

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

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Payoneer Global Inc.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or other jurisdiction of incorporation or organization)

(001-40547)
(Commission File Number)

86-1778671
(I.R.S. Employer Identification Number)

Payoneer Global Inc. 2021 Omnibus Incentive Plan
(Full Title of the Plan)

**195 Broadway, 27th Floor
New York, NY, 10007
(212) 600-9272**

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

Please send copies of all communications to:
Byron Rooney Adam Kaminsky
Davis Polk & Wardwell LLP 450 Lexington Avenue
New York, New York 10017 (212) 450-4000

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 definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Accelerated filer

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.

**REGISTRATION OF ADDITIONAL SHARES
PURSUANT TO GENERAL INSTRUCTION E**

Pursuant to General Instruction E of Form S-8, Payoneer Global Inc. ("Payoneer") is filing this Registration Statement with the Securities and Exchange Commission (the "Commission") to register 14,403,729 additional shares of its common stock under the Payoneer 2021 Omnibus Incentive Plan (the "Plan"), pursuant to the provisions of the Plan providing for an automatic increase in the number of shares reserved and available for issuance under the Plan on January 1, 2025. This Registration Statement hereby incorporates by reference the contents of Payoneer's registration statements on Form S-8 filed with the Commission on September 9, 2021 (File No. [333-259397](#)), on March 3, 2023 (File No. [333-270258](#)) and on February 1, 2024 (File No. [333-276827](#)). In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of the Form S-8 has been omitted from this Registration Statement.

PART II

Information Required in the Registration Statement

Item 3. Incorporation of Documents by Reference.

Payoneer hereby incorporates by reference into this Registration Statement the following documents previously filed with the Commission:

- (a) Payoneer's [Annual Report on Form 10-K](#) for the year ended December 31, 2023, filed with the Commission on February 28, 2024 (the "Annual Report");
- (b) Payoneer's [Quarterly Report on Form 10-Q](#) for the quarterly period ended March 31, 2024, filed with the Commission on May 8, 2024;
- (c) Payoneer's [Quarterly Report on Form 10-Q](#) for the quarterly period ended June 30, 2024, filed with the Commission on August 7, 2024;
- (d) Payoneer's [Quarterly Report on Form 10-Q](#) for the quarterly period ended September 30, 2024, filed with the Commission on November 8, 2024;
- (e) all other reports filed by Payoneer pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), since December 31, 2023 (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on that form that relate to such items); and
- (f) the description of Payoneer's common stock contained in Exhibit [4.5](#) to Payoneer's Annual Report on Form 10-K for the year ended December 31, 2023, filed with the Commission on February 28, 2024, including any amendments or reports filed for the purpose of updating such description.

All other reports and documents filed by Payoneer pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which de-registers all securities then remaining unsold shall be deemed incorporated by reference into this Registration Statement and a part of this Registration Statement from the date of filing of these documents, except for documents or information deemed furnished and not filed in accordance with the rules of the Commission. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document that also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

Exhibit Number	Description	Form	Incorporated by Reference			Filed Herewith
			File No.	Exhibit	Filing Date	
4.1	Amended and Restated Certificate of Incorporation	8-K	001-40547	3.1	7/1/2021	
4.2	Amended and Restated Bylaws	8-K	001-40547	3.2	8/7/2024	
5.1	Opinion of Davis Polk & Wardwell LLP					X
23.1	Consent of Independent Registered Public Accounting Firm – Kesselman & Kesselman, a member of PricewaterhouseCoopers International Limited.					X
23.2	Consent of Davis Polk & Wardwell, LLP (contained in Exhibit 5.1)					X
24.1	Power of Attorney (contained in the signature page hereto)					X
99.1	Payoneer Global Inc. 2021 Omnibus Incentive Plan	8-K	001-40547	10.7	7/1/2021	
99.2	Israeli Sub-Plan to Payoneer Global Inc. 2021 Omnibus Incentive Plan	S-8	333-259397	99.2	9/9/2021	
107	Calculation of Filing Fee Table					X

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 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 New York, State of New York, on this 6th day of February, 2025.

Payoneer Global Inc.

By: /s/ Bea Ordonez

Name: Bea Ordonez

Title: Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and

appoints John Caplan, Bea Ordonez, and Tsafi Goldman, and each of them, as his or her true and lawful attorney-in-fact and agent with full power of substitution, for him or her in any and all capacities, to sign any and all amendments to this

