

FORM 6-K

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

**REPORT OF FOREIGN ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of September 2024

Commission File Number: 001-40394

**Similarweb Ltd.
(Translation of registrant's name into English)**

**33 Yitzhak Rabin Rd.
Givatayim 5348303, Israel
(Address of principal executive offices)**

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F ☒ Form 40-F ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ☐

On September 18, 2024, Similarweb Ltd. (the "Company") announced that in connection with the previously announced underwritten public offering by a selling shareholder, the underwriters exercised their option to purchase an additional 525,000 ordinary shares at \$7.85 per share, in full, resulting in gross proceeds to the selling shareholder of approximately \$4,121,250. All of

the ordinary shares were sold by the selling shareholder, and the Company did not receive any proceeds from the sale of such shares. The press release announcing the exercise of the underwriter's option is appended as Exhibit 99.1 to this Form 6-K.

The information in Exhibit 99.1 attached hereto is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference in any filing made by the Company under the Securities Act of 1933, as amended, or the Exchange Act, except as otherwise set forth herein or as shall be expressly set forth by specific reference in such a filing.

Exhibit Number	Description
<u>99.1</u>	<u>Press Release, dated September 18, 2024</u>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Similarweb Ltd.

Date: September 18, 2024

By: /s/ Jason Schwartz
Jason Schwartz
Chief Financial Officer

SIMILARWEB LTD. ANNOUNCES FULL EXERCISE OF THE UNDERWRITERS' OPTION TO PURCHASE ADDITIONAL ORDINARY SHARES

TEL AVIV, Israel – September 18, 2024 — Similarweb Ltd. ("Similarweb") (NYSE: SMWB), a leading digital market intelligence company, today announced that in connection with the previously announced underwritten public offering by a selling shareholder (the "Offering"), the underwriters exercised their option to purchase an additional 525,000 ordinary shares at \$7.85 per share, in full, resulting in gross proceeds to the selling shareholder of approximately \$4,121,250.

Similarweb did not receive any proceeds from the sale of shares by the selling shareholder.

Goldman Sachs & Co. LLC and Barclays acted as book-running managers for the Offering. Citizens JMP, William Blair and Needham & Company acted as co-managers for the Offering.

A registration statement on Form F-3, as amended (File No. 333-279295), was filed with the United States Securities and Exchange Commission (the "SEC") on May 10, 2024, and was declared effective on May 31, 2024 (the "Registration Statement"). The Offering was made pursuant to the Registration Statement. A final prospectus supplement and accompanying prospectus relating to and describing the terms of the Offering have been filed with the SEC and are available on the SEC's website at www.sec.gov. Copies of the final prospectus supplement and accompanying prospectus, may be obtained by contacting: Goldman Sachs & Co. LLC, Attention: Prospectus Department, 200 West Street, New York, New York 10282, by phone at 1-866-471-2526, by facsimile at 1-212-902-9316, or by email at: prospectus-ny@ny.email.gs.com or Barclays Capital Inc., c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, by email at Barclaysprospectus@broadridge.com, or by phone at 1-888-603-5847.

About Similarweb

Similarweb powers businesses to win their markets with Digital Data. By providing essential web and app data, analytics, and insights, we empower our users to discover business opportunities, identify competitive threats, optimize strategy, acquire the right customers, and increase monetization. Similarweb products are integrated into users' workflow, powered by advanced technology, and based on leading comprehensive Digital Data.

Investor Relations Contact:

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