CYREN Ltd. Form SC 13D/A November 22, 2017

SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

SCHEDULE 13D/A

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 1)

Cyren Ltd.

(Name of Issuer)

Ordinary Shares, nominal value NIS 0.15 per share

(Title of Class of Securities)

M25596202

(CUSIP Number)

Robert B. Knauss

General Counsel and Managing Director

Warburg Pincus LLC

450 Lexington Avenue

New York, New York 10017

(212) 878 0600

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

Copy to:

Dvir Oren, Esq.

Kirkland & Ellis LLP

601 Lexington Avenue

New York, NY 10022

+1 (214) 215-1909

November 20, 2017

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. M25596202

1.	Names	of W	arburg Pincus Reporting Persons.	
2.	WP XII Investments B.V. Check the Appropriate Box if a Member of a Group (See Instructions) (a) (b)			
3.	SEC U	se On	nly	
4.	Source	of Fu	ands (See Instructions)	
WC 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d)		sclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)		
6.	Citizen	ship (or Place of Organization	
	The Nenber of	therla 7.	ands Sole Voting Power	
Bene	ficially	0	0 Shared Vating Davier	
Owi	ned by	8. d by	Shared Voting Power	
Е	ach		10 505 521	
Ren	orting	9.	10,595,521 Sole Dispositive Power	

	With	10.	0 Shared Dispositive Power
11.	Aggreş	gate A	10,595,521 Amount Beneficially Owned by Each Reporting Person
12.	10,595 Check		Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13.	Percen	t of C	class Represented by Amount in Row (11)
14.	21.3% Type o		oorting Person (See Instructions)
	CO		
(1)			242,897 ordinary shares outstanding as of October 31, 2017, based on the Company s representation s defined below), plus the 10,595,521 ordinary shares issued pursuant to the SPA.

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CUSIP No. M25596202

1.	Names	of R	eporting Persons.	
2.	WP XII Investments Coöperatief U.A. Check the Appropriate Box if a Member of a Group (See Instructions) (a) (b)			
3.	SEC U	se Oı	nly	
4.	Source	of F	unds (See Instructions)	
5.	WC Check	if Dis	sclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	
6.	Citizen	ship	or Place of Organization	
	The Ne	etherl 7.	ands Sole Voting Power	
Bene	ficially	8.	0 Shared Voting Power	
Owı	ned by			
E	ach			
			10,595,521	
Rep	orting	9.	Sole Dispositive Power	

With 0
10. Shared Dispositive Power

10,595,521

11. Aggregate Amount Beneficially Owned by Each Reporting Person

10,595,521

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

21.3%(1)

21.3%(1)

14. Type of Reporting Person (See Instructions)

CO

- (1) Based on 39,242,897 ordinary shares outstanding as of October 31, 2017, based on the Company s representation in the SPA (as defined below), plus the 10,595,521 ordinary shares issued pursuant to the SPA.
- * Each Reporting Person (other than WP XII Investments B.V.) disclaims beneficial ownership (within the meaning of Rule 13d-3 of the Exchange Act) of such shares except to the extent of his or its pecuniary interest therein.

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CUSIP No. M25596202

1.	Names of Reporting Persons.			
2.	Warburg Pincus (Callisto) Private Equity XII (Cayman), L.P. Check the Appropriate Box if a Member of a Group (See Instructions)			
	(a)	(t))	
3.	SEC U	se Or	nly	
4.	Source	of Fu	unds (See Instructions)	
5.	WC Check	if Dis	sclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	
6.	Citizen	ship	or Place of Organization	
	Cayma			
Nun	nber of	7.	Sole Voting Power	
Sh	nares			
Bene	ficially	8.	0 Shared Voting Power	
Owı	ned by			
Е	ach		1,920,014	
Rep	orting	9.	Sole Dispositive Power	

With 0
10. Shared Dispositive Power

1,920,014

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,920,014

- 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13. Percent of Class Represented by Amount in Row (11)

 $3.9\%^{(1)}$

14. Type of Reporting Person (See Instructions)

- Based on 39,242,897 ordinary shares outstanding as of October 31, 2017, based on the Company s representation in the SPA (as defined below), plus the 10,595,521 ordinary shares issued pursuant to the SPA.
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CUSIP No. M25596202

