

CaesarStone Sdot-Yam Ltd.  
Form 6-K  
May 30, 2014

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

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Form 6-K  
REPORT OF FOREIGN PRIVATE ISSUER

Pursuant to Rule 13a-16 or 15d-16 of the  
Securities Exchange Act of 1934

May 30, 2014

Commission File Number: 001-35464

CAESARSTONE SDOT-YAM LTD.  
(Exact Name of Registrant as specified in its charter)

Kibbutz Sdot-Yam  
MP Menashe, 3780400  
Israel  
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover 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):

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-\_\_\_\_\_

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## EXPLANATORY NOTE

On May 29, 2014, we entered into an underwriting agreement (the “Underwriting Agreement”), with J.P. Morgan Securities LLC and Barclays Capital Inc., as representatives of the several underwriters named therein (the “Underwriters”), and Mifalei Sdot-Yam Agricultural Cooperative Society Ltd. (the “Selling Shareholder”), relating to an underwritten public offering (the “Offering”), of 5,500,000 ordinary shares by the Selling Shareholder. The offering price to the public is \$45.50 per share. The Selling Shareholder has granted the Underwriters a 30-day option to purchase up to 825,000 additional shares. The Offering is expected to be completed on June 4, 2014.

We will not receive any proceeds from the sale of ordinary shares by the Selling Shareholder. All the proceeds from the sale of the Selling Shareholder’s shares will be solely for the account of the Selling Shareholder.

The foregoing description of the Underwriting Agreement is only a summary and is qualified in its entirety by reference to the Underwriting Agreement, a copy of which is attached as Exhibit 1.1 to this Form 6-K.

The Offering is being made pursuant to our effective registration statement on Form F-3 (File No. 333-196335), previously filed with the Securities and Exchange Commission (“SEC”). We have filed a final prospectus supplement dated May 29, 2014, relating to the Offering, with the SEC.

On May 28, 2014, we issued a press release announcing the Offering, which is attached as Exhibit 99.1 to this Form 6-K and is incorporated herein by reference. Additionally, on May 29, 2014, we issued a press release announcing the pricing of the Offering, which is attached as Exhibit 99.2 to this Form 6-K and is incorporated herein by reference.

All statements included or incorporated by reference in this Form 6-K, other than statements or characterizations of historical fact, are forward-looking statements. These forward-looking statements are based on our current expectations, estimates and projections about our industry and business, management’s beliefs and certain assumptions made by us, all of which are subject to change. Forward-looking statements can often be identified by words such as “projects,” “anticipates,” “expects,” “intends,” “plans,” “predicts,” “believes,” “seeks,” “estimates,” “may,” “will,” “should,” “potential,” “continue,” “ongoing,” similar expressions and variations or negatives of these words. These forward-looking statements are not guarantees of future results and are subject to risks, uncertainties and assumptions that could cause our actual results to differ materially and adversely from those expressed in any forward-looking statement. More information about the risks, uncertainties and assumptions that may impact our business is set forth in our annual report on Form 20-F and in the prospectus supplement. All forward-looking statements in this Form 6-K are based on information available to us as of the date hereof, and we assume no obligation to update these forward-looking statements.

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EXHIBIT INDEX

Attached hereto as exhibits and incorporated by reference herein are the following documents:

Exhibit Description

- 1.1 Underwriting Agreement, dated as of May 29, 2014, by and among Caesarstone Sdot-Yam Ltd., J.P. Morgan Securities LLC and Barclays Capital Inc., as representatives of the several underwriters named therein, and Mifalei Sdot-Yam Agricultural Cooperative Society Ltd.
- 5.1 Opinion of Gross, Kleinhendler, Hodak, Halevy, Greenberg & Co., Israeli counsel to the Registrant, as to the validity of the ordinary shares (including consent).
- 23.1 Consent of Gross, Kleinhendler, Hodak, Halevy, Greenberg & Co. (included in Exhibit 5.1).
- 99.1 Press release dated May 28, 2014 titled “Caesarstone Announces Offering of Ordinary Shares by Kibbutz Sdot-Yam”.
- 99.2 Press release dated May 29, 2014 titled “Caesarstone Announces Pricing of Ordinary Shares Offering by Kibbutz Sdot-Yam”.

This report on Form 6-K is incorporated by reference into the Registration Statement on Form F-3 (Registration No. 333-196335) of Caesarstone Sdot-Yam Ltd. previously filed with the SEC.

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SIGNATURE

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.

CAESARSTONE SDOT-YAM LTD.

By: /s/ Yair Averbuch  
Name: Yair Averbuch  
Title: Chief Financial Officer

Date: May 30, 2014

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