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

FORM S-1/A
(Amendment No. 2)

REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

IR-MED, INC.

(Exact name of registrant as specified in its charter)

Nevada
State or other jurisdiction
incorporation or organization

3845
Primary Standard Industrial
Classification Code Number)

84-4516398
(I.R.S. Employer
Identification Number)

ZHR Industrial Zone
Rosh Pina, Israel, 1231400
+972-4-655-5054

(Address, including zip code, and telephone number, including area code, of principal executive offices)

Nevada Agency and Transfer Company
50 West Liberty Street, Suite 880
Reno, Nevada 89501

(Address, including zip code, and telephone number, including area code, of agent for service)

with copies to

Oded Har-Even, Esq.
Sullivan and Worcester LLP
1251 Avenue of the Americas, 19th Floor
New York, NY 10020
Tel: (212) 660-3000

Approximate date of proposed sale to public: As soon as practicable on or after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box. ☒

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

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

Large accelerated filer ☐
Non-accelerated filer ☒

Accelerated filer ☐
Smaller reporting company ☒
Emerging growth company ☒

If an emerging growth company, indicate by checkmark 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. ☐

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission acting pursuant to said section 8(a), may determine.

EXPLANATORY NOTE

IR-Med, Inc. is filing this Amendment No. 2 to its Registration Statement on Form S-1 (File No. 333-287229) solely to amend Item 16 of Part II thereof and to file certain exhibits thereto. Accordingly, this Amendment consists only of the facing page, this explanatory note, Item 16(a) of the Registration Statement, the signature page to the

EXHIBITS

Item 16. Exhibits and Financial Statement Schedules.

(a) Exhibits.

Exhibit Number	Description of Exhibit
2.1	Stock Exchange Agreement dated as of December 24, 2021, by and among IR-Med, Inc., IR. Med Ltd. and the former stockholders of IR. Med Ltd. (incorporated by reference to Exhibit 2.1 to the Registrant's Registration Statement on Form S-1 filed with the SEC on May 7, 2021)
3.1	Amended and Restated Articles of Incorporation of IR-Med, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-1 filed with the SEC on May 7, 2021)
3.2	Certificate of Amendment filed with the Secretary of State for the State of Nevada on June 6, 2024 (incorporated by reference to Exhibit 3.1 to report on Form 8-K filed with the SEC on June 10, 2024)
3.3	Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form 10-Q filed with the SEC on August 14, 2023)
3.4	Amendment to Amended and Restated Articles of Incorporation (incorporated by reference to Exhibit 3.4 to the Registrant's Amendment No. 3 to the Registration Statement on Form S-1 filed with the SEC on October 28, 2021)
4.1	Specimen of Stock Certificate (incorporated by reference to Exhibit 2.1 to the Registrant's Registration Statement on Form S-1 filed with the SEC on May 7, 2021)
4.2	Form of June 2023 Warrant (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form 10-Q filed with the SEC on August 14, 2023)
4.3	Form of June 2024 Warrant (incorporated by reference to Exhibit 4.1 to report on Form 8-K filed with the SEC on June 10, 2024)
5.1*	Legal Opinion of Sullivan & Worcester LLP
10.1	Convertible Bridge Loan Agreement dated March 6, 2018, among IR. Med Ltd. and the Lenders scheduled therein (incorporated by reference to Exhibit 10.1 to the Registrant's Registration Statement on Form S-1 filed with the SEC on May 7, 2021)
10.2	Amendment to the Convertible Bridge Loan Agreement referred in Exhibit 10.3 dated as of March 31, 2020 (incorporated by reference to Exhibit 10.2 to the Registrant's Registration Statement on Form S-1 filed with the SEC on May 7, 2021)
10.3	Second Amendment to the Convertible Bridge Loan Agreement referred in Exhibit 10.3 dated as of July 20, 2020 (incorporated by reference to Exhibit 10.3 to the Registrant's Registration Statement on Form S-1 filed with the SEC on May 7, 2021)
10.4@	Loan Agreement between Yaniv Cohen and IR. Med Ltd. dated January 2015 (incorporated by reference to Exhibit 10.4 to the Registrant's Registration Statement on Form S-1 filed with the SEC on May 7, 2021)
10.5@	Loan Agreement between Aharon Klein and IR. Med Ltd. dated January 2015 (incorporated by reference to Exhibit 10.5 to the Registrant's Registration Statement on Form S-1 filed with the SEC on May 7, 2021)
10.6	Clarification to the agreements referred to Exhibits 10.4 and 10.5 (incorporated by reference to Exhibit 10.6 to the Registrant's Registration Statement on Form S-1 filed with the SEC on May 7, 2021)
10.7@	Form of Letter Engagement with Non-Employee Directors (incorporated by reference to Exhibit 10.7 to the Registrant's Registration Statement on Form S-1 filed with the SEC on May 7, 2021)
10.8@	Form of Letter Agreement with Employee Director (incorporated by reference to Exhibit 10.8 to the Registrant's Registration Statement on Form S-1 filed with the SEC on May 7, 2021)
10.9@	Amended and Restated Consulting Agreement dated as of July 7, 2024, between IR. Med Ltd. and Aharon Klein (incorporated by reference to Exhibit 10.1 to the report on Form 8-K filed with the SEC on July 11, 2024)
10.10@	Employment Agreement dated as of January 2021 between IR. Med Ltd. and Sharon Levkoviz (incorporated by reference to Exhibit 10.11 to the Registrant's Registration Statement on Form S-1 filed with the SEC on May 7, 2021)
10.11@	Employment Agreement dated as of December 24, 2020, between IR. Med Ltd. Limor Davidson Mund (incorporated by reference to Exhibit 10.12 to the Registrant's Registration Statement on Form S-1 filed with the SEC on May 7, 2021)
10.12@	Amended and Restated Consulting Agreement dated as of July 7, 2024, between IR. Med Ltd. and Yaniv Cohen (incorporated by reference to Exhibit 10.1 to the report on Form 8-K filed with the SEC on July 11, 2024)
10.13@	Employment Agreement dated as March 2, 2021, between IR. Med Ltd. and Aharon Binur (incorporated by reference to Exhibit 10.15 to the Registrant's Registration Statement on Form S-1 filed with the SEC on May 7, 2021)
10.14	Form of Securities Purchase Agreement, dated December 24, 2021, by and among IR-Med, Inc. and the Purchasers (incorporated by reference to Exhibit 10.16 to the Registrant's Registration Statement on Form S-1 filed with the SEC on May 7, 2021)
10.15	Form of Common Stock Purchase Warrants (incorporated by reference to Exhibit 10.17 to the Registrant's Registration Statement on Form S-1 filed with the SEC on May 7, 2021)

