
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 December 2024

Commission file number: 001-42124

GAUZY LTD.

(Translation of registrant's name into English)

14 Hathiya Street

Tel Aviv, 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

CONTENTS

On December 3, 2024, the Board of Directors (the “Board”) of Gauzy Ltd. (the “Company”) approved the appointment of Lilach Payorski to its Board and chairperson of its audit committee, effective December 3, 2024.

Lilach Payorski is a seasoned strategic finance and operations executive with over 25 years of experience in large, fast-growing, multinational public companies and has experience in a wide range of sectors, including software-as-a-service, cybersecurity, semiconductors, 3D-printing, pharmaceuticals and consumer technology, where she has worked on mergers and acquisitions and business strategies, go-to-market strategy development and operational activities. Ms. Payorski serves as a member of the board of directors of Oddity Tech Ltd. (Nasdaq: ODD), including as the chairperson of its audit committee and a member of its compensation committee, since March 2022. In addition, Ms. Payorski serves as a member of the board of directors of Kamada Ltd. (Nasdaq: KDMA), including as a member of its audit and compensation committees, since December 2021. Ms. Payorski also served as a member of the board of directors, including as chairperson of the audit committee and a member of the compensation committee, of Scodix Ltd. (TASE: SCDX) from 2021 to 2024. Ms. Payorski previously served as the chief financial officer of Stratasys Ltd. (Nasdaq: SYSS) from January 2017 to February 2022. Prior to that, from December 2012 to December 2016, Ms. Payorski served as Senior Vice President, Corporate Finance at Stratasys Ltd. Prior to these roles, Ms. Payorski served in various finance and accounting managerial roles at PMC-Sierra Inc. (NASDAQ: PMCS), Check Point Software Technologies Ltd. (Nasdaq: CHKP), Wind River Systems, Inc. (NASDAQ: WIND) and Ernst & Young in Israel and the United States. Ms. Payorski holds a B.A. in Accounting and Economics from Tel-Aviv University. Ms. Payorski also completed the Board of Directors and Senior Corporate Officers Program at LAHAV, School of Management, Tel Aviv University.

In addition, attached hereto and incorporated herein is the Company’s press release issued on December 3, 2024, titled “Gauzy Appoints Seasoned Public Company Executive and Director Lilach Payorski to Board of Directors”.

EXHIBIT INDEX

Exhibit No.

99.1 [Press Release titled: "Gauzy Appoints Seasoned Public Company Executive and Director Lilach Payorski to Board of Directors"](#).

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.

Date: December 3, 2024

Gauzy Ltd.

By: /s/ Eyal Peso

Name: Eyal Peso

Title: Chief Executive Officer



Gauzy Appoints Seasoned Public Company Executive and Director Lilach Payorski to Board of Directors

Possesses more than 25 years' multinational finance and operations experience across a range of industries

Currently serves as board member of publicly traded companies Oddity Tech and Kamada Ltd.

Becomes Chair of Gauzy's Audit Committee

TEL AVIV, Israel – December 3, 2024 – Gauzy (NASDAQ: GAUZ), a leading provider of light and vision control technology, is pleased to announce the appointment of Lilach Payorski to its Board of Directors and Chair of its Audit Committee, effective immediately.

Payorski brings more than 25 years of leadership experience in financial and operational roles in public and multinational companies across various industries, including currently serving on the boards of NASDAQ-listed companies Oddity Tech and Kamada Ltd.

Payorski previously served as CFO and Senior Vice President, Corporate Finance of Stratasys Ltd., and also held key managerial positions with PMC-Sierra Inc., Check Point Software Technologies, Wind River Systems and Ernst & Young.

“We are excited to welcome Lilach to our Board,” said Eyal Peso, CEO of Gauzy. “Lilach will provide valuable strategic guidance as Gauzy continues to strengthen its position as a global leader in vision and light control technologies. With her extensive experience in corporate governance, financial reporting, and capital markets, we believe Lilach will play a critical role in helping us navigate the challenges and opportunities ahead as we continue to drive long-term value for our shareholders.”

Payorski commented, “I am honored to join the Board of Gauzy and look forward to working with the leadership team to support the company’s continued success and growth.”

Payorski holds a B.A. in Accounting and Economics from Tel Aviv University and has completed the Board of Directors and Senior Corporate Officers Program at LAHAV, School of Management, Tel Aviv University. She has served in leadership roles in capital fundraising, mergers and acquisitions, and business strategy, making her a valuable addition to Gauzy.

