

Warburg Pincus (Cayman) XII, L.P.

Form 3

January 02, 2019

**FORM 3****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting  
Person \*  
Â Warburg Pincus (Cayman)  
XII, L.P.

(Last) (First) (Middle)

C/O WARBURG PINCUS &  
CO.,Â 450 LEXINGTON  
AVENUE

(Street)

NEW YORK,Â NYÂ 10017

(City) (State) (Zip)

2. Date of Event Requiring  
Statement  
(Month/Day/Year)  
01/01/20193. Issuer Name **and** Ticker or Trading Symbol  
CYREN Ltd. [CYRN]4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)5. If Amendment, Date Original  
Filed(Month/Day/Year)6. Individual or Joint/Group  
Filing(Check Applicable Line)  
\_\_\_\_ Form filed by One Reporting  
Person  
\_X\_ Form filed by More than One  
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Ordinary Shares

27,586,733

I

See footnotes (1) (2) (3) (4) (5) (6)

Reminder: Report on a separate line for each class of securities beneficially  
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form displays a  
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)3. Title and Amount of  
Securities Underlying  
Derivative Security4. Conversion  
or Exercise5. Ownership  
Form of6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I)

(Instr. 4)

(Instr. 5)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Warburg Pincus (Cayman) XII, L.P. C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	Â	Â X	Â	Â
Warburg Pincus (Cayman) XII GP LLC C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	Â	Â X	Â	Â
Warburg Pincus Partners II (Cayman), L.P. C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	Â	Â X	Â	Â
Warburg Pincus (Bermuda) Private Equity GP Ltd. C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	Â	Â X	Â	Â
WARBURG PINCUS LLC C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	Â	Â X	Â	Â
KAYE CHARLES R C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	Â	Â X	Â	Â
Landy Joseph P. C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	Â	Â X	Â	Â

## Signatures

See Exhibit 99.1 01/02/2019

\_\_Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

This Form 3 is being jointly filed by and on behalf of each of the following persons (each, a "Warburg Pincus Reporting Person") in connection with the transition by Cyren Ltd. (the "Issuer") from a foreign private issuer to a domestic issuer, effective January 1, 2019:

- (1) U.A., a company incorporated in the Netherlands ("WP XII Investments Cooperatief"); (ii) WP XII Investments Cooperatief XII (Cayman), L.P., a Cayman Islands exempted limited partnership ("WP XII Callisto"); (iv) Warburg Pincus (Europa) Private Equity XII (Cayman), L.P., a Cayman Islands exempted limited partnership ("WP XII Europa"); (v) Warburg Pincus (Ganymede) Private Equity XII (Cayman), L.P., a Cayman Islands exempted limited partnership ("WP XII Ganymede"); (vi) Warburg Pincus Private Equity

(Continued from Footnote 1) XII-B (Cayman), L.P., a Cayman Islands exempted limited partnership ("WP XII-B"); (vii) Warburg Pincus Private Equity XII-D (Cayman), L.P., a Cayman Islands exempted limited partnership ("WP XII-D"); (viii) Warburg Pincus Private Equity XII-E (Cayman), L.P., a Cayman Islands exempted limited partnership ("WP XII-E"); (ix) Warburg Pincus XII Partners (Cayman), L.P., a Cayman Islands exempted limited partnership ("Warburg Pincus XII Partners"); (x) WP XII Partners (Cayman), L.P., a Cayman Islands exempted limited partnership ("WP XII Partners", and together with WP XII Callisto, WP XII Europa, WP XII Ganymede, WP XII-B, WP XII-D, WP XII-E and Warburg Pincus XII Partners, the "WP XII Funds");

- (2) (Continued from Footnote 2) (xi) Warburg Pincus LLC, a New York limited liability company ("WP LLC"); (xii) Warburg Pincus (Cayman) XII, L.P., a Cayman Islands exempted limited partnership ("WP XII Cayman GP"); (xiii) Warburg Pincus (Cayman) XII GP LLC, a Delaware limited liability company ("WP XII Cayman GP LLC"); (xiv) Warburg Pincus Partners II (Cayman), L.P., a Cayman Islands exempted limited partnership ("WPP II Cayman"); (xv) Warburg Pincus (Bermuda) Private Equity GP Ltd., a Bermuda exempted company ("WP Bermuda GP", and, together with WP XII Investments, WP XII Investments Cooperatief, the WP XII Funds, WP LLC, WP XII Cayman GP, WP XII Cayman GP LLC, WPP II Cayman and WP Bermuda GP, the "Warburg Entities"); (xvi) Charles R. Kaye; and (xvii) Joseph P. Landy.

- (4) WP XII Investments is wholly owned by WP XII Investments Cooperatief, which is wholly owned by the WP XII Funds. WP LLC is the manager of the WP XII Funds and WP XII Cayman GP is the general partner of each of the WP XII Funds. WP XII Cayman GP LLC is the general partner of WP XII Cayman GP. WPP II Cayman is the sole member of WP XII Cayman GP LLC. WP Bermuda GP is the general partner of WPP II Cayman. Charles R. Kaye and Joseph P. Landy are the Co-Chairmen and sole Directors of WP Bermuda GP, and the Managing Members and Co-Chief Executive Officers of WP LLC, and may be deemed to control the Warburg Entities.

- (5) Reflects 27,586,733 ordinary shares of the Issuer directly held by WP XII Investments.

- (6) Each of Messrs. Kaye and Landy and each Warburg Entity disclaims beneficial ownership with respect to any ordinary shares of the Issuer, except to the extent of its indirect pecuniary interest in such ordinary shares. Information with respect to each of the Warburg Pincus Reporting Persons is given solely by such Warburg Pincus Reporting Person, and no Warburg Pincus Reporting Person has responsibility for the accuracy or completeness of information supplied by another Warburg Pincus Reporting Person.

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### Remarks:

DueÂ toÂ theÂ limitationÂ onÂ theÂ numberÂ ofÂ ReportingÂ PersonsÂ allowedÂ onÂ FormÂ 3,Â WPÂ XIIÂ Investment

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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