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10.16	Form of Purchase Agreement, dated June 4, 2024, among the Company and the Investors (incorporated by reference to Exhibit 10.1 to report on Form 8-K filed with the SEC on June 10, 2024)
10.17@	2020 Incentive Stock Plan (incorporated by reference to Exhibit 10.18 to the Registrant's Registration Statement on Form S-1 filed with the SEC on May 7, 2021)
10.18@	Form of Stock Option Award Agreement under the 2020 Incentive Stock Plan (incorporated by reference to Exhibit 10.19 to the Registrant's Registration Statement on Form S-1 filed with the SEC on May 7, 2021)
10.19@	Lease Agreement dated between IR. Med Ltd. and Algaennoation Ltd. dated as of February 1, 2020 [English Language Translation] (incorporated by reference to Exhibit 10.20 to the Registrant's Amendment No. 1 to Registration Statement on Form S-1 filed with the SEC on August 26, 2021)
10.20	Amendment to Lease Agreement [English Language Translation] (incorporated by reference to Exhibit 10.20 to the Registrant's Amendment No. 1 to Registration Statement on Form S-1 filed with the SEC on August 26, 2021)
10.21@	Employment agreement between IR.Med Ltd. and Ran Ziskind dated as of August 22, 2024 (incorporated by reference as Exhibit 10.1 to the report on Form 8-K filed on August 28, 2024)
10.22	Distribution and License Agreement dated as of October 7, 2022, between IR.Med Ltd. and PI Prevention Care LLC (incorporated by reference as Exhibit 10.1 to the quarterly report on Form 10-Q for the quarter ended September 30, 2023 filed on November 14, 2022)
10.23	Termination and Settlement Agreement, dated as of May 22, 2023, by and among IR-Med, Inc., IR. Med Ltd. and Moshe Gerber (incorporated by reference to Exhibit 10.1 of our current report on Form 8-K filed on May 24, 2023)
10.24	Form of 2023 Subscription Agreement (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form 10-Q filed with the SEC on August 14, 2023)
10.25	Form on Warrant Extension dated December 20, 2023, signed between the Company and certain warrant holders.

