

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

FORM F-1
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

FOAMIX PHARMACEUTICALS LTD.
(Exact name of registrant as specified in governing instruments)

State of Israel
(State or Other Jurisdiction of
Incorporation or Organization)

2833
(Primary Standard Industrial
Classification Code Number)

Not Applicable
(I.R.S. Employer
Identification No.)

Foamix Pharmaceuticals Ltd.
2 Holzman Street, Weizmann Science Park
Rehovot 76704, Israel
Tel: +972-8-9316233
(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)

Puglisi & Associates
850 Library Avenue, Suite 204
Newark, Delaware 19711
Tel: +1 (302) 738-6680
(Name, address, including zip code, and telephone number, including area code, of agent for service)

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Approximate date of commencement of proposed sale to the public: As soon as is practicable after this Registration Statement becomes effective.

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, 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, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. File No. 333-198123

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.

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box.

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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered⁽¹⁾	Proposed maximum aggregate offering price per share	Proposed maximum aggregate offering price⁽¹⁾⁽²⁾	Amount of registration fee
Ordinary Shares, par value NIS 0.16 per share	909,545	\$6.00 ⁽²⁾	\$5,457,270	\$703

(1) Represents only the additional shares being registered and includes 118,636 shares subject to the underwriters' option to purchase additional shares.

(2) Estimated solely for the purposes of calculating the registration fee pursuant to Rule 457(a) of the Securities Act of 1933.

INCORPORATION BY REFERENCE OF REGISTRATION STATEMENT ON FORM F-1, FILE NO. 333-198123

Foamix Pharmaceuticals Ltd. hereby incorporates by reference into this Registration Statement on Form F-1 in its entirety the Registration Statement on Form F-1 (File No. 333-198123), as amended, which was declared effective on September 17, 2014 by the Securities and Exchange Commission, including all exhibits thereto.

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 F-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in Rehovot, Israel on September 17, 2014.

FOAMIX PHARMACEUTICALS LTD..

By: /s/ Dov Tamarkin
Name: Dov Tamarkin
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Dov Tamarkin</u> Dov Tamarkin	Chief Executive Officer (principal executive officer)	September 17, 2014
<u>*</u> Ilan Hadar	Chief Financial Officer (principal financial officer and principal accounting officer)	September 17, 2014
<u>*</u> Meir Eini	Chairman of the Board of Directors	September 17, 2014
<u>*</u> Chaim Chizic	Director	September 17, 2014
<u>*</u> Stanley Hirsch	Director	September 17, 2014

*By: /s/ Dov Tamarkin
Name: Dov Tamarkin
Title: Attorney-in-Fact

SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

Pursuant to the requirements of the Securities Act of 1933, the Registrant's duly authorized representative has signed this registration statement on Form F-1 in Newark, Delaware, on September 17, 2014.

By: /s/ Donald J. Puglisi

Name: Donald J. Puglisi

Title: Authorized Representative in the United States

EXHIBIT INDEX

Exhibit number	Description
5.1	Opinion of Yingke Israel - Eyal Khayat, Zolty, Neiger & Co., Israeli counsel to the Registrant, as to the validity of the ordinary shares (including consent)
23.1	Consent of Kesselman & Kesselman, a member firm of PricewaterhouseCoopers International Limited, an independent registered public accounting firm
23.2	Consent of Yingke Israel - Eyal Khayat, Zolty, Neiger & Co. (included in the opinion filed as Exhibit 5.1)
24.1	Power of Attorney (included on the signature page to the Company's Registration Statement on Form F-1 (File No. 333-198123) filed with the Commission on August 13, 2014)



מגדלי אקרשטיין, רחוב המנופים 9, ת.ד. 2136, הרצליה פיתוח 46120
 Ackerstein Towers, 9 Hamenofim Street, P.O.B. 2136, Herzliya Pituach 46120, Israel
 טל': 972-9-957 71 71 ; פקס: 972-9-957 71 77

הרצליה פיתוח: September 17, 2014

Foamix Pharmaceuticals Ltd.
 2 Holzman Street, Weizman Science Park
 Rehovot 76704
 Israel

Re: Registration Statement on Form F-1

Ladies and Gentlemen:

We have acted as Israeli counsel for Foamix Pharmaceuticals Ltd., an Israeli company (the “**Company**”), in connection with the underwritten initial public offering by the Company, contemplating (i) the issuance and sale by the Company of an aggregate of 5,909,091 ordinary shares, par value NIS 0.16 per share (“**Ordinary Shares**”) of the Company and (ii) the potential issuance and sale by the Company of up to an additional 886,364 Ordinary Shares, that are subject to an option (the “**Option**”) to purchase additional shares granted by the Company to the underwriters of the offering (the “**Offering**”). This opinion letter is rendered pursuant to Item 8(a) of Form F-1 promulgated by the United States Securities and Exchange Commission (the “**SEC**”) and Items 601(b)(5) and (b)(23) of the SEC’s Regulation S-K promulgated under the United States Securities Act of 1933, as amended (the “**Securities Act**”).

The Registration Statement to which this opinion relates is proposed to be filed on September 17, 2014 on Form F-1 pursuant to Rule 462(b) under the Securities Act (the “**Rule 462(b) Registration Statement**”) and relates to (i) the issuance and sale by the Company of an aggregate of an additional 790,909 Ordinary Shares (the “**Offering Shares**”) and (ii) the potential issuance and sale by the Company of up to an additional 118,636 Ordinary Shares pursuant to the Option (the “**Additional Shares**” and, collectively with the Offering Shares, the “**Shares**”).

