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

Form 6-K

Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16
under the Securities Exchange Act of 1934

For the month of June 2025

Commission File Number: 001-41402

BRENMILLER ENERGY LTD.
(Translation of registrant's name into English)

**13 Amal St. 4th Floor, Park Afek
Rosh Haayin, 4809249 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 ☐

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On June 9, 2025, Brenmiller Energy Ltd. (the "Company") filed a prospectus supplement (the "Prospectus Supplement") to supplement and amend the previously filed prospectus supplement, dated June 9, 2023 (the "Prior Prospectus Supplement"), to increase the dollar amount of ordinary shares, no par value per share (the "Ordinary Shares"), that may be offered and sold under its Sales Agreement (the "Sales Agreement") with A.G.P./Alliance Global Partners, dated June 9, 2023, by \$2,381,812. From the date of the Prior Prospectus Supplement to the date of this Report of Foreign Private Issuer on Form 6-K (the "Report"), the Company has offered and sold \$9,348,315 of its Ordinary Shares under the Sales Agreement.

A copy of the opinion of Sullivan & Worcester Tel-Aviv (Har-Even & Co.) and relating to the legality of the issuance and sale of the Ordinary Shares that may be sold pursuant to the Prospectus Supplement is attached as Exhibit 5.1 hereto.

This Report is incorporated by reference into the Company's Registration Statements on Form F-3 (File Nos. [333-283874](#), [333-272377](#) and [333-273028](#)) and Form S-8 (File Nos. [333-272266](#), [333-278602](#) and [333-284377](#)), filed with the Securities and Exchange Commission, to be a part thereof from the date on which this Report is submitted, to the extent not superseded by documents or reports subsequently filed or furnished.

Exhibit No.	Description
5.1	Sullivan & Worcester Tel-Aviv (Har-Even & Co.)
23.1	Sullivan & Worcester Tel-Aviv (Har-Even & Co.) (contained in Exhibit 5.1)

SIGNATURES

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

Brenmiller Energy Ltd.

Date: June 9, 2025

By: /s/ Ofir Zimmerman
Name: Ofir Zimmerman
Title: Chief Financial Officer



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June 9, 2025

To:
 Brenmiller Energy Ltd.
 13 Amal St.
 Rosh Haayin, 4809249, Israel

Re: Registration Statement on Form F-3 and Related Prospectus Supplement

Ladies and Gentlemen:

We have acted as Israeli counsel to Brenmiller Energy Ltd., a company organized under the laws of the State of Israel (the "Company"), in connection with its registration statement on Form F-3 (the "Registration Statement"), the prospectus included therein and the related prospectus supplement (such prospectus, as supplemented by such prospectus supplement, the "Prospectus Supplement") filed on the date hereof with the Securities and Exchange Commission (the "SEC") under the Securities Act of 1933, as amended (the "Securities Act") with respect to the sale from time to time by the Company, of its ordinary shares, no par value per share (the "Ordinary Shares"), having an aggregate offering price of up to \$2,381,812 (the "ATM Shares"), pursuant to a sales agreement, dated as of June 9, 2023 (the "Sales Agreement"), entered into by and between the Company and A.G.P./Alliance Global Partners.

We have also acted as Israeli counsel to the Company in connection with the Sales Agreement.

In connection herewith, we have examined the originals, or photocopies or copies, certified or otherwise identified to our satisfaction, of: (i) the Registration Statement; (ii) the Prospectus Supplement; (iii) the amended and restated articles of association of the Company, as currently in effect (the "Articles"); (iv) minutes of meetings of the board of directors of the Company (the "Board") at which the filing of the Registration Statement and the actions to be taken in connection therewith, as well as the execution of the Sales Agreement and the actions to be taken in connection therewith, were approved; and (v) such other corporate records, agreements, documents and other instruments, and such certificates or comparable documents of public officials and of officers and representatives of the Company as we have deemed relevant and necessary as a basis for the opinions hereafter set forth. We have also made inquiries of such officers and representatives as we have deemed relevant and necessary as a basis for the opinions hereafter set forth.

In such examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, confirmed as photostatic copies and the authenticity of the originals of such latter documents. We have also assumed the truth of all facts communicated to us by the Company and that all minutes of meetings of the Board and the shareholders of the Company that have been provided to us are true and accurate and have been properly prepared in accordance with the Articles and all applicable laws.

Based upon and subject to the foregoing, we are of the opinion that with respect to the ATM Shares, assuming that prior to the issuance of any of the ATM Shares under the Sales Agreement, the price, number of ATM Shares and certain other terms of issuance with respect to any specific placement notice delivered under the Sales Agreement will be authorized and approved by the Board or a pricing committee of the Board in compliance with applicable Israeli law, all corporate proceedings necessary for the authorization, issuance and delivery of the ATM Shares shall have been taken and, upon issuance pursuant to the terms of the Sales Agreement and in accordance with resolutions of the Board related to the offering of the ATM Shares, the ATM Shares will be validly issued, fully paid and non-assessable.

With respect to our opinion as to the ATM Shares, we have assumed that, at the time of issuance and sale and to the extent any such issuance would exceed the maximum share capital of the Company currently authorized, the number of Ordinary Shares that the Company is authorized to issue shall have been increased in accordance with the Articles such that a sufficient number of Ordinary Shares are authorized and available for issuance under the Articles.

Members of our firm are admitted to the Bar in the State of Israel, and we do not express any opinion as to the laws of any other jurisdiction. This opinion is limited to the matters stated herein and no opinion is implied or may be inferred beyond the matters expressly stated.

We consent to the filing of this opinion as an exhibit on a Report of Foreign Private Issuer on Form 6-K of the Company being filed on the date hereof and to the reference to our firm appearing under the caption "Legal Matters" and, if applicable, "Enforceability of Civil Liabilities" in the prospectus forming part of the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act, the rules and regulations of the SEC promulgated thereunder or Item 509 of the SEC's Regulation S-K under the Securities Act.

This opinion letter is rendered as of the date hereof and we disclaim any obligation to advise you of facts, circumstances, events or developments that may be brought to our attention after the effective date of this opinion that may alter, affect or modify the opinions expressed herein.

Very truly yours,

/s/ Sullivan & Worcester Tel-Aviv (Har-Even & Co.)
