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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 of  
the Securities Exchange Act of 1934

For the month of January 2024 (Report No. 2)

Commission File Number: 0-29452

**RADCOM LTD.**

(Translation of registrant's name into English)

**24 Raoul Wallenberg Street, Tel Aviv 69719, Israel**  
(Address of principal executive offices)

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

Form 20-F  Form:40-F

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THE GAAP FINANCIAL STATEMENTS INCLUDED IN EXHIBIT 99.1 TO THIS FORM 6-K OF THE REGISTRANT AND THE FIRST PARAGRAPH OF THE PRESS RELEASE ATTACHED AS EXHIBIT 99.2 TO THIS FORM 6-K ARE HEREBY INCORPORATED BY REFERENCE INTO THE REGISTRANT'S REGISTRATION STATEMENTS ON FORM S-8 (REGISTRATION STATEMENT NOS. [333-190207](#), [333-195465](#), [333-203087](#), [333-211628](#), [333-215591](#), [333-260997](#), [333-270983](#) AND [333-276692](#)), AND SHALL BE A PART THEREOF FROM THE DATE ON WHICH THIS REPORT IS FILED, TO THE EXTENT NOT SUPERSEDED BY DOCUMENTS OR REPORTS SUBSEQUENTLY FILED OR FURNISHED.

## CONTENTS

This report on Form 6-K of the registrant consists of the contents above and the following document, which is attached hereto and incorporated by reference herein:

Exhibit 99.1 [Press release, dated January 31, 2024, reporting the Registrant's Fourth Quarter and Full Year of 2023 Results](#)

Exhibit 99.2 [Press release, dated January 31, 2024, titled "RADCOM Appoints Guy Shemesh as its new CEO to Succeed Eyal Harari"](#)

**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.

Date: January 31, 2024

**RADCOM LTD.**

By: /s/ Hadar Rahav

Name: Hadar Rahav

Title: Chief Financial Officer

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**FOR IMMEDIATE RELEASE****RADCOM Delivers Strong Fourth Quarter and Record Full Year 2023 Results with Revenue Growth and Accelerated Profitability**

Fourth quarter revenue of \$14.0 million, 14% year-over-year growth, and full-year revenue of \$51.6 million, 12% year-over-year growth.

Record fourth quarter of \$3.8 million non-GAAP net income and \$10.2 million non-GAAP full year net income

TEL AVIV, Israel – January 31, 2024 – RADCOM Ltd. (Nasdaq: RDCM) announced financial results for the full year, and the fourth quarter ended December 31, 2023.

**Fourth Quarter 2023 Financial Highlights:**

- Total revenues for the fourth quarter were **\$14.0 million**, compared to \$12.3 million in the fourth quarter of 2022, **14% year-over-year growth**.
- GAAP net income for the fourth quarter was **\$2.6 million**, or \$0.17 per diluted share, compared to a GAAP net loss of \$0.03 million, or \$0.00 per diluted share, for the fourth quarter of 2022.
- Non-GAAP net income for the period was **\$3.8 million**, or \$0.25 per diluted share, compared to a non-GAAP net income of \$1.3 million, or \$0.09 per diluted share, for the fourth quarter of 2022.
- As of December 31, 2023, the Company had cash and cash equivalents, short-term bank deposits of **\$82.2 million**, and **no debt**, ending the year with its highest cash levels.

**Full Year 2023 Financial Highlights:**

- Total revenues for the full year were **\$51.6 million**, compared to \$46.1 million for 2022.
- GAAP net income for the full year was **\$3.7 million**, or \$0.24 per diluted share, compared to a GAAP net loss of \$2.3 million, or \$0.16 per diluted share, for 2022.
- Non-GAAP net income for the full year amounted to **\$10.2 million**, or \$0.67 per diluted share, compared to a non-GAAP net income of \$2.9 million, or \$0.19 per diluted share for the full year 2022.