1.	Names of Reporting Persons.					
2.			Pincus (Europa) Private Equity XII (Cayman), L.P. Appropriate Box if a Member of a Group (See Instructions)			
(a)		(b)				
3.	SEC Us	se On	ıly			
4.	Source	of Fu	ands (See Instructions)			
5.	WC Chaole i	f Dia	closure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)			
3.	CHECK	II DIS	Disclosure of Legal Floceedings is Required Fursuant to Items 2(d) of 2(e)			
6. Citizen		ship (or Place of Organization			
Num	Caymar		nds Sole Voting Power			
Sh	ares					
Bene	ficially	8.	0 Shared Voting Power			
Owned by		0.	Shared voting Power			
Е	ach		2,098,337			
Rep	orting	9.	Sole Dispositive Power			

With 0
10. Shared Dispositive Power

2,098,337

1. Aggregate Amount Beneficially Owned by Each Reporting Person

2,098,337

- 2,098,337 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13. Percent of Class Represented by Amount in Row (11)

 $4.2\%^{(1)}$

12.

14. Type of Reporting Person (See Instructions)

- (1) Based on 39,242,897 ordinary shares outstanding as of October 31, 2017, based on the Company s representation in the SPA (as defined below), plus the 10,595,521 ordinary shares issued pursuant to the SPA.
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CUSIP No. M25596202

1.	1. Names of Reporting Persons.		
2.			appropriate Box if a Member of a Group (See Instructions)
	(a)	(t))
3.	SEC Us	se Or	nly
4.	Source	of Fu	unds (See Instructions)
5.	WC Check i	if Dis	sclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6.	6. Citizenshi		or Place of Organization
Num	Cayman		
Sh	nares		
Beneficially Owned by			0
		8.	Shared Voting Power
Е	ach		2.006.220
Rep	orting	9.	2,806,330 Sole Dispositive Power

With 0
10. Shared Dispositive Power

2,806,330

11. Aggregate Amount Beneficially Owned by Each Reporting Person

2,806,330

- 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13. Percent of Class Represented by Amount in Row (11)

 $5.6\%^{(1)}$

14. Type of Reporting Person (See Instructions)

- (1) Based on 39,242,897 ordinary shares outstanding as of October 31, 2017, based on the Company s representation in the SPA (as defined below), plus the 10,595,521 ordinary shares issued pursuant to the SPA.
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CUSIP N	No. M	12559	6202
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1.	Names of Reporting Persons.
2.	Warburg Pincus Private Equity XII-B (Cayman), L.P. Check the Appropriate Box if a Member of a Group (See Instructions) (a) (b)
3.	SEC Use Only
4.	Source of Funds (See Instructions)
5.6.	WC Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) Citizenship or Place of Organization
Sł	Cayman Islands aber of 7. Sole Voting Power sares afficially 0

Shared Voting Power

Sole Dispositive Power

1,369,259

8.

Owned by

Each

Reporting

With 0
10. Shared Dispositive Power

1,369,259

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,369,259

- 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13. Percent of Class Represented by Amount in Row (11)

 $2.7\%^{(1)}$

14. Type of Reporting Person (See Instructions)

- Based on 39,242,897 ordinary shares outstanding as of October 31, 2017, based on the Company s representation in the SPA (as defined below), plus the 10,595,521 ordinary shares issued pursuant to the SPA.
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CUSIP No. M25596202	CUSII	' No	M255	96202
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1.	Names of Reporting Persons.			
2.	Warburg Pincus Private Equity XII-D (Cayman), L.P. Check the Appropriate Box if a Member of a Group (See Instructions) (a) (b)			
3.	SEC Us	se On	ıly	
4.	Source of Funds (See Instructions)			
5.	WC 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 6. Citizenship or Place of Organization			
0.				
Num	Caymanuber of			
Sh	ares			
Beneficially			0	
Own	Owned by		Shared Voting Power	
E	ach			
Rep	orting	9.	196,971 Sole Dispositive Power	

With 0
10. Shared Dispositive Power

196,971

11. Aggregate Amount Beneficially Owned by Each Reporting Person

196,971

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

0.4%(1)