Registration Statement on Form S-8 (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the SEC, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ John Caplan</u> John Caplan	Chief Executive Officer, and Director <i>(Principal Executive Officer)</i>	February 6, 2025
<u>/s/ Bea Ordonez</u> Bea Ordonez	Chief Financial Officer <i>(Principal Financial Officer)</i>	February 6, 2025
<u>/s/ Itai Perry</u> Itai Perry	Chief Accounting Officer <i>(Principal Accounting Officer)</i>	February 6, 2025
<u>/s/ Avi Zeevi</u> Avi Zeevi	Chair of the Board	February 6, 2025
<u>/s/ Sharda Caro del Castillo</u> Sharda Caro del Castillo	Director	February 6, 2025
<u>/s/ Scott H. Galit</u> Scott H. Galit	Director	February 6, 2025
<u>/s/ Amir Goldman</u> Amir Goldman	Director	February 6, 2025
<u>/s/ Christopher (Woody) Marshall</u> Christopher (Woody) Marshall	Director	February 6, 2025
<u>/s/ Susanna Morgan</u> Susanna Morgan	Director	February 6, 2025
<u>/s/ Pamela Patsley</u> Pamela Patsley	Director	February 6, 2025
<u>/s/ Rich Williams</u> Rich Williams	Director	February 6, 2025

February 6, 2025

Exhibit 5.1 and 23.2Payoneer Global Inc.
195 Broadway, 27th floor
New York, NY 10007

Ladies and Gentlemen:

We have acted as counsel for Payoneer Global Inc., a Delaware corporation (the “**Company**”), in connection with the preparation and filing of a registration statement on Form S-8 (the “**Registration Statement**”) with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “**Securities Act**”), for the purpose of registering under the Securities Act 14,403,729 shares of the Company’s common stock, par value \$0.01 per share (the “**Common Stock**”) issuable pursuant to the Payoneer Global Inc. 2021 Omnibus Incentive Plan (“the Plan”). As such counsel, we have made such legal and factual examination and inquiries as we have deemed necessary or appropriate for purposes of this opinion and have made such additional assumptions as are set forth below. This opinion is furnished pursuant to the requirements of Item 601(b)(5) of Regulation S-K.

We, as the Company’s counsel, have examined originals or copies of such documents, corporate records and other instruments and such matters of fact and law as we have deemed necessary or advisable for the purposes of rendering the opinion expressed herein.

In rendering the opinion expressed herein, we have, without independent inquiry or investigation, assumed that (i) all documents submitted to us as originals are authentic and complete, (ii) all documents submitted to us as copies conform to authentic, complete originals, (iii) all signatures on all documents that we reviewed are genuine, (iv) all natural persons executing documents had and have the legal capacity to do so, (v) all statements in certificates of public officials and officers of the Company that we reviewed were and are accurate and (vi) all representations made by the Company as to matters of fact in the documents that we reviewed were and are accurate.

Upon the basis of the foregoing, we are of the opinion that the Common Stock issuable pursuant to the Plan has been duly authorized and, when and to the extent issued in accordance with the terms of the Plan, will be legally and validly issued, fully paid and non-assessable.

This opinion is given as of the date hereof. We assume no obligation to update or supplement this opinion to reflect any facts or circumstances which may hereafter come to our attention or any changes in laws which may hereafter occur.

This opinion letter is provided to the Securities and Exchange Commission for use solely in connection with the transactions contemplated by the Registration Statement and may not be used, circulated, quoted or otherwise relied upon by any other person or for any other purpose without express written consent.

We are members of the Bar of the State of New York, and the foregoing opinion is limited to the laws of the State of New York and the General Corporation Law of the State of Delaware.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and further consent to our name under the caption “Legal Matters” in the prospectus included in the Registration Statement. In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Davis Polk & Wardwell LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Payoneer Global Inc. of our report dated February 28, 2024 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Payoneer Global Inc.'s Annual Report on Form 10-K for the year ended December 31, 2023.

Tel-Aviv, Israel
February 6, 2025

/s/ Kesselman & Kesselman
Certified Public Accountants (Isr.)
A member firm of PricewaterhouseCoopers
International Limited

CALCULATION OF FILING FEE TABLES

S-8

Payoneer Global Inc.

Table 1: Newly Registered and Carry Forward Securities

Line Item Type	Security Type	Security Class Title	Notes	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
<i>Newly Registered Securities</i>									
Fees to be Paid	Equity	Common Stock, par value \$0.01 per share	(1)	Other	14,403,729	\$ 10.56	\$ 152,103,378.24	0.0001531	\$ 23,287.02
							Total Offering Amounts:	\$ 152,103,378.24	23,287.02
							Total Fees Previously Paid:		0.00
							Total Fee Offsets:		0.00
							Net Fee Due:		<u>\$ 23,287.02</u>

Offering Note(s)

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of Registrant's common stock that become issuable under the Registrant's 2021 Omnibus Incentive Plan (the "Plan") as a result of any stock dividend, stock split, recapitalization, or other similar transaction.

Represents shares of the Registrant's common stock added to the Plan, effective as of January 1, 2025, pursuant to the evergreen increase provision of the Plan.

Estimated solely for the purpose of determining the registration fee pursuant to Rules 457(c) and (h) under the Securities Act, based upon the average of the high and low prices of the Registrant's common stock as quoted on the Nasdaq Global Select Market on February 3, 2025.