

RADCOM LTD
 Form 424B5
 May 16, 2016

The information contained in this preliminary prospectus supplement and the accompanying prospectus is not complete and may be changed. A registration statement relating to the securities has been declared effective by the Securities and Exchange Commission. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Filed pursuant to Rule 424(b)(5)
 Registration No. 333-210448

SUBJECT TO COMPLETION, DATED MAY 16, 2016

PRELIMINARY PROSPECTUS SUPPLEMENT
 (To prospectus dated May 4, 2016)

\$20,000,000

RADCOM Ltd.

Ordinary Shares

We are offering up to \$20 million of our ordinary shares. The offering price is \$ per ordinary share. Our ordinary shares are listed on the NASDAQ Capital Market under the symbol "RDCM." On May 13, 2016, the last reported sales price of our ordinary shares on the NASDAQ Capital Market was \$12.95 per share. Our largest shareholder, Zohar Zisapel, has agreed to purchase up to \$5.6 million of our ordinary shares in this offering from the underwriters at the public offering price not otherwise purchased by other investors.

Investing in our ordinary shares involves a high degree of risk. Before buying any shares, you should review carefully the risks and uncertainties described under the heading "Risk Factors" beginning on page S-6 of this prospectus supplement, on page 3 of the accompanying prospectus, under Item 3.D. — "Risk Factors" in our most recent Annual Report on Form 20-F and under similar headings in the other documents that are incorporated by reference into this prospectus supplement.

	Per Share	Total
Public offering price	\$	\$
Underwriting discounts and commissions(1)	\$	\$
Proceeds to us, before expenses	\$	\$

(1) The underwriters will also be reimbursed for certain expenses incurred in this offering. See “Underwriting” for details.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

We have granted the underwriters an option for a period of 30 days to purchase up to an additional \$3 million of our ordinary shares. If the underwriters exercise the option in full, the total underwriting discounts and commissions payable by us will be \$, and the total proceeds to us, before expenses, will be \$.

Delivery of the ordinary shares is expected to be made on or about , 2016.

Sole Book-Running Manager

William Blair

Lead Manager

Needham & Company

The date of this prospectus is May , 2016

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ABOUT THIS PROSPECTUS SUPPLEMENT

A registration statement on Form F-3 (File No. 333-210448) utilizing a shelf registration process relating to the securities described in this prospectus supplement was initially filed with the Securities and Exchange Commission, or the SEC, on March 29, 2016, and was declared effective on May 4, 2016. Under this shelf registration statement, of which this offering is a part, we may, from time to time, sell up to an aggregate of \$50 million of our ordinary shares. We have not yet sold any of our ordinary shares under this shelf registration statement.

This document contains two parts. The first part is this prospectus supplement, which describes the terms of this offering of our ordinary shares, and also adds, updates and changes information contained in the accompanying prospectus and the documents incorporated herein and therein by reference. The second part is the accompanying prospectus, which gives more general information about us, some of which may not apply to this offering. To the extent the information contained in this prospectus supplement differs or varies from the information contained in the accompanying prospectus or any document filed prior to the date of this prospectus supplement and incorporated herein by reference, the information in this prospectus supplement will control. In addition, this prospectus supplement and the accompanying prospectus do not contain all of the information provided in the registration statement that we filed with the SEC. For further information about us, you should refer to that registration statement, which you can obtain from the SEC as described elsewhere in this prospectus under “Where You Can Find More Information and Incorporation of Certain Information by Reference.” You may obtain a copy of this prospectus supplement, the accompanying prospectus and any of the documents incorporated by reference without charge by requesting it from us in writing or by telephone at the following address or telephone number: Radcom Ltd, 24 Raoul Wallenberg Street, Tel Aviv 69719 Israel, Telephone: +972 77-774-5000.

You should rely only on the information contained in or incorporated by reference into this prospectus supplement and the accompanying prospectus. We have not, and the underwriters have not, authorized anyone to provide you with information that is different. No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this prospectus supplement and the accompanying prospectus. This prospectus supplement is not an offer to sell or solicitation of an offer to buy these securities in any circumstances under which the offer or solicitation is unlawful. We are offering to sell, and seeking offers to buy, our securities offered hereby only in jurisdictions where offers and sales are permitted. You should not assume that the information we have included in this prospectus supplement or the accompanying prospectus is accurate as of any date other than the date of this prospectus supplement or the accompanying prospectus, respectively, or that any information we have incorporated by reference is accurate as of any date other than the date of the document incorporated by reference, regardless of the time of delivery of this prospectus supplement or of any of our securities. Our business, financial condition, results of operations and prospects may have changed since those dates.