14. Type of Reporting Person (See Instructions)

- (1) Based on 39,242,897 ordinary shares outstanding as of October 31, 2017, based on the Company s representation in the SPA (as defined below), plus the 10,595,521 ordinary shares issued pursuant to the SPA.
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1.	Names	of R	eporting Persons.			
2.	Warburg Pincus Private Equity XII-E (Cayman), L.P. Check the Appropriate Box if a Member of a Group (See Instructions) (a) (b)					
3.	SEC U	se Oı	nly			
4.	Source	of F	unds (See Instructions)			
 5. 6. 			sclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) or Place of Organization			
0.	CHIZCH	sinp	of Flace of Organization			
	Cayma onber of	n Isla 7.	ands Sole Voting Power			
Sh	nares					
Bene	ficially		0			
Owı	ned by	8.	Shared Voting Power			
Е	ach					
Dan	ortina	9.	1,124,185 Sala Dispositiva Power			
rep	orting	9.	Sole Dispositive Power			

With 0

10. Shared Dispositive Power

1,124,185

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,124,185

- 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13. Percent of Class Represented by Amount in Row (11)

 $2.3\%^{(1)}$

14. Type of Reporting Person (See Instructions)

- (1) Based on 39,242,897 ordinary shares outstanding as of October 31, 2017, based on the Company s representation in the SPA (as defined below), plus the 10,595,521 ordinary shares issued pursuant to the SPA.
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CUSIP	' No	M255	96202
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1.	Names	of Re	eporting Persons.			
	Warhur	o Pir	ncus XII Partners (Cavman) I P			
2.		Warburg Pincus XII Partners (Cayman), L.P. Check the Appropriate Box if a Member of a Group (See Instructions)				
	(a)	(b				
3.	SEC U	se On	uly			
4.	Source	of Fu	ands (See Instructions)			
5.	WC Check i	if Dis	sclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)			
6.	Citizen	ship (or Place of Organization			
	Cayman Siber of		nds Sole Voting Power			
Sh	ares					
Bene	ficially	8.	0 Shared Voting Power			
Owr	ned by		Shared Voting Power			
Е	ach					
Rep	orting	9.	712,231 Sole Dispositive Power			

With 0 10. Shared Dispositive Power 712,231 Aggregate Amount Beneficially Owned by Each Reporting Person 712,231 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

Percent of Class Represented by Amount in Row (11)

 $1.4\%^{(1)}$

Type of Reporting Person (See Instructions)

- Based on 39,242,897 ordinary shares outstanding as of October 31, 2017, based on the Company's representation in the SPA (as defined below), plus the 10,595,521 ordinary shares issued pursuant to the SPA.
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CUSIP	No.	M25596202	

1.	. Names of Reporting Persons.					
2.	WP XII Partners (Cayman), L.P. Check the Appropriate Box if a Member of a Group (See Instructions) (a) (b)					
	. ,					
3.	SEC Us	se Or	nly			
4.	Source	of Fu	of Funds (See Instructions)			
	W.C					
5.	WC Check i	if Dis	sclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)			
6. Citizen		ship	ship or Place of Organization			
	Corrmon	n Iolo	ando			
Num	Caymanuber of		Sole Voting Power			
Sh	ares					
Beneficially		8	0 Shared Voting Power			
Owr	Owned by		Shared voting Power			
Е	ach					
		0	368,194			
Reporting		9.	Sole Dispositive Power			

With 0
10. Shared Dispositive Power

368,194

11. Aggregate Amount Beneficially Owned by Each Reporting Person

368,194

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

0.7%(1)

14. Type of Reporting Person (See Instructions)

- (1) Based on 39,242,897 ordinary shares outstanding as of October 31, 2017, based on the Company s representation in the SPA (as defined below), plus the 10,595,521 ordinary shares issued pursuant to the SPA.
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CUSIP No. M25596202

1.	Names	of Re	eporting Persons.			
2.	Warburg Pincus LLC Check the Appropriate Box if a Member of a Group (See Instructions) (a) (b)					
3.	SEC Us	se On	nly			
4.	Source	of Fu	unds (See Instructions)			
5.6.			sclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) or Place of Organization			
	New You		Sole Voting Power			
Bene	ficially ned by	8.	0 Shared Voting Power			
	ach orting	9.	10,595,521 Sole Dispositive Power			

