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

SCHEDULE TO
(Amendment No. 1)
(Rule 13e-4)

Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

Nexxen International Ltd.

(Name of Subject Company (Issuer) and Filing Person (Offeror))

Options to Purchase Ordinary Shares, Par Value NIS 0.02 Per Share
(Title of Class of Securities)

M8T80P204
(CUSIP Number of Class of Securities)

Amy Rothstein
Chief Legal Officer
Nexxen International Ltd.
100 Redwood Shores Parkway, 3rd Floor
Redwood City, California 94065
(425) 279-1222

(Name, Address and Telephone Number of Person Authorized to Receive
Notices and Communications on Behalf of Filing Person)

Copies to:

James J. Masetti, Esq.
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2550 Hanover Street
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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third party tender offer subject to Rule 14d-1.
- Issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 - Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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This Amendment No. 1 to Schedule TO (together with any exhibits and annexes attached hereto, this “**Amendment No. 1**”), is filed by Nexxen International Ltd., a company organized under the laws of Israel (the “**Company**”), and amends and supplements the Tender Offer Statement on Schedule TO filed by the Company with the Securities and Exchange Commission on May 2, 2025 (together with any amendments and supplements thereto, the “**Schedule TO**”). The Schedule TO relates to an offer by the Company to cancel certain outstanding options to purchase the Company’s ordinary shares held by eligible employees of the Company and its subsidiaries in exchange for a cash payment, upon the terms and subject to the conditions set forth in the Offer to Cancel Eligible Options for Cash dated May 1, 2025 (the “**Offer**”), attached as Exhibit (a)(1)(A) to the Schedule TO and incorporated herein by reference.

This Amendment No. 1 is being filed to reflect certain updates as described below. Except as otherwise set forth in this Amendment No. 1, the information set forth in the Schedule TO remains unchanged and is incorporated herein by reference to the extent relevant to the items in this Amendment No. 1. Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule TO. You should read this Amendment No. 1 together with the Schedule TO and the Offer.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented as follows:

| Exhibit Number | Description |
|-----------------------------------|--|
| <u>(a)(1)(A)*</u> | <u>Offer to Cancel Eligible Options for Cash, dated May 1, 2025</u> |
| <u>(a)(1)(B)*</u> | <u>Email to employees from Chief Executive Officer, sent on May 1, 2025</u> |
| <u>(a)(1)(C)*</u> | <u>Form of Announcement Email</u> |
| <u>(a)(1)(D)*</u> | <u>Election Terms and Conditions</u> |
| <u>(a)(1)(E)*</u> | <u>Form of Reminder Email</u> |
| <u>(a)(1)(E)*</u> | <u>Employee Presentation</u> |
| <u>(a)(1)(G)</u> | <u>Email from Chief People Officer, sent on May 7, 2025</u> |
| (b) | Not applicable |
| <u>(d)(1)*</u> | <u>Nexxen International Ltd. Global Share Incentive Plan (2011), as amended (incorporated herein by reference to Exhibit 4.2 to the Registrant’s Annual Report on Form F-20 (File No. 001-40504), filed with the SEC on March 5, 2025)</u> |
| <u>(d)(2)*</u> | <u>Nexxen International Ltd. 2017 Equity Incentive Plan, as amended (incorporated herein by reference to Exhibit 4.3 to the Registrant’s Annual Report on Form F-20 (File No. 001-40504), filed with the SEC on March 5, 2025)</u> |
| <u>(d)(3)*</u> | <u>Form of Option Agreement under the Nexxen International Ltd. Global Share Incentive Plan (2011)</u> |
| <u>(d)(4)*</u> | <u>Form of Option Agreement under the Nexxen International Ltd. 2017 Equity Incentive Plan</u> |
| (g) | Not applicable |
| (h) | Not applicable |
| <u>107*</u> | <u>Filing Fee Table</u> |

* Previously filed.

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Nexxen International Ltd.

Date: May 8, 2025

By: /s/ Amy Rothstein
Chief Legal Officer

EMAIL TO ALL ELIGIBLE EMPLOYEES

From: Gretchen Johnson, Chief People Officer
To: All Eligible Employees
Date: May 7, 2025
Subject: Underwater Option Tender Offer Website Back Online

Dear Team,

We want to inform you of a recent issue with the Offer Website related to the current program for tendering underwater stock options in exchange for a cash payment.

Earlier, the Offer Website was experiencing a data error that resulted in the display of inaccurate information regarding the tender offer price. This issue has now been resolved, and the site is back online and fully functional.

If you accessed the Offer Website before this message, we encourage you to return to the Offer Website and revisit your election to ensure the information you see now accurately reflects your holdings and total payment amount. The Offer Website is located at <https://www.computersharecas.com/nexxen>, which you may access using the login information that you separately received from Computershare, our tabulation agent for the Offer.

We sincerely apologize for any confusion or inconvenience this may have caused. Ensuring the accuracy and integrity of this process is our top priority.

This Offer currently is scheduled to expire on May 30, 2025, at 11:59 p.m., Eastern Time. If you have any questions or need assistance, please don't hesitate to reach out to tenderoffer@nexxen.com

Thank you for your understanding.

Best regards,

Gretchen