Unless the context otherwise requires, all references in this prospectus supplement to “we,” “our,” “our company,” “Radcom,” “us” and the “company” refer to Radcom Ltd., an Israeli company.

All references in this prospectus supplement to “ordinary shares” refer to Radcom’s ordinary shares, par value NIS 0.20 per share. We sometimes refer to our ordinary shares to be offered under this prospectus supplement as the “securities.”

All references to “NIS” are to New Israel Shekels, the lawful currency of Israel.

All references to “dollars” or “\$” are to United States dollars, the lawful currency of the United States.

PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights information contained elsewhere or incorporated by reference into this prospectus supplement and the accompanying prospectus. This summary does not contain all of the information that you should consider before investing in our securities. You should carefully read the entire prospectus supplement and the accompanying prospectus, including the “Risk Factors” sections, starting on page S-6 of this prospectus supplement and page 3 of the accompanying prospectus and under Item 3.D. — “Risk Factors” in our most recent Annual Report on Form 20-F, as well as the financial statements and notes thereto, and the other information incorporated by reference herein, before making an investment decision.

Radcom Ltd.

Overview

We provide service assurance and customer experience management solutions to communication service providers, or CSPs. Over 50 CSPs in 25 countries use our solutions to deliver high quality services, reduce churn, manage network performance, analyze traffic and enhance customer care. Our software-based solutions incorporate cutting-edge technologies and a wealth of knowledge acquired by partnering with many of the industry’s leading CSPs for over two decades. These solutions support both mobile and fixed networks and scale to terabit data bandwidths to enable big data analytics. We have a strong track record of innovation, and we were the first-to-market with a software-based probe solution that supports Network Function Virtualization, or NFV, for next-generation networks. As new and existing customers seek to manage their existing networks while evaluating and deploying NFV-based architectures, we believe we are well positioned with our advanced software-based solutions and industry track record.

Our solutions deliver specialized capabilities for virtualized infrastructure and next-generation networks, such as Long Term Evolution (LTE), LTE-A, Voice over Long Term Evolution (VoLTE), IP Multimedia Subsystem (IMS), Voice Over IP (VoIP) and mobile broadband. The key benefits of our solutions are:

- advanced software-based architecture for rapid deployment and ease of management;
- improved customer retention;
- reduced subscriber churn rates;
- improved service availability;
- ability to install the solution as a virtual network function for seamless integration into all NFV infrastructures;
- collection of all network packets for a complete and comprehensive view of the network and the customer experience;
- support for multiple protocols for end-to-end network coverage;
- both network-wide views and drilldown to an individual subscriber level; and
- support for terabyte networks.

The probe-based service assurance market is estimated to be more than \$1 billion globally according to published sources. Probe solutions are a critical part of a modern CSP network, and as CSPs expand their network capacity and launch new services, such as LTE, LTE-A, and VoLTE, they must invest in probe solutions to assure these services and deliver a high quality experience to their customers. Traditionally CSPs have deployed network architectures based on a complex array of physical network elements based on proprietary hardware.

Major CSPs are currently evaluating and/or moving parts of their network to support NFV, which moves control of the network into software-based solutions running on standard, non-proprietary third-party hardware. According to Gartner, the worldwide market opportunity for NFV and Software-Defined Network (SDN) technology for communication service providers is projected to reach more than \$8.3 billion by 2019, representing a 74% compound annual growth rate since 2013. NFV-based architectures allow CSPs to increase agility and flexibility of network design with highly scalable software-based solutions.

However, transitioning to NFV adds significant complexity when it comes to service assurance and customer experience management. Prior probe and management solutions were not designed for NFV. Whereas prior solutions focused on monitoring physical network devices, new solutions must also monitor internal Virtual Machine-to-Virtual Machine (VM-to-VM) communications between various virtualized network functions all hosted on the same server as well as communications between servers.

Our software-based solutions enable CSPs to manage both existing networks and next-generation, NFV-based architectures. In 2013, we recognized that CSPs would require a new approach for service assurance and customer experience management solutions in order to monitor huge volumes of data and support the industry trend away from proprietary hardware to software controlled networks running on standard hardware. In February 2014, we launched our MaveriQ solution which incorporates software-based probes and replaced our OmniQ hardware-based solution. During 2015, we enhanced our solutions to support NFV.

In December 2015, our MaveriQ solution was selected by a top-tier North American mobile operator for its next-generation virtualized network environment. This deployment represents one of the first NFV networks of scale in the industry, and we were selected after a vigorous and lengthy validation process against several competing products. We are now in the process of deploying our software-based NFV solution with this leading CSP, and we are leveraging this success in discussions with other CSPs looking to manage existing networks while accelerating their roadmaps towards next-generation NFV architectures.