**Management Comments:**

Eyal Harari, RADCOM's Chief Executive Officer, commented on the results: "2023 was an exceptional, record year for RADCOM, continuing the last four years of growth momentum. We achieved a fourth consecutive year of growth with record revenue of \$51.6 million, representing 12% growth year-over-year."

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“We crossed the \$50 million annual revenue threshold and scaled up to a mid-size software company for the first time. At the same time, we continued our path to sustained profitability, achieving a record net income for 2023 of \$10.2 million on a non-GAAP basis, while our positive cash flow also reached a milestone totaling \$82.2 million, with no debt.

“Recently, we proudly announced our position as one of the first assurance vendors to harness the power of GenAI for real-time and efficient management of 5G networks. Our market-leading solutions thoughtfully align with operators’ needs, providing a unique technology to address critical network challenges. This underscores the significance of our industry-leading solutions in the rapidly expanding 5G market. We are confident that our offerings will drive sustained growth.

Mr. Harari concluded, “Our record results and positive momentum demonstrate the value of our advanced technology and the strength of our business model. Looking at 2024, thanks to our strong execution and current visibility, we are confident in delivering a fifth consecutive year of revenue growth and increasing our profitability. Our full-year 2024 revenue guidance is \$56 - \$60 million.”

### **Earnings Conference Call**

RADCOM’s management will hold an interactive conference call today at 8:00 am Eastern Time (3:00 pm Israel Standard Time) to discuss the results and answer participants’ questions. To join the call, please call one of the following numbers approximately five minutes before the call is scheduled to begin:

From the US (toll-free): +1-866-652-8972 or +1-888-281-1167

From other locations: +972-3-918-0644

For those unable to listen, a conference call replay will be available a few hours later in the investor relations section on the Company’s website at <https://radcom.com/investor-relations/>.

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For all investor inquiries, please contact:

**Investor Relations:**

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**About RADCOM**

RADCOM (Nasdaq: RDCM) is the leading expert in 5G ready cloud-native, network intelligence solutions for telecom operators transitioning to 5G. RADCOM Network Intelligence consists of RADCOM Network Visibility, RADCOM Service Assurance, and RADCOM Network Insights. The RADCOM Network Intelligence suite offers intelligent, container-based, on-demand solutions to deliver network analysis from the RAN to the core for 5G assurance. Utilizing automated and dynamic solutions with smart minimal data collection and on-demand troubleshooting, and cutting-edge techniques based on machine learning, these solutions work in harmony to provide operators with an understanding of the entire customer experience and allow them to troubleshoot network performance from a high to granular level while reducing storage costs and cloud resource utilization. For more information on how to RADCOMize your network today, please visit [www.radcom.com](http://www.radcom.com), the content of which does not form a part of this press release.

**Non-GAAP Information**

Certain non-GAAP financial measures are included in this press release. These non-GAAP financial measures are provided to enhance the reader's overall understanding of the Company's financial performance. By excluding non-cash stock-based compensation that has been expensed in accordance with ASC Topic 718, financial income (expenses), acquisition-related expenses, and amortization of intangible assets related to acquisitions, the Company's non-GAAP results provide information to both management and investors that is useful in assessing the Company's core operating performance and in evaluating and comparing the Company's results of operations on a consistent basis from period to period. These non-GAAP financial measures are also used by management to evaluate financial results and to plan and forecast future periods. The presentation of this additional information is not meant to be considered a substitute for the corresponding financial measures prepared in accordance with GAAP.

**Risks Regarding Forward-Looking Statements**

Certain statements made herein that use words such as "estimate," "project," "intend," "expect," "believe," "may," "might," "potential," "anticipate," "plan" or similar expressions are intended to identify forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and other securities laws. For example, when the Company discusses its full-year 2024 revenue guidance and expectations regarding its growth, including sustainable, profitable growth, momentum, and the potential of GenAI, it uses forward-looking statements. These forward-looking statements involve known and unknown risks and uncertainties that could cause the actual results, performance, or achievements of the Company to be materially different from those that may be expressed or implied by such statements, including, among others, changes in general economic and business conditions and specifically, decline in demand for the Company's products, inability to timely develop and introduce new technologies, products, and applications, loss of market share and pressure on prices resulting from competition and the effects of the war in Israel. For additional information regarding these and other risks and uncertainties associated with the Company's business, reference is made to the Company's reports filed from time to time with the U.S. Securities and Exchange Commission. The Company does not undertake to revise or update any forward-looking statements for any reason.