10.26	<u>Amendment and Extension to 2015 Loan Agreement between the Company and Aharon Klein, dated March 1, 2024 (incorporated by reference to Exhibit 10.26 of our annual report on Form 10-K filed on April 4, 2025).</u>
10.27	<u>Amendment and Extension to 2015 Loan Agreement between the Company and Yaniv Cohan, dated March 1, 2024 (incorporated by reference to Exhibit 10.27 of our annual report on Form 10-K filed on April 4, 2025).</u>
10.28	<u>Amendment and Extension to 2017 Loan Agreement between the Company and Yaniv Cohan, dated March 1, 2024 (incorporated by reference to Exhibit 10.28 of our annual report on Form 10-K filed on April 4, 2025).</u>
10.29	<u>Amendment and Extension to Convertible Bridge Loan between the Company and certain investors, dated March 1, 2024 (incorporated by reference to Exhibit 10.29 of our annual report on Form 10-K filed on April 4, 2025).</u>
10.30	<u>Equity Purchase Agreement, dated March 11 2025 by and between IR-Med, Inc. and Williamsburg Venture Holdings, LLC (incorporated by reference to Exhibit 10.1 of our current report on Form 8-K filed on March 14, 2025).</u>
10.31	<u>Registration Rights Agreement, dated March 11, 2025, by and between IR-Med, Inc. and Williamsburg Venture Holdings, LLC (incorporated by reference to Exhibit 10.2 of our current report on Form 8-K filed on March 14, 2025).</u>
10.32	<u>Form of Note Purchase Agreement, dated March 26, 2025, between the Company and certain shareholders (incorporated by reference to Exhibit 10.1 of our current report on Form 8-K filed on April 1, 2025).</u>
10.33	<u>Form of Convertible Loan Agreement, dated March 26, 2025, between the Company and certain shareholders (incorporated by reference to Exhibit 10.2 of our current report on Form 8-K filed on April 1, 2025).</u>
23.1**	<u>Consent of KPMG</u>
23.2*	<u>Consent of Sullivan and Worcester LLP (included in Exhibit 5.1)</u>
24.1	<u>Power of Attorney (included on the signature page of this Registration Statement)</u>
107**	<u>Filing Fee Table</u>
101.INS	Inline XBRL Instance Document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (Embedded within the Inline XBRL document and included in Exhibit)

@ Management Contract or Compensatory Plan Arrangement.

* filed herewith.

** Previously filed.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-1 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, on this 22nd day of May 2025.

IR-MED, INC.

/s/ Ran Ziskand

Ran Ziskand
Chief Executive Officer
(Principal Executive Officer)

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* Oded Bashan	Chairman of the Board	May 22, 2025
<u>/s/ Ran Ziskand</u> Ran Ziskand	Chief Executive Officer (Principal Executive Officer)	May 22, 2025
* Aharon Klein	Director	May 22, 2025
<u>/s/ Sharon Levkoviz</u> Sharon Levkoviz	Chief Financial Officer (Principal Financial and Accounting Officer)	May 22, 2025
* Ohad Bashan	Director	May 22, 2025
* Ron Mayron	Director	May 22, 2025
* Yaniv Cohan	Director	May 22, 2025
* Yechiel Even	Director	May 22, 2025

* By: /s/ Sharon Levkoviz

May 22, 2025



Sullivan & Worcester LLP
1251 Avenue of the Americas
New York, NY 10020

212 660 3000
sullivanlaw.com

May 22, 2025

IR-Med, Inc.
ZHR Industrial Zone
Rosh Pina, Israel, 1231400

Re: Registration Statement on Form S-1

Ladies and Gentlemen:

We have acted as counsel to IR-Med, Inc., a Nevada corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), of a Registration Statement on Form S-1, as amended (the "Registration Statement") pertaining to the registration and sale of up to 80,000,000 shares (the "Shares") of common stock, \$0.001 par value per share (the "Common Stock") of the Company, from time to time, pursuant to an Equity Purchase Agreement (the "Purchase Agreement"), dated as of March 11, 2025, entered into by and between the Company and Williamsburg Venture Holdings, LLC.

We have examined signed copies of the Registration Statement and have also examined and relied upon minutes of meetings of the Board of Directors of the Company as provided to us by the Company, the Articles of Incorporation and By-Laws of the Company, each as restated and/or amended to date, and such other documents as we have deemed necessary for purposes of rendering the opinions hereinafter set forth.

In such examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all items submitted to us as originals, the conformity with originals of all items submitted to us as copies, and the authenticity of the originals of such copies. As to any facts material to the opinions expressed herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and public officials.

The opinions rendered herein are limited to the Nevada Revised State Statutes and the federal laws of the United States. For purposes of our opinion, we have examined an official compilation of "Title 7 - Business Associations; Securities; Commodities, Chapter - 78 - Private Corporations" of the Nevada Revised Statutes. Such examination was limited to the provisions of such statute only, and did not include any annotations or commentary related thereto. We do not purport to be experts on the laws of the State of Nevada and our opinion is based upon such limited experience.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters. This opinion is based upon currently existing statutes, rules, regulations and judicial decisions, as further limited above, and we disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments which might affect any matters or opinions set forth herein.

Based upon and subject to the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when issued, delivered and paid for as provided in the Purchase Agreement, and as described in the Registration Statement, the Shares will be validly issued, fully paid and non-assessable.

This opinion is rendered to you in connection with the Registration Statement. This opinion may not be relied upon for any other purpose, or furnished to, quoted or relied upon by any other person, firm or corporation for any purpose, without our prior written consent, except that (A) this opinion may be furnished or quoted to judicial or regulatory authorities having jurisdiction over you, and (B) this opinion may be relied upon by purchasers and holders of the Shares currently entitled to rely on it pursuant to applicable provisions of federal securities law.

We consent to the inclusion of this opinion as an exhibit to the Registration Statement and further consent to all references to us under the caption "Legal Matters" in the Registration Statement. In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Sullivan & Worcester LLP
SULLIVAN & WORCESTER LLP

BOSTON LONDON NEW YORK TEL AVIV WASHINGTON, DC