consideration in such amount and form as shall be determined by the board of directors of the Company or an authorized committee thereof, the Offered Shares, when issued and sold in the Offering as described in the Registration Statement, will be validly issued, fully paid and non-assessable .

We are members of the Bar of the State of Israel and we do not express any opinion as to the laws of any other jurisdiction other than those of the State of Israel.

We consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to our firm appearing under the caption “Legal Matters” and “Enforceability of Civil Liabilities” in the prospectus forming part of the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the SEC.

Very truly yours,

/s/ Zysman, Aharoni, Gayer & Co.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the reference to our firm under the caption "Experts" and to the use of our report dated January 14, 2013 (Except for Note 9.a and Note 13 to which the date is May 21, 2013 and Note 1(b) to which the date is October 15, 2013) with respect to the financial statements of Alcobra Ltd. Included in the Registration Statement on Form F-1 and related Prospectus of Alcobra Ltd., dated October 24, 2013.

Tel-Aviv, Israel

/s/ KOST, FORER, GABBAY &
KASIERER

October 24, 2013

A member of Ernst & Young Global