**RADCOM Ltd.**  
**Consolidated Statements of Operations**  
**Unaudited**  
(thousands of U.S. dollars, except share and per share data)

	Three months ended December 31,		Twelve months ended December 31,	
	2023	2022	2023	2022
Revenues	\$ 14,010	\$ 12,289	\$ 51,600	\$ 46,051
Cost of revenues	3,435	3,391	13,773	12,714
Gross profit	10,575	8,898	37,827	33,337
Research and development, gross	4,327	5,290	19,575	21,483
Less - royalty-bearing participation	190	160	736	762
Research and development, net	4,137	5,130	18,839	20,721
Sales and marketing	3,720	3,281	14,592	12,270
General and administrative	1,297	1,225	5,058	4,460
Total operating expenses	9,154	9,636	38,489	37,451
Operating income (loss)	1,421	(738)	(662)	(4,114)
Financial income, net	1,248	751	4,557	2,016
Income (loss) before taxes on income	2,669	13	3,895	(2,098)
Taxes on income	(77)	(39)	(182)	(159)
Net income (loss)	<u>\$ 2,592</u>	<u>\$ (26)</u>	<u>\$ 3,713</u>	<u>\$ (2,257)</u>
Basic net income (loss) per ordinary share	<u>\$ 0.17</u>	<u>\$ (0.00)</u>	<u>\$ 0.25</u>	<u>\$ (0.16)</u>
Diluted net income (loss) per ordinary share	<u>\$ 0.17</u>	<u>\$ (0.00)</u>	<u>\$ 0.24</u>	<u>\$ (0.16)</u>
Weighted average number of ordinary shares used in computing basic net income (loss) per ordinary share	<u>15,291,917</u>	<u>14,717,096</u>	<u>15,098,642</u>	<u>14,525,449</u>
Weighted average number of ordinary shares used in computing diluted net income (loss) per ordinary share	<u>15,446,177</u>	<u>14,717,096</u>	<u>15,297,947</u>	<u>14,525,449</u>

**RADCOM LTD.**  
**Reconciliation of GAAP to Non-GAAP Financial Information**  
**Unaudited**  
(thousands of U.S. dollars, except share and per share data)

	Three months ended December 31,		Twelve months ended December 31,	
	2023	2022	2023	2022
GAAP gross profit	\$ 10,575	\$ 8,898	\$ 37,827	\$ 33,337
Stock-based compensation	71	100	441	392
Amortization of intangible assets	57	-	151	-
Non-GAAP gross profit	<u>\$ 10,703</u>	<u>\$ 8,998</u>	<u>\$ 38,419</u>	<u>\$ 33,729</u>
GAAP research and development, net	\$ 4,137	\$ 5,130	\$ 18,839	\$ 20,721
Stock-based compensation	424	602	2,690	2,497
Non-GAAP research and development, net	<u>\$ 3,713</u>	<u>\$ 4,528</u>	<u>\$ 16,149</u>	<u>\$ 18,224</u>
GAAP sales and marketing	\$ 3,720	\$ 3,281	\$ 14,592	\$ 12,270
Stock-based compensation	370	361	1,820	1,387
Amortization of intangible assets	29	-	77	-
Non-GAAP sales and marketing	<u>\$ 3,321</u>	<u>\$ 2,920</u>	<u>\$ 12,695</u>	<u>\$ 10,883</u>
GAAP general and administrative	\$ 1,297	\$ 1,225	\$ 5,058	\$ 4,460
Stock-based compensation	319	283	1,169	895
Acquisition related expenses	-	-	56	-
Non-GAAP general and administrative	<u>\$ 978</u>	<u>\$ 942</u>	<u>\$ 3,833</u>	<u>\$ 3,565</u>
GAAP total operating expenses	\$ 9,154	\$ 9,636	\$ 38,489	\$ 37,451
Stock-based compensation	1,113	1,246	5,678	4,779
Amortization of intangible assets	29	-	77	-
Acquisition related expenses	-	-	56	-
Non-GAAP total operating expenses	<u>\$ 8,012</u>	<u>\$ 8,390</u>	<u>\$ 32,678</u>	<u>\$ 32,672</u>
GAAP operating income (loss)	\$ 1,421	\$ (738)	\$ (662)	\$ (4,114)
Stock-based compensation	1,184	1,346	6,119	5,171
Amortization of intangible assets	86	-	228	-
Acquisition related expenses	-	-	56	-
Non-GAAP operating income	<u>\$ 2,691</u>	<u>\$ 608</u>	<u>\$ 5,741</u>	<u>\$ 1,057</u>