Our principal executive offices are located at 24 Raoul Wallenberg Street, Tel Aviv 69719 Israel, and our telephone number is +972 77-774-5000.

1 Gartner, Forecast: Communications Service Provider Operational Technology, Worldwide, 2013-2020, 1Q16 Update 17 March 2016.

The Gartner Report described herein, or the Gartner Report, represents research opinion or viewpoints published as part of a syndicated subscription service by Gartner, Inc., or Gartner, which is not a representation of fact. The Gartner Report speaks as of its original publication date (and not as of the date of this prospectus supplement) and the opinions expressed in the Gartner Report are subject to change without notice.

THE OFFERING

Ordinary shares offered	shares (shares, if the underwriters exercise their option to purchase additional shares in full)
Ordinary shares outstanding prior to the offering	8,929,894 shares
Ordinary shares to be outstanding after this offering	shares (shares, if the underwriters exercise option to purchase additional shares in full)
Option to purchase additional shares	We have granted the underwriters an option for a period of 30 days after the date of the underwriting agreement to purchase up to \$3 million additional ordinary shares as described in “Underwriting.”
Use of proceeds	We expect the net proceeds from this offering will be approximately \$18.5 million (or \$21.3 million if the underwriters exercise their option to purchase additional shares in full) after deducting underwriting discounts and commissions, as described in “Underwriting,” and estimated offering expenses payable by us. We intend to use the net proceeds from this offering for general corporate purposes, which include financing our operations, capital expenditures and business development. See “Use of Proceeds” on page S-9 of this prospectus supplement.
Risk factors	This investment involves a high degree of risk. See “Risk Factors” beginning on page S-6 of this prospectus supplement and page 3 of the accompanying prospectus and in the documents incorporated by reference herein (including under Item 3.D. — “Risk Factors” in our most recent Annual Report on Form 20-F) for a discussion of the risks you should carefully consider before deciding to invest in our ordinary shares.
NASDAQ Capital Market symbol	“RDCM”

Unless otherwise stated, all information in this prospectus supplement is based on 8,929,894 ordinary shares outstanding as of May 13, 2016, and assumes no exercise of the underwriters’ option to purchase additional shares and does not include the following as of that date:

756,225 ordinary shares issuable upon the exercise of share options outstanding under our 2003 Share Option Plan and our 2013 Stock Option Plan, at a weighted average exercise price of \$7.75 per share and 26,000 ordinary shares issuable upon the vesting of outstanding restricted share units; and

135,537 ordinary shares issuable upon the exercise of outstanding warrants, at an exercise price of \$3.49 per share.

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SUMMARY CONSOLIDATED FINANCIAL DATA

We have derived the following summary consolidated statements of operations data for the years ended December 31, 2015, 2014 and 2013 and the summary consolidated balance sheet data as of December 31, 2015 and 2014 from our audited consolidated financial statements and related notes incorporated by reference in this prospectus supplement and the accompanying prospectus. We derived the summary consolidated financial data as of March 31, 2016, and for the three months ended March 31, 2016 and 2015, from our unaudited condensed consolidated financial information incorporated by reference in this prospectus supplement and the accompanying prospectus. The unaudited condensed financial data as of and for the three months ended March 31, 2016, in the opinion of management, contains all adjustments (consisting of only normal recurring adjustments) necessary to present fairly our financial position and results of operations for the period. Our unaudited quarterly results as of and for the three months ended March 31, 2016 have been reviewed by our independent auditors, but we cannot assure you that upon completion of the audit by our independent auditors of our results for the year ending December 31, 2016, we will not report different financial results than those set forth below. Further, our results for interim periods are not necessarily indicative of the results that may be expected for the entire year. You should read the information presented below together with our consolidated financial statements, the notes to those statements and the other financial information incorporated by reference in this prospectus supplement and the accompanying prospectus.

Statement of Operations Data:

(in thousands of U.S. dollars, except share amounts)

	Three Months Ended March 31,		Year Ended December 31,		
	2016	2015	2015	2014	2013
	(unaudited)				
Products	\$ 5,879	\$ 5,717	\$ 16,122	\$ 20,547	\$ 17,917
Services	668	637	2,551	3,089	2,565
	6,547	6,354	18,673	23,636	20,482
Cost of revenues:					
Products	1,627	1,073	4,041	8,350	7,540
Services	66	65	285	343	350
	1,693	1,138			