

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 20-F**  
(Amendment No. 2)

☒ REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

☐ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended \_\_\_\_\_

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

OR

☐ SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of event requiring this shell company report \_\_\_\_\_

Commission File No.:

**INTERCURE LTD.**

(Exact name of registrant as specified in its charter)

**Not Applicable**

(Translation of Registrant's name into English)

**Israel**

(Jurisdiction of incorporation or organization)

**85 Medinat ha-Yehudim Street**

**Herzliya, 4676670, Israel**

(Address of principal executive offices)

**Amos Cohen**

**85 Medinat ha-Yehudim Street**

**Herzliya, 4676670, Israel**

**Tel: +972 77 460 5012**

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Copies to:

**Mark S. Selinger, Esq.  
Gary Emmanuel, Esq.  
McDermott Will & Emery, LLP  
340 Madison Avenue  
New York, NY 10173  
(212) 547-5400**

**Ronen Kantor, Esq.  
Doron Tikotzky Kantor  
Gutman & Amit Gross  
B.S.R. 4 Tower, 33 Floor  
7 Metsada Street,  
Bnei Brak 5126112 Israel  
Tel: +972 3 613 3371**

Securities registered or to be registered pursuant to Section 12(b) of the Act:

*Title of each class:*  
**Ordinary Shares**

*Trading Symbol:*  
**INCR**

*Name of each exchange on which  
registered or to be registered*  
**NASDAQ Capital Market**

Securities registered or to be registered pursuant to Section 12(g) of the Act: **None**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **None**

Indicate the number of outstanding shares of each of the issuer’s classes of capital or common stock as of the close of the period covered by the annual report: **Not applicable.**

Indicate by check mark whether Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

If this report is an annual or transition report, indicate by check mark if Registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes ☐ No ☐

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Sections 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☐ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☐ No ☐

Indicate by check mark whether Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See definition of “accelerated filer”, “large accelerated filer”, and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated Filer ☐ Accelerated Filer ☐ Non-accelerated Filer ☒ Emerging growth company ☒

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, 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 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management’s assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☐

Indicate by check mark which basis of accounting the Registrant has used to prepare the financial statements included in this filing:

U.S. GAAP ☐ International Financial Reporting Standards as issued by the International Accounting Standards Board ☒ Other ☐

If “Other” has been check in response to the previous question, by check mark which financial statement item Registrant has elected to follow. Item 17 ☐ Item 18 ☐

If this is an annual report, indicate by check mark whether Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☐

## EXPLANATORY NOTE

This Amendment No. 2 to the Registration Statement on Form 20-F of Intercure Ltd. (File No. 001-40614) is an exhibits-only submission to file certain exhibits incorporated by reference in the Registration Statement and to restate the exhibit index in Item 19 of the Registration Statement. Accordingly, this Amendment No. 2 consists only of the facing page, this explanatory note, the exhibit index, the signature page, and the exhibits filed herewith. The rest of the Registration Statement is unchanged and has therefore been omitted from this filing.

### ITEM 19. EXHIBITS.

Exhibit	Description
1.1*	<a href="#">Articles of Association of Intercure Ltd.</a>
2.1	<a href="#">Specimen of Share Certificate for Intercure Ltd.'s Ordinary Shares</a>
4.1*	<a href="#">Arrangement Agreement, dated February 9, 2021, by and among Intercure Ltd., Canndoc Acquisition Subco Ltd.,* Subversive Real Estate Acquisition REIT LP, Subversive Real Estate Acquisition REIT (GP) Inc. and Subversive Real Estate Sponsor LLC</a>
4.2*	<a href="#">Partnership Agreement, dated May 25, 2015, by and among Canndoc Ltd., Beit HaEmek Agriculture, Agricultural Cooperative Society LTD and Beit HaEmek Kibbutz Agricultural Cooperative Society LTD</a>
4.3*	<a href="#">Partnership Agreement, dated April 8, 2019, between Canndoc Ltd., Kibbutz Nir Oz, Agricultural Cooperative Society and Canndoc Nir Oz Agricultural Cooperative Society</a>
4.4#*	<a href="#">Intercure 2015 Option Plan</a>
4.5*	<a href="#">Loan Agreement, effective as of June 21, 2018, by and between Avner Barak and Intercure Ltd.</a>
8.1*	<a href="#">List of Subsidiaries.</a>
15.1*	<a href="#">Consent of Somekh Chaikin (member firm of KPMG International)</a>
15.2*	<a href="#">Letter of Brightman Almagor Zohar &amp; Co. (a firm in the Deloitte Global Network) to the SEC, dated June 7, 2021.</a>

\* Previously filed

# Management contract or compensatory plan.

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## SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this registration statement filed on its behalf.