In connection herewith, we have examined the originals, or photocopies or copies, certified or otherwise identified to our satisfaction, of: (i) the registration statement on Form F-1 (File No. 333-198123) filed by the Company with the SEC (as amended through the date hereof, the “**Registration Statement**”), (ii) the form of the Rule 462(b) Registration Statement to which this opinion is proposed to be attached as an exhibit; (iii) a copy of the articles of association of the Company, as currently in effect; (iv) a draft of the articles of association of the Company, to be in effect as of prior to the effectiveness of the Registration Statement (the “**Amended Articles**”); (v) resolutions of the board of directors (the “**Board**”) of the Company which have heretofore been approved and, in each case, which relate to the Registration Statement, the Rule 462(b) Registration Statement and other actions to be taken in connection with the Offering (the “**Resolutions**”); and (vi) such other corporate records, agreements, documents and other instruments, and such certificates or comparable documents of public officials and of officers and representatives of the Company as we have deemed relevant and necessary as a basis for the opinions hereafter set forth. We have also made inquiries of such officers and representatives as we have deemed relevant and necessary as a basis for the opinions hereafter set forth.

Global Mindset Local Instinct

Beijing, 北京, Shanghai 上海, Guangzhou 广州, Shenyang 沈阳, Tianjin 天津, Nanjing 南京, Suzhou 苏州, Wuhan 武汉, Kunming 昆明, Qingdao 青岛, Xiamen 厦门, Chengdu 成都, Changsha 长沙, Hohhot 呼和浩特, Jinan 济南, Changchun 长春, Shenzhen 深圳, Ningbo 宁波, Dalian 大连, Brussels 布鲁塞尔, Budapest 布达佩斯, Dubai 迪拜, Hong Kong 香港, Istanbul 伊斯坦布尔, London 伦敦, Mexico City 墨西哥城, Milan 米兰, New York 纽约, Sao Paulo 圣保罗, Seoul 汉城, Singapore 新加坡, Taiwan 台湾, Tel Aviv 特拉维夫, Verona 维罗纳, Warsaw 华沙

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YINGKE 盈科

EYAL KHAYAT, ZOLTY, NEIGER & CO.

איל חיאת, זולטי, ניג'ר ושות', עורכי-דין

מגדלי אקרשטיין, רחוב המנופים 9, ת.ד. 2136, הרצליה פיתוח 46120
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טל': 972-9-957 71 71 ; פקס: 972-9-957 71 77

In such examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, confirmed as photostatic copies and the authenticity of the originals of such latter documents. As to all questions of fact material to these opinions that have not been independently established, we have relied upon certificates or comparable documents of officers and representatives of the Company.

Based upon and subject to the foregoing, we are of the opinion that upon effectiveness of the Amended Articles and payment to the Company of the consideration per Share in such amount and form as shall be determined by the Board or an authorized committee thereof, the Shares, when issued and sold in the Offering as described in the Registration Statement and the Rule 462(b) Registration Statement, will be duly authorized, validly issued, fully paid and non-assessable.

Members of our firm are admitted to the Bar in the State of Israel, and we do not express any opinion as to the laws of any other jurisdiction. This opinion is limited to the matters stated herein and no opinion is implied or may be inferred beyond the matters expressly stated.

We consent to the filing of this opinion as an exhibit to the Rule 462(b) Registration Statement and to the reference to our firm appearing under the caption "Legal Matters" and "Enforceability of Civil Liabilities" in the prospectus forming part of the Registration Statement and the Rule 462(b) Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act, the rules and regulations of the SEC promulgated thereunder or Item 509 of the SEC's Regulation S-K promulgated under the Securities Act.

This opinion letter is rendered as of the date hereof and we disclaim any obligation to advise you of facts, circumstances, events or developments that may be brought to our attention after the effective date of the Registration Statement and the Rule 462(b) Registration Statement that may alter, affect or modify the opinions expressed herein.

Very truly yours,

/s/ Yingke Israel-Eyal Khayat,
Zolty, Neiger & Co

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Beijing, 北京, Shanghai 上海, Guangzhou 广州, Shenyang 沈阳, Tianjin 天津, Nanjing 南京, Suzhou 苏州, Wuhan 武汉, Kunming 昆明, Qingdao 青岛, Xiamen 厦门, Chengdu 成都, Changsha 长沙, Hohhot 呼和浩特, Jinan 济南, Changchun 长春, Shenzhen 深圳, Ningbo 宁波, Dalian 大连, Brussels 布鲁塞尔, Budapest 布达佩斯, Dubai 迪拜, Hong Kong 香港, Istanbul 伊斯坦布尔, London 伦敦, Mexico City 墨西哥城, Milan 米兰, New York 纽约, Sao Paulo 圣保罗, Seoul 汉城, Singapore 新加坡, Taiwan 台湾, Tel Aviv 特拉维夫, Verona 维罗纳, Warsaw 华沙

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the use in this Registration Statement on Form F-1 of Foamix Pharmaceuticals Ltd. (Formerly- Foamix Ltd.) of our report dated August 13, 2014, except for note 12(f) as to which the date is September 2, 2014, relating to the financial statements of Foamix Pharmaceuticals Ltd. which appears in such Registration Statement. We also consent to the reference to us under the heading "Experts" in such Registration Statement.

/s/ Kesselman & Kesselman

Tel-Aviv, Israel
September 17, 2014

Kesselman & Kesselman
Certified Public Accountants (Isr.)
A member firm of PricewaterhouseCoopers International Limited

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