

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

**FORM S-8
REGISTRATION STATEMENT
UNDER THE
SECURITIES ACT OF 1933**

Senstar Technologies Corporation

(Exact name of registrant as specified in its charter)

Ontario

(State or other jurisdiction of
incorporation or organization)

Not Applicable

(I.R.S. Employer
Identification No.)

**119 John Cavanaugh Drive
Ottawa, Ontario, Canada**

(Address of principal executive offices)

K0A 1L0

(Zip Code)

Senstar Technologies Corporation Stock Option Plan

(Full Title of the Plan)

**Senstar Inc.
13800 Coppermine Road
2nd Floor Suite 221
Herndon, VA 20171
United States
Tel: +1-613-839-5572**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies of communications to:

**Tuvia J. Geffen, Adv.
Idan Lidor, Adv.
Naschitz, Brandes,
Amir & Co.
5 Tuval Street
Tel-Aviv 6789717, Israel
Tel: +972-3-623-5000**

**Steven J. Glusband, Esq.
Guy Ben Ami, Esq.
Carter Ledyard & Milburn LLP
28 Liberty St.
New York, NY 10005
Tel: (212) 238-8605**

**Nick Guadagnolo, Esq.
Osler, Hoskin & Harcourt LLP
1 First Canadian Place
Toronto, ON M5X 1B8
Tel: (416) 362-2111**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

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

This Registration Statement shall become effective immediately upon filing as provided in Rule 462 under the Securities Act of 1933.

EXPLANATORY NOTE

The purpose of this Registration Statement on Form S-8 is to register an additional 250,000 Common Shares for issuance under the Senstar Technologies Corporation Stock Option Plan.

In accordance with General Instruction E of Form S-8, the contents of the Registrant's Registration Statement on Form S-8 (File No. 333-282348) filed with the Securities and Exchange Commission on September 26, 2024, is incorporated herein by reference and the information required by Part II is omitted, except to the extent superseded hereby or supplemented by the information set forth below.

PART I

INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

The documents containing the information required in Part I of this Registration Statement have been or will be sent or given to participating employees as specified in Rule 428(b)(1) under the Securities Act, in accordance with the rules and regulations of the United States Securities and Exchange Commission, or the Commission. Such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. These documents and the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The Registrant hereby incorporates by reference the following documents:

- (i) the Registrant's Annual Report on Form 20-F for the year ended December 31, 2024 filed with the Commission on April 23, 2025;
- (ii) the description of the Registrant's Common Shares contained in Exhibit 2.1 of the Registrant's Annual Report on Form 20-F for the year ended December 31, 2024, filed with the Commission on April 23, 2025.

In addition, all documents subsequently filed by the Registrant pursuant to Section 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") (prior to filing of a post-effective amendment which indicates that all securities offered have been sold or that deregisters all securities then remaining unsold) shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement.

Item 8. Exhibits

<u>Exhibit No.</u>	<u>Description</u>
4.1	Articles and By-laws of the Company (filed as Exhibit 3.1 to the Registration Statement on Form F-4 filed on September 27, 2023 and incorporated herein by reference)
4.2	Senstar Technologies Corporation Stock Option Plan (Filed as Exhibit 4.4 to our Annual Report on Form 20-F for the year ended December 31, 2024, and incorporated herein by reference)
5.1	Opinion of Osler, Hoskin & Harcourt LLP, Ontario counsel, as to the validity of the Company's Common Shares (including consent)
23.1	Consent of Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global
23.2	Consent of Osler, Hoskin & Harcourt LLP (included in Exhibit 5.1)
24.1	Power of Attorney (included in the signature page to this Registration Statement)
107	Filing Fee Table

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Ottawa, Ontario, on April 23, 2025.

SENSTAR TECHNOLOGIES CORPORATION

By: /S/ Gillon Beck
Name: Gillon Beck
Title: Chairman of the Board

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that each person whose signature appears below hereby constitutes and appoints Gillon Beck, Fabien Haubert or Alicia Kelly, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power to act separately and full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or either of them or his or her or their substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons on April 23, 2025 in the capacities indicated:

<u>Name</u>	<u>Title</u>
By: <u>/S/ Fabien Haubert</u> Fabien Haubert	Chief Executive Officer <i>(Principal Executive Officer)</i>
By: <u>/S/ Alicia Kelly</u> Alicia Kelly	Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>
By: <u>/S/ Gillon Beck</u> Gillon Beck	Chairman of the Board
By: <u>/S/ Jacob Berman</u> Jacob Berman	Director
By: <u>/S/ Tom Overwijn</u> Tom Overwijn	Director
By: <u>/S/ Kelli Roiter</u> Kelli Roiter	Director

Senstar Inc.

