

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

BLUEPHOENIX SOLUTIONS LTD.
(Exact Name of Registrant as Specified in Its Charter)

Israel
(State or other jurisdiction of
incorporation or organization)

Not Applicable
(I.R.S. employer
Identification no.)

8 Maskit Street
Herzliya 46120, Israel
972-9-952-6100
(Address of Principal Executive Offices) (Zip Code)

BLUEPHOENIX SOLUTIONS LTD. 2007 AWARD PLAN
(Full Title of the Plan)

Nir Peles
BluePhoenix Solutions USA Inc.
8000 Regency Parkway
Cary, North Carolina 27511
(919) 380-5100
(Name and Address of Agent for Service)

Ernest Wechsler, Esq.
Kramer Levin Naftalis & Frankel LLP
1177 Avenue of the Americas
New York, New York 10036
(212)-715-9100

Copies to:
Yael Peretz, Adv.
VP, General Counsel
BluePhoenix Solutions Ltd.
8 Maskit Street
Herzliya 46733, Israel
972-9-952-6100

Yael Bar-Shai, Adv.
Herzog, Fox & Neeman
Asia House
4 Weizman Street
Tel Aviv 64239, Israel
972-3-692-2020

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
Non-accelerated filer

Accelerated filer
Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price	Amount of registration fee
Ordinary Shares, NIS 0.01 par value per share	1,400,000 shares (3)	\$1.16	\$1, 624,000	\$188.55

- (1) Pursuant to Rule 416(a), an additional indeterminable number of shares are also being registered to cover any adjustments required by stock splits, stock dividends or similar transactions under the BluePhoenix Solutions Ltd. 2007 Award Plan.
- (2) Calculated solely for purposes of this offering under Rule 457(h) of the Securities Act of 1933, as amended, on the basis of the average of the high and low selling prices per share of the Registrant's Ordinary Shares on July 21, 2011 which is within five business days of this offering.
- (3) Representing the maximum number of shares that may be awarded under the BluePhoenix Solutions Ltd. 2007 Award Plan.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed to register an additional 1,400,000 ordinary shares, par value NIS 0.01 per share, of the Registrant (the “Ordinary Shares”) to be offered and sold under the BluePhoenix Solutions Ltd. 2007 Award Plan (the “Plan”).

On July 24, 2007, BluePhoenix Solutions Ltd. (the “Registrant”) filed with the Securities and Exchange Commission (the “Commission”) a Registration Statement on Form S-8 (File No. 333-144798) (the “2007 Registration Statement”) relating to 139,000 Ordinary Shares to be offered and sold to participants under the Plan. On July 9, 2008, the Registrant filed with the Commission a Registration Statement on Form S-8 (File No. 333-152206) (the “2008 Registration Statement”) relating to an additional 392,250 Ordinary Shares to be offered and sold to participants under the Plan. On March 17, 2009, the Registrant filed with the Commission a Registration Statement on Form S-8 (file No. 333-158057) (the “2009 Registration Statement”) relating to an additional 668,750 Ordinary Shares to be offered and sold to participants under the Plan. Pursuant to General Instruction E to Form S-8, the contents of the 2007 Registration Statement, the 2008 Registration Statement and the 2009 Registration Statement are hereby incorporated by reference into this Registration Statement.

PART II

Item 8. Exhibits

<u>Exhibit No.</u>	<u>Description</u>
5	Opinion of Herzog, Fox & Neeman
23.1	Consent of Ziv Haft, Independent Registered Public Accounting Firm
23.2	Consent of Herzog, Fox & Neeman (contained in their opinion constituting Exhibit 5)
24	Power of Attorney (included in signature page)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Herzlia, State of Israel on the 25th day of July, 2011.

BLUEPHOENIX SOLUTIONS LTD.

By: /s/Nir Peles
Nir Peles
Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Arie Kilman and Nir Peles, or either of them, as his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and any registration statement relating to the offering hereunder pursuant to Rule 462 under the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Name</u>	<u>Title</u>	<u>Date</u>
Principal Executive Officer:		
<u>/s/Arik Kilman</u> <u>Arik Kilman</u>	Chief Executive Officer	July 25, 2011
Principal Financial Officer and Principal Accounting Officer:		
<u>/s/Nir Peles</u> <u>Nir Peles</u>	Chief Financial Officer	July 25, 2011
Directors:		
<u>/s/Eric Green</u> <u>Eric Green</u>	Chairman of the Board	July 25, 2011
<u>/s/Michael Chill</u> <u>Michael Chill</u>	Director	July 25, 2011
<u>/s/Zvi Peled</u> <u>Zvi Peled</u>	Director	July 25, 2011
<u>/s/ Shimon Barkama</u> <u>Shimon Barkama</u>	Director	July 25, 2011
Authorized Representative in the United States: BLUEPHOENIX SOLUTIONS USA Inc.		
<u>/s/Michael Chill</u> By: Michael Chill Director		July 25, 2011

INDEX TO EXHIBITS

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[Herzog, Fox & Neeman letterhead]

July 25, 2011
File No. 10887

BluePhoenix Solutions Ltd.
8 Maskit Street
Herzliya 46120
Israel

Ladies and Gentlemen:

We have acted as special Israeli counsel to BluePhoenix Solutions Ltd., an Israeli company (the "Company"), in connection with the Registration Statement on Form S-8 (the "Registration Statement"), filed by the Company with the Securities and Exchange Commission on the date hereof. The Registration Statement relates to the registration under the Securities Act of 1933, as amended, of 1,400,000 ordinary shares of the Company, par value NIS 0.01 per share (the "Ordinary Shares"), authorized for issuance under the BluePhoenix Solutions Ltd. 2007 Award Plan (the "Plan").

In so acting, we have examined such statutes, regulations, corporate records, documents and other instruments, and such certificates or comparable documents of public officials and of officers and representatives of the Company, and have made such inquiries of such officers and representatives, as we have deemed relevant and necessary as a basis for the opinion hereinafter set forth.

In such examination, we have assumed the genuineness of all signatures, the legal capacity of 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, conformed or photostatic copies and the authenticity of the originals of such latter documents. As to all questions of fact material to this opinion that have not been independently established, we have relied upon certificates or comparable documents of officers and representatives of the Company. We have considered such questions of Israeli law as we have deemed necessary for the purpose of rendering this opinion. We are members of the Bar of the State of Israel and, in rendering our opinion, we do not pass (expressly or by implication) on the laws of any jurisdiction other than the State of Israel. Our opinion relates only to Israeli laws.

Based upon the foregoing, we are of the opinion that the Ordinary Shares authorized for issuance under the Plan have been duly authorized and, when issued and paid for in the manner contemplated by the Plan will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Herzog, Fox & Neeman
Herzog, Fox & Neeman

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 pertaining to the BluePhoenix Solutions Ltd. 2007 Award Plan of our report dated March 31, 2011 related to the consolidated financial statements included in the annual report of BluePhoenix Solutions Ltd. on Form 20-F for the fiscal year ended December 31, 2010, as filed with the Securities and Exchange Commission on March 31, 2011.

/s/ Ziv Haft

Certified Public Accountants (Isr.)
BDO Member Firm

Tel Aviv, Israel
July 25, 2011