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

FORM 6-K

**Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16
Under the Securities Exchange Act of 1934**

For the month of March 2024

Commission File Number 001-38367

SOL-GEL TECHNOLOGIES LTD.

(Translation of registrant's name into English)

**7 Golda Meir Street
Ness Ziona 7403650, Israel**
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

INFORMATION CONTAINED IN THIS REPORT ON FORM 6-K

Sol-Gel Technologies Ltd. believes it may meet the definition of a passive foreign investment company (“PFIC”) under the U.S. Internal Revenue Code of 1986, as amended for the taxable year ended December 31, 2023. Attached hereto is Company’s 2023 PFIC Annual Information Statement.

U.S. shareholders are advised to consult with their tax advisors with respect to the 2023 PFIC Annual Information Statement.

[Exhibit 99.1 2023 PFIC Annual Information Statement.](#)

This Form 6-K (excluding Exhibit 99.1) is hereby incorporated by reference into the Company's Registration Statements on Form S-8 (Registration Nos. 333-223915 and 333-270477) and its Registration Statement on Form F-3 (Registration No. 333-264190).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SOL-GEL TECHNOLOGIES LTD.

Date: March 06, 2024

By: /s/ Gilad Mamlok

Gilad Mamlok
Chief Financial Officer

IMPORTANT NOTICE TO SHAREHOLDERS WHO ARE UNITED STATES PERSONS

March 6, 2024

This statement is provided for shareholders of Sol-Gel Technologies Ltd. (the “Company”) who are United States persons (“U.S. Shareholders”) for purposes of the U.S. Internal Revenue Code of 1986, as amended (the “Code”).

We believe that the Company may meet the Code definition of a passive foreign investment company (“PFIC”) for the taxable year ended December 31, 2023. Accordingly, the Company is hereby making available a PFIC Annual Information Statement for its taxable year beginning on January 1, 2023 and ending on December 31, 2023 pursuant to the requirements of U.S. Treasury Regulation Section 1.1295-1(g)(1). The PFIC Annual Information Statement contains information to enable you, should you choose, to elect to treat the Company as a Qualified Electing Fund (“QEF Election”).

A U.S. Shareholder who makes a QEF Election generally is required to annually include, in the holder’s income, the holder’s pro rata share of the ordinary earnings and net capital gains of the Company for years in which the Company is a PFIC, whether or not the Company distributes any amounts to its shareholders. The QEF Election is made by completing and attaching Form 8621 for each PFIC to the U.S. Shareholder’s federal income tax return filed by the due date of the return, including extensions. For further information regarding making the QEF Election, please also see the Company’s Annual Report on Form 20-F for the year ended December 31, 2023, to be filed with the Securities Exchange Commission on or around March 13, 2024.

U.S. shareholders are advised to consult with their tax advisors with respect to the 2023 PFIC Annual Information Statement.

Further information on PFIC rules is available at the U.S. Internal Revenue Service website, including the following pages:

- Detailed information about PFICs and the QEF Election : <https://www.irs.gov/forms-pubs/about-form-8621>
- Instructions to complete IRS Form 8621: <https://www.irs.gov/instructions/i8621>
- IRS Form 8621: <https://www.irs.gov/pub/irs-pdf/f8621.pdf>

THIS INFORMATION IS PROVIDED IN ORDER TO ASSIST U.S. SHAREHOLDERS IN MAKING CALCULATIONS AND DOES NOT CONSTITUTE TAX ADVICE. U.S. SHAREHOLDERS ARE ADVISED TO CONSULT THEIR OWN TAX ADVISORS CONCERNING THE OVERALL TAX CONSEQUENCES OF THE OWNERSHIP OF SOL-GEL TECHNOLOGIES LTD. IN THEIR OWN PARTICULAR SITUATIONS UNDER THE U.S. FEDERAL, STATE OR LOCAL OR NON-U.S. LAW.

2023 PFIC Annual Information Statement

Sol-Gel Technologies Ltd.

Sol-Gel Technologies Ltd. (the “Company”) may be considered a “passive foreign investment company” (“PFIC”) for U.S. federal income tax purposes. The following information is provided to allow a shareholder (a “Shareholder”) to make an election under Section 1295 of the Internal Revenue Code (the “Code”) to treat the Company as a Qualified Electing Fund (“QEF Election”) for U.S. federal income tax purposes. The QEF Election is optional and can only be made by the Shareholder. The Company is unable to make this election on behalf of the Shareholder. Please note that a QEF Election may not be recognized for state income tax purposes in some states. The PFIC rules are complex. Please consult with your personal tax advisor to determine whether or not it is advisable for you to make a QEF Election with respect to your investment in the Company.

We recommend that all Shareholders who are subject to United States federal income taxation consult a U.S. tax advisor concerning the overall tax consequences of their ownership in the Company and their U.S. tax reporting requirements.

- (1) This PFIC Annual Information Statement applies to the taxable period of the Company beginning on January 1, 2023 and ending on December 31, 2023 (the “Taxable Year”).
- (2) During the Taxable Year, the Company’s per-share, per-day ordinary earnings and net capital gain were:
 - Ordinary Earnings: USD 0
 - Net Capital Gains: USD 0
- (3) The amount of cash and fair market value of other property distributed or deemed distributed by the Company to the Shareholder during the Taxable Year was:
 - Cash Distributions: USD 0
 - Property Distributions: USD 0
- (4) The Company will permit the Shareholder to inspect and copy the Company's permanent books of account, records, and such other documents as may be maintained by the Company that are necessary to establish that PFIC ordinary earnings and net capital gain, as provided in Section 1293(e) of the Code, are computed in accordance with U.S. income tax principles, and to verify these amounts and the Shareholder's pro rata share thereof.

Sol-Gel Technologies Ltd.

By: _____  _____

Title: _____ CFO _____

The following additional information is supplied to enable the Shareholder to complete IRS Form 8621:

Address of the Company: 7 Golda Meir Street, Weizmann Science Park, Ness Ziona, 7403650, Israel
Taxpayer Identification Number of the Company: 512544693