About Gauzy

Gauzy Ltd. is a fully-integrated light and vision control company, focused on the research, development, manufacturing, and marketing of vision and light control technologies that are developed to support safe, sustainable, comfortable, and agile user experiences across various industries. Headquartered in Tel Aviv, Israel, the company has additional subsidiaries and entities based in Germany, France, the United States, Canada, China, Singapore, and the United Arab Emirates. Gauzy serves leading brands across aeronautics, automotive, and architecture in over 30 countries through direct fulfillment and a certified and trained distribution channel.

Forward-Looking Statements

This press release contains forward-looking statements. Forward-looking statements contained in this press release include, but are not limited to, statements regarding Gauzy's strategic and business plans, technology, relationships, objectives and expectations for its business, growth, the impact of trends on and interest in its business, intellectual property, products and its future results, operations and financial performance and condition and may be identified by the use of words such as "may," "seek," "will," "consider," "likely," "assume," "estimate," "expect," "anticipate," "intend," "believe," "do not believe," "aim," "predict," "plan," "project," "continue," "potential," "guidance," "objective," "outlook," "trends," "future," "could," "would," "should," "target," "on track" or their negatives or variations, and similar terminology and words of similar import, generally involve future or forward-looking statements. All statements other than statements of historical fact are forward-looking statements. Forward-looking statements reflect Gauzy's current views, plans, or expectations with respect to future events and financial performance. They are inherently subject to significant business, economic, competitive, and other risks, uncertainties, and contingencies. Forward-looking statements are based on Gauzy's current expectations and are subject to inherent uncertainties, risks and assumptions that are difficult to predict including, without limitation, the following: Gauzy invests significant effort and capital seeking validation of its light and vision control products with OEMs and Tier 1 suppliers, mainly in the aeronautics and automobile markets, and there can be no assurance that it will win production models, which could adversely affect its future business, results of operations and financial condition; failure to make competitive technological advances will put Gauzy at a disadvantage and may lead to a negative operational and financial outcome; Gauzy being an early growth-stage company with a history of losses and its anticipation that it expects to continue to incur significant losses for the foreseeable future; its operating results and financial condition have fluctuated in the past and may fluctuate in the future; it is exposed to high repair and replacement costs; it may not be able to accurately estimate the future supply and demand for its light and vision control products, which could result in a variety of inefficiencies in its business and hinder its ability to generate revenue; if it fails to accurately predict its manufacturing requirements, it could incur additional costs or experience delays; the estimates and forecasts of market opportunity and market growth it provides may prove to be inaccurate, and it cannot assure that its business will grow at similar rates, or at all; it may be unable to adequately control the capital expenditures and costs associated with its business and operations; it may need to raise additional capital before it can expect to become profitable from sales of its light and vision control products, which such additional capital may not be available on acceptable terms, or at all, and failure to obtain this necessary capital when needed may force it to delay, limit or terminate its product development efforts or other operations; shortages in supply, price increases or deviations in the quality of the raw materials used to manufacture its products could adversely affect its sales and operating results; its business, financial condition and results of operations could be adversely affected by disruptions in the global economy caused by the ongoing conflict between Russia and Ukraine; it is subject to, and must remain in compliance with, numerous laws and governmental regulations across various countries concerning the manufacturing, use, distribution and sale of its light and vision control products, and some of its customers also require that it complies with other unique requirements relating to these matters; if it is unable to obtain, maintain and protect effective intellectual property rights for its products throughout the world, it may not be able to compete effectively in the markets in which it operates; the market price of its ordinary shares may be volatile or may decline steeply or suddenly regardless of its operating performance, and it may not be able to meet investor or analyst expectations; its indebtedness could adversely affect its ability to raise additional capital to fund operations, limit its ability to react to changes in the economy or its industry and prevent it from meeting its financial obligations; it has limited operating experience as a publicly traded company in the United States; conditions in Israel could materially and adversely affect its business; and any other risks and uncertainties, including, but not limited to, the risks and uncertainties in the Company's reports filed from time to time with the SEC, including, but not limited to, the risks detailed in the Company's prospectus (Registration No. 333-278675), dated June 5, 2024 and filed with the SEC. Further, certain forward-looking statements are based on assumptions as to future events that may not prove to be accurate. The inclusion of forward-looking statements in this or any other communication should not be considered as a representation by Gauzy or any other person that current plans or expectations will be achieved. Forward-looking statements speak only as of the date on which they are made, and Gauzy undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future developments, or otherwise, except as otherwise required by law.

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