SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*
Offer Or

(Last) (First) (Middle)
87 HAZOREA ST.

(Street)
KFAR SHMARYAHU L3

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
03/26/2026

3. Issuer Name **and** Ticker or Trading Symbol
SIMILARWEB LTD. [SMWB]

4. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Director
10% Owner
X Officer (give title below)
Other (specify below)
Chief Executive Officer

5. If Amendment, Date of Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Ordinary shares	3,647,291	D	
Restricted Share Units, each representing one Ordinary Share	47,500[(1)]	D	
Restricted Share Units, each representing one Ordinary Share	47,500[(2)]	D	
Restricted Share Units, each representing one Ordinary Share	98,000[(3)]	D	
Restricted Share Units, each representing one Ordinary Share	98,000[(4)]	D	
Restricted Share Units, each representing one Ordinary Share	150,000[(5)]	D	
Restricted Share Units, each representing one Ordinary Share	150,000[(6)]	D	
Restricted Share Units, each representing one Ordinary Share	200,000[(7)]	D	
Restricted Share Units, each representing one Ordinary Share	200,000[(8)]	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Options to purchase one Ordinary Share	02/14/2015[(9)]	02/14/2028	Ordinary shares, par value NIS 0.01 per share	1,014,000	0.4	D	
Options to purchase one Ordinary Share	11/20/2019[(9)]	11/19/2028	Ordinary shares, par value NIS 0.01 per share	439,302	2.71	D	
Options to purchase one Ordinary Share	11/20/2020[(9)]	11/19/2028	Ordinary shares, par value NIS 0.01 per share	564,817	2.71	D	
Options to purchase one Ordinary Share	01/29/2022[(9)]	01/28/2031	Ordinary shares, par value NIS 0.01 per share	428,500	3.04	D	

Explanation of Responses:

1. The Reporting Person was granted restricted stock units ("RSUs"), which each represent a contingent right to receive one ordinary share of Similarweb Ltd (the "Company"). The RSUs vest in 25% after one year period & 12 equal installments every quarter afterwards with the first vesting date on 02/15/2024, subject to the Reporting Person's continued service to the Company or its subsidiaries through each vesting date.
2. The Reporting Person was granted restricted stock units ("RSUs"), which each represent a contingent right to receive one ordinary share of Similarweb Ltd (the "Company"). The RSUs vest in 25% after one year period & 12 equal installments every quarter afterwards with the first vesting date on 02/15/2024, subject to the Reporting Person's continued service to the Company or its subsidiaries through each vesting date.
3. The Reporting Person was granted restricted stock units ("RSUs"), which each represent a contingent right to receive one ordinary share of Similarweb Ltd (the "Company"). The RSUs vest in 25% after one year period & 12 equal installments every quarter afterwards with the first vesting date on 02/15/2025, subject to the Reporting Person's continued service to the Company or its subsidiaries through each vesting date.
4. The Reporting Person was granted restricted stock units ("RSUs"), which each represent a contingent right to receive one ordinary share of Similarweb Ltd (the "Company"). The RSUs vest in 25% after one year period & 12 equal installments every quarter afterwards with the first vesting date on 02/15/2025, subject to the Reporting Person's continued service to the Company or its subsidiaries through each vesting date.
5. The Reporting Person was granted restricted stock units ("RSUs"), which each represent a contingent right to receive one ordinary share of Similarweb Ltd (the "Company"). The RSUs vest in 25% after one year period & 12 equal installments every quarter afterwards with the first vesting date on 02/15/2026, subject to the Reporting Person's continued service to the Company or its subsidiaries through each vesting date.
6. The Reporting Person was granted restricted stock units ("RSUs"), which each represent a contingent right to receive one ordinary share of Similarweb Ltd (the "Company"). The RSUs vest in 25% after one year period & 12 equal installments every quarter afterwards with the first vesting date on 02/15/2026, subject to the Reporting Person's continued service to the Company or its subsidiaries through each vesting date.
7. The Reporting Person was granted restricted stock units ("RSUs"), which each represent a contingent right to receive one ordinary share of Similarweb Ltd (the "Company"). The RSUs vest in 25% after one year period & 12 equal installments every quarter afterwards with the first vesting date on 02/15/2027, subject to the Reporting Person's continued service to the Company or its subsidiaries through each vesting date.
8. The Reporting Person was granted restricted stock units ("RSUs"), which each represent a contingent right to receive one ordinary share of Similarweb Ltd (the "Company"). The RSUs vest in 25% after one year period & 12 equal installments every quarter afterwards with the first vesting date on 02/15/2027, subject to the Reporting Person's continued service to the Company or its subsidiaries through each vesting date.
9. The Options are fully vested & immediately exercisable.

Remarks:

This Form 3 has been filed after March 18,2026 but prior to April 20,2026 in reliance on the temporary relief made available to the directors and officers of certain foreign private issuers by the Staff of the Securities and Exchange Commission in its no action letter dated March 13,2026.

Or Offer by: Oppenheimer Israel, as Attorney-in-fact	03/26/2026
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY
The undersigned hereby constitutes and appoints Oppenheimer Opco Israel Ltd ('Oppenheimer') and its associates, the undersigned's true and lawful attorney-in-fact to:
(1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the 'SEC'), in the undersigned's capacity a
(2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any Filing and timely file any such forms with the
(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of Oppenheimer, may be of benefit to, in the best interest of, or legally requ
The undersigned hereby grants to Oppenheimer full power and authority to do and perform each and every act and thing whatsoever requisite, necessary or proper to be done in the exer
The undersigned agrees that Oppenheimer may rely entirely and conclusively on information furnished orally or in writing by the undersigned to the Company, and the undersigned agrees
This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to make any Filing with respect to the undersigned's holdings of and transact
The undersigned certifies that the Company is authorized to provide Oppenheimer with all information the Company maintains or requires for purposes of Section 16 reporting and any fi
IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of
Name Or Offer
Date 03/25/2026