With 0

10. Shared Dispositive Power

10,595,521

11. Aggregate Amount Beneficially Owned by Each Reporting Person

10,595,521

- 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13. Percent of Class Represented by Amount in Row (11)

 $21.3\%^{(1)}$

14. Type of Reporting Person (See Instructions)

00

- Based on 39,242,897 ordinary shares outstanding as of October 31, 2017, based on the Company s representation in the SPA (as defined below), plus the 10,595,521 ordinary shares issued pursuant to the SPA.
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	CUSIP	No.	M255	596202	
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1.	Names of Reporting Persons.					
2.	Warburg Pincus (Cayman) XII, L.P. 2. Check the Appropriate Box if a Member of a Group (See Instructions)					
	(a)	(t))			
3.	SEC Us	se Or	nly			
4.	Source	of Fu	unds (See Instructions)			
5.	OO Check i	if Dis	sclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)			
6.	Citizen	ship	or Place of Organization			
	Caymanuber of					
	ficially		0			
	ned by	8.	Shared Voting Power			
Е	ach		10 505 521			
Rep	orting	9.	10,595,521 Sole Dispositive Power			

With 0

10. Shared Dispositive Power

10,595,521

11. Aggregate Amount Beneficially Owned by Each Reporting Person

10,595,521

- 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13. Percent of Class Represented by Amount in Row (11)

 $21.3\%^{(1)}$

14. Type of Reporting Person (See Instructions)

- Based on 39,242,897 ordinary shares outstanding as of October 31, 2017, based on the Company s representation in the SPA (as defined below), plus the 10,595,521 ordinary shares issued pursuant to the SPA.
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CUSIP No. M25596202	CUSIP	' No. N	Л2559	6202
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1.	Names	of R	eporting Persons.			
2.		arburg Pincus (Cayman) XII GP LLC neck the Appropriate Box if a Member of a Group (See Instructions) (b)				
3.	SEC U	se Or	nly			
4.	Source	of Fu	unds (See Instructions)			
5.6.			sclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) or Place of Organization			
Num	Delawanber of		Sole Voting Power			
Sh	ares					
Bene	ficially	8.	0 Shared Veting Boyer			
Own	ned by	٥.	Shared Voting Power			
Е	ach					
Rep	orting	9.	10,595,521 Sole Dispositive Power			
Pe	rson					

With 0

10. Shared Dispositive Power

10,595,521

11. Aggregate Amount Beneficially Owned by Each Reporting Person

10,595,521

- 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13. Percent of Class Represented by Amount in Row (11)

 $21.3\%^{(1)}$

14. Type of Reporting Person (See Instructions)

00

- Based on 39,242,897 ordinary shares outstanding as of October 31, 2017, based on the Company s representation in the SPA (as defined below), plus the 10,595,521 ordinary shares issued pursuant to the SPA.
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CUSIP No. M25596202

Shares

Beneficially

Owned by

Each

Reporting

Person

0

8.

Shared Voting Power

Sole Dispositive Power

10,595,521

1.	Names of Reporting Persons.
2.	Warburg Pincus Partners II (Cayman), L.P. Check the Appropriate Box if a Member of a Group (See Instructions) (a) (b)
3.	SEC Use Only
4.	Source of Funds (See Instructions)
5.6.	OO Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) Citizenship or Place of Organization
Nun	Cayman Islands aber of 7. Sole Voting Power

With 0

10. Shared Dispositive Power

10,595,521

11. Aggregate Amount Beneficially Owned by Each Reporting Person

10,595,521

- 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13. Percent of Class Represented by Amount in Row (11)

 $21.3\%^{(1)}$

14. Type of Reporting Person (See Instructions)

- Based on 39,242,897 ordinary shares outstanding as of October 31, 2017, based on the Company s representation in the SPA (as defined below), plus the 10,595,521 ordinary shares issued pursuant to the SPA.
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CUSIP No. M25596202