**INTERCURE LTD.**

Date: August 16, 2021

**By:** /s/ Alexander Rabinovich

Alexander Rabinovich  
Chief Executive Officer

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INCORPORATED IN ISRAEL

# INTERCURE LTD.

**NUMBER**

**5860816**

THIS CERTIFIES THAT

**PROOF**

* PROOF = 5860816	* IL0011063760	FULLY PAID AND NON-ASSESSABLE ORDINARY SHARES INTERCURE LTD.	* INTERCURE LTD.
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* PROOF = 5860816	* IL0011063760	FULLY PAID AND NON-ASSESSABLE ORDINARY SHARES INTERCURE LTD.	* INTERCURE LTD.

**SHARES**

is the registered holder of

\* PROOF = 5860816 \* IL0011063760 \* 12345678901 FULLY PAID AND NON-ASSESSABLE  
 ORDINARY SHARES INTERCURE LTD. \* PROOF = 5860816 \* IL001  
 1063760 \* 12345678901 FULLY PAID AND NON-ASSESSABLE ORDINARY SHARES INTERCURE  
 LTD. \* INTERCURE LTD. \* PROOF = 5860816 \* IL0011063760 \* 12345678901 FULLY  
 PAID AND NON-ASSESSABLE ORDINARY SHARES INTERCURE LTD. \* INTERCURE LTD.

**FULLY PAID AND NON-ASSESSABLE ORDINARY SHARES WITHOUT NOMINAL OR PAR VALUE IN THE CAPITAL OF  
INTERCURE LTD.**

A transfer of the shares represented by this certificate will not be registered in a register of transfers of the Corporation except upon  
 surrender of this certificate duly endorsed by the appropriate person.

This certificate is not valid until countersigned and registered by the Transfer Agent and Registrar of the Corporation.

In Witness Whereof the Corporation has caused this certificate to be signed by its duly authorized officers.

**ISIN: IL0011063760**  
**CUSIP: M549GJ111**

**CHIEF FINANCIAL OFFICER**

**AUTHORIZED OFFICER**

The shares represented by this certificate are transferable in Canada at the office of AST Trust Company (Canada) in Toronto Ontario or at the  
 office of American Stock Transfer & Trust Company, LLC in New York, NY.

Produced by DATA BUSINESS FORMS

SECURITY INSTRUCTIONS ON REVERSE

VOIR LES INSTRUCTIONS DE SÉCURITÉ AU VERSO

SECURITY INSTRUCTIONS - INSTRUCTIONS DE SÉCURITÉ  
THIS IS WATERMARKED PAPER. DO NOT ACCEPT WITHOUT NOTING  
WATERMARK. HOLD TO LIGHT TO VERIFY WATERMARK.  
PAPIER FILIGRANÉ. NE PAS ACCEPTER SANS VÉRIFIER LA PRÉSENCE  
DU FILIGRANE. POUR CE FAIRE, PLACER À LA LUMIÈRE.



For value received, the undersigned hereby sell(s), assign(s) and transfer(s) unto

(Print name(s) of person(s) to whom the securities are being transferred and the address for the register)

\_\_\_\_\_ shares  
(number of shares if blank, deemed to be all)

of the Company represented by this certificate, and hereby irrevocably constitutes and appoints \_\_\_\_\_ the attorney of the undersigned to transfer the said securities with full power of substitution in this matter:

Dated \_\_\_\_\_

**Signature Guarantee(s)\***  
(the transfer cannot be processed without acceptable guarantees of all signatures)

**Transferor(s) Signature(s)\***

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\* For transfers signed by the registered holder(s), their signature(s) must correspond with the name(s) on the certificate in every particular, without any changes. In addition, every signature must be **Signature Guaranteed** by a Canadian Schedule 1 chartered bank, or a member of one of the recognized medallion programs - Securities Transfer Agents Medallion Program (STAMP), Stock Exchanges Medallion Program (SEMP) or New York Stock Exchange, Inc. Medallion Signature Program (MSP).