

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

*(Primary Standard Industrial
Classification Code Number)*

Not Applicable
*(I.R.S. Employer
Identification Number)*

Dr. Yaron Daniely
Alcobra Ltd.
35 Ehad Ha-Am Street
4th Floor
Tel-Aviv, Israel 65202
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. 333-186003

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	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(1)
Ordinary shares, par value NIS 0.01 per share	853,125	\$ 8	\$ 6,825,001	\$ 931
TOTAL			\$ 6,825,001	\$ 931

- (1) 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 \$931 for the additional securities being registered under this registration statement as soon as practicable but no later than the close of business on May 21, 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 May 22, 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. 333-186003), as amended, in its entirety, registering 853,125 shares for sale by it and declared effective on May 21, 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. 333-186003 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)

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 May 21, 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.

The undersigned officers and directors of Alcobra Ltd. hereby constitute and appoint Dr. Yaron Daniely and Udi Gilboa, and each of them singly, with full power of substitution, our true and lawful attorneys-in-fact and agents to take any actions to enable the Company to comply with the Securities Act, and any rules, regulations and requirements of the SEC, in connection with this registration statement on Form F-1, including the power and authority to sign for us in our names in the capacities indicated below any and all further amendments to this registration statement and any other registration statement related to this offering.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Dr. Yaron Daniely</u> Yaron Daniely	Chief Executive Officer and President (Principal Executive Officer) and Director	May 21, 2013
<u>/s/ Udi Gilboa</u> Udi Gilboa	Chief Financial Officer (Principal Financial and Accounting Officer) and Director	May 21, 2013
<u>Dr. Aharon Schwartz</u>	Director, Chairman of the Board of Directors	May 21, 2013
<u>/s/ Dr. Dalia Megiddo</u> Dalia Megiddo	Director	May 21, 2013
<u>/s/ Daniel E. Geffken</u>	Director	May 21, 2013

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 May 21, 2013.

ZYSMAN, AHARONI, GAYER AND
SULLIVAN & WORCESTER LLP

By: /s/ Edwin L. Miller Jr.

May 21, 2013

To:
Alcobra Ltd.
35 Ehad Ha'am St.
Tel-Aviv 6520206, 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 initial public offering (the "**Offering**") by the Company of up to an aggregate of 853,125 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 and Aegis Capital Corp., as representatives of the several underwriters (the "**Underwriting Agreement**"), (iii) copies of the articles of association of the Company, as currently in effect; (iv) copies of the amended and restated articles of association of the Company to become effective concurrently with the Offering; (v) resolutions of the board of directors of the Company which have heretofore been approved which relate to the Registration Statement and the actions to be taken in connection with the Offering; and (vi) 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 20, 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 May 21, 2013.

Tel-Aviv, Israel
May 21, 2013

/s/ KOST, FORER, GABBAY &
KASIERER
A member of Ernst & Young Global