1.	Names of Reporting Persons.				
2.	Warburg Pincus (Bermuda) Private Equity GP Ltd. Check the Appropriate Box if a Member of a Group (See Instructions)				
	(a)	(b)		
3.	SEC Us	se On	ıly		
4.	Source	of Fu	ands (See Instructions)		
5.	OO Check i	if Dis	sclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)		
6.	Citizen	ship (or Place of Organization		
Num	Bermud lber of		Sole Voting Power		
Sh	ares				
Beneficially Owned by			0		
		8.	Shared Voting Power		
Е	ach				
Rep	orting	9.	10,595,521 Sole Dispositive Power		

With 0

10. Shared Dispositive Power

10,595,521

11. Aggregate Amount Beneficially Owned by Each Reporting Person

10,595,521

- 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13. Percent of Class Represented by Amount in Row (11)

 $21.3\%^{(1)}$

14. Type of Reporting Person (See Instructions)

CO

- Based on 39,242,897 ordinary shares outstanding as of October 31, 2017, based on the Company s representation in the SPA (as defined below), plus the 10,595,521 ordinary shares issued pursuant to the SPA.
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CUSIP	No.	M25596202

1.	Names of	Reporting	Persons.

Charles R. Kaye

- 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 if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6. Citizenship or Place of Organization

United States of America

Number of 7. Sole Voting Power

Shares

Beneficially 0

8. Shared Voting Power

Owned by

Each

10,595,521

Reporting 9. Sole Dispositive Power

With 0

10. Shared Dispositive Power

10,595,521

11. Aggregate Amount Beneficially Owned by Each Reporting Person

10,595,521

- 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13. Percent of Class Represented by Amount in Row (11)

 $21.3\%^{(1)}$

14. Type of Reporting Person (See Instructions)

IN

- Based on 39,242,897 ordinary shares outstanding as of October 31, 2017, based on the Company s representation in the SPA (as defined below), plus the 10,595,521 ordinary shares issued pursuant to the SPA.
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CUSIP	No.	M25596202	
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d) or 2(e)	
0	
Shared Voting Power	

With 0
10. Shared Dispositive Power

10,595,521

11. Aggregate Amount Beneficially Owned by Each Reporting Person

10,595,521

- 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13. Percent of Class Represented by Amount in Row (11)

 $21.3\%^{(1)}$

14. Type of Reporting Person (See Instructions)

IN

- Based on 39,242,897 ordinary shares outstanding as of October 31, 2017, based on the Company s representation in the SPA (as defined below), plus the 10,595,521 ordinary shares issued pursuant to the SPA.
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This Amendment No. 1 to Schedule 13D (this Amendment No. 1) amends and supplements the Original Schedule 13D filed with the SEC on November 16, 2017 (the Original Schedule 13D and Amendment No. 1, together, the Schedule 13D). The Schedule 13D relates to the ordinary shares, nominal value NIS 0.15 per share (the Ordinary Shares), of Cyren Ltd., a company organized under the laws of the State of Israel (the Company). All capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Original Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration.

This Amendment No. 1 amends Item 3 of the Original Schedule 13D to add the following:

The Warburg Pincus Reporting Persons will fund the consummation of the Tender Offer (as defined below) from capital committed to the WP XII Funds. The Warburg Pincus Reporting Persons have deposited cash into an escrow account with Israel Brokerage & Investments I.B.I. Ltd., the Israeli Depositary, in an amount sufficient to pay for the maximum number of Ordinary Shares that the Warburg Pincus Reporting Persons are offering to purchase.

Item 4. Purpose of Transaction

This Amendment No. 1 amends Item 4 of the Original Schedule 13D to add the following:

On November 20, 2017, WP XII Investments and certain of the Warburg Pincus Reporting Persons, commenced a tender offer (the Tender Offer) to purchase up to 31,265,358 Ordinary Shares, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated November 20, 2017 (as it may be amended or supplemented from time to time, the Offer to Purchase), and the related letter of transmittal.

After giving effect to the Tender Offer, assuming the purchase of 100% of the Ordinary Shares sought in the Tender Offer, the Warburg Pincus Reporting Persons will beneficially own 41,860,879 Ordinary Shares representing approximately 75% of the Ordinary Shares of the Company (assuming issuance of Ordinary Shares issuable upon conversion of certain convertible notes and exercise of all in the money outstanding stock options and warrants as of the completion of the Tender Offer). The Tender Offer will not be subject to a financing condition, however, it will be subject to certain other conditions.