By: /S/ Fabien Haubert Authorized Representative in the United States
Name: Fabien Haubert
Title: Authorized Signatory

Osler, Hoskin & Harcourt LLP
Box 50, 1 First Canadian Place
Toronto, Ontario, Canada M5X 1B8
416.362.2111 MAIN
416.862.6666 FACSIMILE

OSLER

Toronto April 23, 2025

Montréal **Senstar Technologies Corporation**
119 John Cavanaugh Drive

Calgary Ottawa, Ontario, Canada
K0A 1L0

Ottawa Dear Sirs/Mesdames:

Vancouver

New York

Re: Senstar Technologies Corporation Stock Option Plan - Registration Statement on Form S-8

We have acted as Canadian counsel to Senstar Technologies Corporation (the “**Corporation**”), a corporation governed by the *Business Corporations Act* (Ontario), in respect of the Senstar Technologies Corporation Stock Option Plan, as amended and restated effective as of April 23, 2025 (the “**Plan**”). We understand that the Corporation intends to file a Registration Statement on Form S-8 with exhibits thereto (the “**Registration Statement**”) under the U.S. Securities Act of 1933, as amended (the “**Act**”), and the rules and regulations thereunder, relating to the registration of 250,000 common shares in the capital of the Corporation (the “**Common Shares**”) which may be issued from treasury by the Corporation pursuant to the Plan.

We have examined the Registration Statement, the Plan and all such corporate and public records, statutes and regulations and have made such investigations and have reviewed such other documents as we have deemed relevant and necessary and have considered such questions of law as we have considered relevant and necessary in order to give the opinion hereinafter set forth. As to various questions of fact material to such opinions which were not independently established, we have relied upon a certificate of an officer of the Corporation.

In reviewing the foregoing documents and in giving this opinion, we have assumed the legal capacity of all individuals, the genuineness of all signatures, the veracity of the information contained therein, the authenticity of all documents submitted to us as originals and the conformity to authentic or original documents of all documents submitted to us as certified, conformed, electronic, photostatic or facsimile copies.

We are qualified to practice law in the Province of Ontario and this opinion is rendered solely with respect to the Province of Ontario and the federal laws of Canada applicable in the Province of Ontario.

On the basis of the foregoing, we are of the opinion that, when the Common Shares shall have been issued and sold pursuant to the terms of the Plan and the Registration Statement, the Common Shares will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Yours very truly,

/s/ Osler, Hoskin & Harcourt LLP
Osler, Hoskin & Harcourt LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Senstar Technologies Corporation Stock Option Plan of our report dated April 23, 2025, with respect to the consolidated financial statements of Senstar Technologies Corporation included in its Annual Report (Form 20-F) for the year ended December 31, 2024, filed with the Securities and Exchange Commission.

/S/ KOST, FORER, GABBAY & KASIERER

KOST, FORER, GABBAY & KASIERER
A Member of EY Global

Tel-Aviv, Israel
April 23, 2025

Calculation of Filing Fee Table

Form S-8
(Form Type)

Senstar Technologies Corporation
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Share(2)	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Shares	Rule 457(c) and (h)	250,000	\$3.09	\$772,500	0.0001531	\$118.27
Total Offering Amounts					\$772,500		\$118.27
Total Fee Offsets							\$0
Net Fee Due							\$118.27

- (1) This Registration Statement on Form S-8 covers (i) 250,000 Common Shares that may be issued under the Senstar Technologies Corporation Stock Option Plan (the "Plan"), and (ii) pursuant to Rule 416(a) under the Securities Act of 1933, as amended, an indeterminate number of additional shares that may become issuable under the terms of the Plan by reason of any share split, share dividend, recapitalization or other similar transaction effected without the Registrant's receipt of consideration that results in an increase in the number of outstanding Common Shares of the Registrant.
- (2) Calculated solely for the purpose of determining the registration fee pursuant to Rule 457(c) and (h) on the basis of the average of the high and low prices (\$3.17 and \$3.01) of the Registrant's Common Shares as quoted on the Nasdaq Global Market on April 16, 2025.