

Â Â UNITED STATESSECURITIES AND EXCHANGE COMMISSIONWashington, D.C. 20549Â FORM 6-KÂ REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TORULE 13a-16OR 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934Â For the month of February 2025Â Commission File Number: 001-40842Â VALENS SEMICONDUCTOR LTD. (Exact name of registrant as specified in itscharter)Â 8 Hanagar St. POB 7152Hod Hasharon 4501309Â Israel(Address of principal executive office)Â Indicate by check mark whether the registrant filesor will file annual reports under cover of Form 20-F or Form 40-F:Â Form 20-F Â ~Â Â Â Â Â EXPLANATORY NOTEÂ This Form 6-K is incorporated by reference intothe Companyâ€™s Registration Statements on Form F-3 (File No. 333-260390) and Form S-8 (File No. 333-259849, No. 333-269250, andNo. 333-276520).Â 1 Â TABLE OF CONTENTSÂ ITEM Â 99.1 Â Press Release dated February 11, 2025 Â 2 Â SIGNATUREÂ Pursuant to the requirementsof the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereuntoduly authorized.Â Â VALENS SEMICONDUCTOR LTD. Â Â Â Â By: /s/ Gideon Ben-Zvi Â Â Name:Â Gideon Ben-Zvi Â Â Title: Chief Executive Officer Â Date: February 11, 2025Â 3Â Exhibit 99.1Â Valens Adopts a Share Repurchase Program ofup to \$15 MillionÂ HOD HASHARON, Israel, February 11, 2025 -- ValensSemiconductor (NYSE: VLN), a leader in high-performance connectivity, announced today that its Board of Directors (the â€œBoardâ€)has approved a â€œdistributionâ€, as defined in the Israeli Companies Law, 1999 (the â€œCompanies Lawâ€), by way ofa shareÂ repurchaseÂ program, pursuant to which the Company mayÂ repurchaseÂ (buyback) an aggregate amount of up to \$15million of the Companyâ€™s ordinary shares (the â€œDistributionâ€), subject to the completion of required Israeli regulatoryprocedures.Â According to Section 7C.(C) of the Companies Regulations(Relief for Companies Whose Securities Are Listed for Trading on Foreign Stock Exchanges) 2000, the Companyâ€™s creditors may applyto the Company and object to the Distribution, within 30 days following its publication.Â Following, and subject to, completion of the requiredIsraeli regulatory procedures, share repurchases under the program will be made from time to time in open market purchases, private transactionsand/or block trades, or other transactions as permitted by securities laws and other legal requirements, including Rule 10b5-1 and Rule10b-18, under the Securities Exchange Act of 1934, as amended. The timing and amounts of any purchases will be based on market conditionsand other factors including but not limited to price and capital availability. The program does not require the purchase of any minimumdollar amount or number of shares, and the program may be modified, suspended or discontinued at any time. This press release is neitheran offer to purchase nor a solicitation of an offer to buy any securities.Â About Valens SemiconductorÂ Valens Semiconductor (NYSE:VLN) is a leader inhigh-performance connectivity, enabling customers to transform the digital experiences of people worldwide. Valensâ€™ chipsets areintegrated into countless devices from leading customers, powering state-of-the-art audio-video installations, next-generation videoconferencing, and enabling the evolution of ADAS and autonomous driving. Pushing the boundaries of connectivity, Valens sets the standard everywhereit operates, and its technology forms the basis for the leading industry standards such as HDBaseTÂ® and MIPI A-PHY. For more information,visit <https://www.valens.com.>Â Â Â Forward-Looking StatementsÂ This press release includes â€œforward-lookingstatementsâ€ within the meaning of the â€œsafe harborâ€ provisions of the United States Private Securities Litigation ReformAct of 1995. Forward-looking statements may be identified by the use of words such as â€œestimate,â€ â€œplan,â€ â€œproject,â€ â€œforecast,â€ â€œintend,â€ â€œwill,â€ â€œexpect,â€ â€œanticipate,â€ â€œbelieve,â€ â€œseek,â€ â€œtargetâ€ or other similar expressions that predict or indicate future events or trends or that are notstatements of historical matters. These forward-looking statements include, but are not limited to, statements regarding our share repurchaseprogram. These statements are based on various assumptions, whether or not identified in this press release, and on the current expectationsof Valens Semiconductorâ€™s (â€œValensâ€) management and are not predictions of actual performance. These forward-lookingstatements are provided for illustrative purposes only and are not intended to serve as and must not be relied on by any investor as aguarantee, an assurance, a prediction or a definitive statement of fact or probability. Actual events and circumstances are difficultor impossible to predict and will differ from assumptions. Many actual events and circumstances are beyond the control of Valens Semiconductor. These forward-looking statements are subject to a number of risks and uncertainties, including the cyclicality of the semiconductor industry;the effect of inflation and a rising interest rate environment on our customers and industry; the ability of our customers to absorb inventory;competition in the semiconductor industry, and the failure to introduce new technologies and products in a timely manner to compete successfullyagainst competitors; if Valens fails to adjust its supply chain volume due to changing market conditions or fails to estimate its customersâ€™ demand; disruptions in relationships with any one of Valensâ€™ key customers; any difficulty selling Valensâ€™ products if customersdo not design its products into their product offerings; Valensâ€™ dependence on winning selection processes; even if Valens succeedsin winning selection processes for its products, Valens may not generate timely or sufficient net sales or margins from those wins; sustainedyield problems or other delays or quality events in the manufacturing process of products; our ability to effectively manage, invest in,grow, and retain our sales force, research and development capabilities, marketing team and other key personnel; our ability to timelyadjust product prices to customers following price increase by the supply chain; our ability to adjust our inventory level due to reductionin demand due to inventory buffers accrued by customers; our expectations regarding the outcome of any future litigation in which we arenamed as a party; our ability to adequately protect and defend our intellectual property and other proprietary rights; our ability tosuccessfully integrate or otherwise achieve anticipated benefits from acquired businesses; the market price and trading volume of theValens ordinary shares may be volatile and could decline significantly; political, economic, governmental and tax consequences associatedwith our incorporation and location in Israel; and those factors discussed in Valensâ€™ Form 20-F filed with the SEC on February 28,2024 under the heading â€œRisk Factors,â€ and other documents of Valens filed, or to be filed, with the SEC. If any of theserisks materialize or our assumptions prove incorrect, actual results could differ materially from the results implied by these forward-lookingstatements. There may be additional risks that Valens does not presently know or that Valens currently believes are immaterial that couldalso cause actual results to differ from those contained in the forward-looking statements. In addition, forward-looking statements reflectValensâ€™ expectations, plans or forecasts of future events and views as of the date of this press release. Valens anticipates thatsubsequent events and developments may cause Valensâ€™ assessments to change. However, while Valens may elect to update these forward-lookingstatements at some point in the future, Valens specifically disclaims any obligation to do so. These forward-looking statements shouldnot be relied upon as representing Valensâ€™ assessment as of any date subsequent to the date of this press release. Accordingly,undue reliance should not be placed upon the forward-looking statements.Â Investor Contacts:Â Michal Ben AriInvestor Relations ManagerValens Semiconductor Ltd.Michal.Benari@valens.comÂ Â Â