A copy of the Offer to Purchase is attached hereto as Exhibit D. The description of the abovementioned documents contained herein is qualified in its entirety by reference to Exhibit D, which is incorporated herein by reference.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer. This Amendment No. 1 amends Item 6 of the Original Schedule 13D to add the following:

The Offer to Purchase is described in Item 4 above, such summary being incorporated in this Item 6 by reference. The summary of the Offer to Purchase in this Amendment No. 1 is qualified in its entirety by reference to the Offer to Purchase, a copy of which is attached hereto as Exhibit D.

Item 7. Material to be filed as Exhibits

Exhibit A - Joint Filing Agreement, dated November 16, 2017, among the Warburg Pincus Reporting Persons, relating to the filing of a joint statement on Schedule 13D (incorporated by reference to Exhibit A to Schedule 13D filed with the Securities and Exchange Commission (the SEC) on November 16, 2017).

<u>Exhibit B</u> - Securities Purchase Agreement, dated November 6, 2017, between the Company and WP XII Investments (incorporated by reference to Exhibit B to Schedule 13D filed with the SEC on .November 16, 2017).

<u>Exhibit C</u> - Registration Rights Agreement, dated November 6, 2017, between the Company and WP XII Investment (incorporated by reference to Exhibit C to Schedule 13D filed with the SEC on November 16, 2017).

Exhibit D - Offer to Purchase, dated November 20, 2017 (incorporated by reference to Exhibit (a)(1)(A) of Schedule TO filed with the SEC on November 20, 2017).

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SIGNATURES

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: November 22, 2017 WP XII INVESTMENTS B.V.

By: /s/ G.F.X.M Nieuwenhuizen Name: G.F.X.M Nieuwenhuizen Title: Managing Director A

By: /s/ Tara O Neill Name: Tara O Neill Title: Managing Director A

Dated: November 22, 2017 WP XII INVESTMENTS CÖOPERATIEF U.A.

By: /s/ G.F.X.M Nieuwenhuizen Name: G.F.X.M Nieuwenhuizen Title: Managing Director A

By: /s/ Tara O Neill Name: Tara O Neill Title: Managing Director A

Dated: November 22, 2017 WARBURG PINCUS (CALLISTO) PRIVATE EQUITY XII (CAYMAN), L.P.

By: Warburg Pincus (Cayman) XII, L.P., its general partner

By: Warburg Pincus (Cayman) XII GP LLC, its general partner

By: Warburg Pincus Partners II (Cayman), L.P., its sole member

By: Warburg Pincus (Bermuda) Private Equity GP Ltd., its general partner

By: /s/ Robert B. Knauss

Name: Robert B. Knauss Title: Authorized Signatory

Dated: November 22, 2017

WARBURG PINCUS (EUROPA) PRIVATE EQUITY XII (CAYMAN), L.P.

By: Warburg Pincus (Cayman) XII, L.P., its general partner

By: Warburg Pincus (Cayman) XII GP LLC, its general partner

By: Warburg Pincus Partners II (Cayman), L.P., its sole member

By: Warburg Pincus (Bermuda) Private Equity GP Ltd., its general partner

By: /s/ Robert B. Knauss Name: Robert B. Knauss Title: Authorized Signatory Page 21 of 23

Dated: November 22, 2017

WARBURG PINCUS (GANYMEDE) PRIVATE EQUITY XII (CAYMAN), L.P.

By: Warburg Pincus (Cayman) XII, L.P., its general partner By: Warburg Pincus (Cayman) XII GP LLC, its general partner

By: Warburg Pincus Partners II (Cayman), L.P., its sole member

By: Warburg Pincus (Bermuda) Private Equity GP Ltd., its general partner

By: /s/ Robert B. Knauss

Name: Robert B. Knauss Title: Authorized Signatory

Dated: November 22, 2017

WARBURG PINCUS PRIVATE EQUITY XII-B (CAYMAN), L.P.

By: Warburg Pincus (Cayman) XII, L.P., its general partner

By: Warburg Pincus (Cayman) XII GP LLC, its general partner

By: Warburg Pincus Partners II (Cayman), L.P., its sole member

By: Warburg Pincus (Bermuda) Private Equity GP Ltd., its general partner

By: /s/ Robert B. Knauss

Name: Robert B. Knauss Title: Authorized Signatory

Dated: November 22, 2017

WARBURG PINCUS PRIVATE EQUITY XII-D (CAYMAN), L.P.

