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

**FORM F-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

ODDITY Tech Ltd.

(Exact name of registrant as specified in its charter)

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

2844
(Primary Standard Industrial
Classification Code Number)

Not applicable
(I.R.S. Employer
Identification No.)

ODDITY Tech Ltd.
8 Haharash Street
Tel Aviv-Jaffa, 6761304, Israel
(551) 751-7495

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

ODDITY Tech US Inc.
110 Greene Street
New York, New York 10012
(551) 751-7495

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

Copies to:

Marc D. Jaffe Ian Schuman Alison Haggerty Latham & Watkins LLP 1271 Avenue of the Americas New York, New York 10020 Telephone: (212) 906-1200 Fax: (212) 751-4864	Ran Hai Joshua Ravitz Nir Dash Itay Lavi Herzog Fox & Neeman 6 Yitzhak Sadeh St Tel Aviv 6777506, Israel Telephone: (972) (3) 692 2020 Fax: (972) (3) 696 6464	Jonathan Truppman ODDITY Tech US Inc. 110 Greene Street New York, New York 10012 Telephone: (551) 751-7495	Michael Kaplan Roshni Banker Cariello Davis Polk & Wardwell LLP 450 Lexington Avenue New York, New York 10017 Telephone: (212) 450-4000 Fax: (212) 701-5800	Aaron M. Lampert Ephraim P. Friedman Goldfarb Gross Seligman & Co. Round Tower, 1 Azrieli Center Tel Aviv 6701101, Israel Telephone: (972) (3) 608 9999 Fax: (972) (3) 608 9909
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Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

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 of 1933, 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. (File No. 333-272890)

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.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933.

Emerging growth company

If an emerging growth company, indicate by checkmark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided to Section 7(a)(2)(B) of the Securities Act.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) promulgated under the Securities Act.

EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement relates to the Registrant's prior Registration Statement on [Form F-1 \(File No. 333-272890\)](#), initially filed by ODDITY Tech Ltd. with the Securities and Exchange Commission (the "Commission") on June 23, 2023, as amended (together with its exhibits, the "Prior Registration Statement"), which was declared effective by the Commission on July 18, 2023. The Prior Registration Statement is incorporated herein by reference.

The Registrant is filing this Registration Statement for the sole purpose of registering the sale of an additional 1,815,789 Class A ordinary shares, which includes 236,842 Class A ordinary shares that may be sold pursuant to the underwriters' option to purchase additional shares. The additional shares that are being registered for sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in Exhibit 107 contained in the Prior Registration Statement.

The required opinion and consents are listed on an Exhibit Index to this Registration Statement and filed herewith.

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
5.1	Opinion of Herzog Fox & Neeman (including consent) (incorporated by reference to Exhibit 5.1 filed with the Prior Registration Statement filed on July 10, 2023)
23.1	Consent of Kost, Forer, Gabbay & Kasierer, an independent registered public accounting firm
23.2	Consent of Herzog Fox & Neeman (included in Exhibit 5.1)
24.1	Power of Attorney (incorporated by reference to Exhibit 24.1 filed with the Prior Registration Statement on June 23, 2023)
107	Filing Fee Table

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Tel Aviv, Israel on this 18th day of July, 2023.

ODDITY Tech Ltd.

By: /s/ Oran Holtzman

Name: Oran Holtzman

Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons on July 18, 2023 in the capacities indicated:

Name	Title
<u>/s/ Oran Holtzman</u> Oran Holtzman.	Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Lindsay Drucker Mann</u> Lindsay Drucker Mann	Global Chief Financial Officer (Principal Financial and Accounting Officer)
<u>*</u> Shiran Holtzman-Erel	Director
<u>*</u> Michael Farello	Director
<u>*</u> Lilach Payorski	Director
<u>*By: /s/ Lindsay Drucker Mann</u> Lindsay Drucker Mann <i>Attorney-in-fact</i>	

Signature of Authorized U.S. Representative of Registrant

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of ODDITY Tech Ltd. has signed this registration statement on July 18, 2023.

By: /s/ Lindsay Drucker Mann

Name: Lindsay Drucker Mann

Title: Global Chief Financial Officer

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form F-1 filed pursuant to Rule 462(b) of the Securities Act of 1933 of the reference to our firm under the caption “Experts” and to the incorporation by reference of our report dated May 1, 2023 (except note 1(b), as to which the date is July 10, 2023), with respect to the consolidated financial statements of Oddity Tech Ltd. included in Amendment No. 2 to the Registration Statement (Form F-1 No. 333-272890) and related Prospectus of Oddity Tech Ltd. for the registration of its Class A ordinary shares.

Tel Aviv, Israel
July 18, 2023

/s/ Kost Forer Gabbay & Kasierer
KOST, FORER, GABBAY & KASIERER
A Member of EY Global

CALCULATION OF FILING FEE TABLES

FORM F-1
(Form Type)ODDITY TECH LTD.
(Exact Name of Registrant as Specified in the Articles of Association)

Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price(2)	Fee Rate	Amount of Registration Fee
Fees to be Paid	Equity	Class A Ordinary Shares, par value NIS 0.001 per share	457(a)	1,815,789	\$35.00	\$63,552,615(2)	\$110.20 per \$1,000,000	\$7,003.50
				Net Fee Due				\$7,003.50(3)

- (1) Represents only the additional number of shares being registered and includes 236,842 additional Class A ordinary shares that the underwriters have the option to purchase. Does not include the securities that the Registrant previously registered on the Registration Statement on Form F-1 (File No. 333-272890), as amended (the "Prior Registration Statement").
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(a) under the Securities Act of 1933, as amended (the "Securities Act").
- (3) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act based on the proposed maximum aggregate offering price. The registrant previously registered securities on the Prior Registration Statement having a proposed maximum aggregate offering price of \$411,578,874, which was declared effective by the Securities and Exchange Commission on July 18, 2023. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$63,552,615 is hereby registered, which includes the additional Class A ordinary shares that the underwriters have the option to purchase.