By: Warburg Pincus (Cayman) XII, L.P., its general partner

By: Warburg Pincus (Cayman) XII GP LLC, its general partner

By: Warburg Pincus Partners II (Cayman), L.P., its sole member

By: Warburg Pincus (Bermuda) Private Equity GP Ltd., its general partner

By: /s/ Robert B. Knauss

Name: Robert B. Knauss Title: Authorized Signatory

Dated: November 22, 2017

WARBURG PINCUS PRIVATE EQUITY XII-E (CAYMAN), L.P.

By: Warburg Pincus (Cayman) XII, L.P., its general partner

By: Warburg Pincus (Cayman) XII GP LLC, its general partner

By: Warburg Pincus Partners II (Cayman), L.P., its sole member

By: Warburg Pincus (Bermuda) Private Equity GP Ltd., its general partner

By: /s/ Robert B. Knauss Name: Robert B. Knauss Title: Authorized Signatory Page 22 of 23

Dated: November 22, 2017

WARBURG PINCUS XII PARTNERS (CAYMAN), L.P.

By: Warburg Pincus (Cayman) XII, L.P., its general partner

By: Warburg Pincus (Cayman) XII GP LLC, its general partner

By: Warburg Pincus Partners II (Cayman), L.P., its sole member Warburg Pincus (Bermuda) Private Equity GP Ltd., its general

By: partner

By: /s/ Robert B. Knauss

Name: Robert B. Knauss Title: Authorized Signatory

Dated: November 22, 2017

WP XII PARTNERS (CAYMAN), L.P.

By: Warburg Pincus (Cayman) XII, L.P., its general partner

By: Warburg Pincus (Cayman) XII GP LLC, its general partner

By: Warburg Pincus Partners II (Cayman), L.P., its sole member Warburg Pincus (Bermuda) Private Equity GP Ltd., its general

By: partner

By: /s/ Robert B. Knauss

Name: Robert B. Knauss Title: Authorized Signatory

Dated: November 22, 2017

WARBURG PINCUS LLC

By: /s/ Robert B. Knauss

Name: Robert B. Knauss Title: Authorized Signatory

Dated: November 22, 2017

WARBURG PINCUS (CAYMAN) XII, L.P.

By: Warburg Pincus (Cayman) XII GP LLC, its general partner By: Warburg Pincus Partners II (Cayman), L.P., its sole member Warburg Pincus (Bermuda) Private Equity GP, Ltd., its general

By: partner

By: /s/ Robert B. Knauss

Name: Robert B. Knauss Title: Authorized Signatory

Dated: November 22, 2017 WARBURG PINCUS (CAYMAN) XII GP LLC

By: Warburg Pincus Partners II (Cayman), L.P., its sole member Warburg Pincus (Bermuda) Private Equity GP, Ltd., its general

By: partner

By: /s/ Robert B. Knauss

Name: Robert B. Knauss Title: Authorized Signatory

Dated: November 22, 2017 WARBURG PINCUS PARTNERS II (CAYMAN), L.P.

Warburg Pincus (Bermuda) Private Equity GP Ltd., its general

By: partner

By: /s/ Robert B. Knauss

Name: Robert B. Knauss Title: Authorized Signatory Page 23 of 23

Dated: November 22, 2017 WARBURG PINCUS (BERMUDA) PRIVATE EQUITY GP LTD.

By: /s/ Robert B. Knauss Name: Robert B. Knauss Title: Authorized Signatory

Dated: November 22, 2017 CHARLES R. KAYE

By: /s/ Robert B. Knauss

Name: Robert B. Knauss, Attorney-in-Fact*

Dated: November 22, 2017 **JOSEPH P. LANDY**

By: /s/ Robert B. Knauss

Name: Robert B. Knauss Attorney-in-Fact*

^{*} The Powers of Attorney given by each of Mr. Kaye and Mr. Landy was previously filed with the U.S. Securities and Exchange Commission on July 12, 2016 as an exhibit to a beneficial ownership report on Schedule 13D filed by Warburg Pincus LLC with respect to WEX Inc.