**RADCOM LTD.**  
**Reconciliation of GAAP to Non-GAAP Financial Information**  
**Unaudited**  
(thousands of U.S. dollars, except share and per share data)

	Three months ended December 31,		Twelve months ended December 31,	
	2023	2022	2023	2022
GAAP income (loss) before taxes on income	\$ 2,669	\$ 13	\$ 3,895	\$ (2,098)
Stock-based compensation	1,184	1,346	6,119	5,171
Amortization of intangible assets	86	-	228	-
Acquisition related expenses	-	-	56	-
Financial (income) expenses	(15)	-	60	-
Non-GAAP income before taxes on income	<u>\$ 3,924</u>	<u>\$ 1,359</u>	<u>\$ 10,358</u>	<u>\$ 3,073</u>
GAAP net income (loss)	\$ 2,592	\$ (26)	\$ 3,713	\$ (2,257)
Stock-based compensation	1,184	1,346	6,119	5,171
Amortization of intangible assets	86	-	228	-
Acquisition related expenses	-	-	56	-
Financial (income) expenses	(15)	-	60	-
Non-GAAP net income	<u>\$ 3,847</u>	<u>\$ 1,320</u>	<u>\$ 10,176</u>	<u>\$ 2,914</u>
GAAP net income (loss) per diluted share	\$ 0.17	\$ (0.00)	\$ 0.24	\$ (0.16)
Stock-based compensation	0.08	0.09	0.43	0.35
Amortization of intangible assets	(*)	-	(*)	-
Acquisition related expenses	(*)	-	(*)	-
Non-GAAP net income per diluted share	<u>\$ 0.25</u>	<u>\$ 0.09</u>	<u>\$ 0.67</u>	<u>\$ 0.19</u>
Weighted average number of shares used to compute diluted net income (loss) per share	<u>15,446,177</u>	<u>15,329,035</u>	<u>15,297,947</u>	<u>14,997,667</u>

(\*) Less than \$ 0.01

**RADCOM Ltd.**  
**Consolidated Balance Sheets**  
**Unaudited**  
(thousands of U.S. dollars)

	As of December 31, 2023	As of December 31, 2022
<b>Current Assets</b>		
Cash and cash equivalents	\$ 10,892	\$ 9,527
Short-term bank deposits	71,273	64,130
Trade receivables, net	13,412	11,074
Inventories	246	795
Other accounts receivable and prepaid expenses	1,592	1,928
<b>Total Current Assets</b>	<b>97,415</b>	<b>87,454</b>
<b>Non-Current Assets</b>		
Long-term bank deposits	-	4,002
Severance pay fund	3,142	3,524
Other long-term receivables	1,573	2,557
Property and equipment, net	798	1,010
Operating lease right-of-use assets	1,651	2,457
Goodwill and intangible assets, net	2,950	-
<b>Total Non-Current Assets</b>	<b>10,114</b>	<b>13,550</b>
<b>Total Assets</b>	<b>\$ 107,529</b>	<b>\$ 101,004</b>
<b>Liabilities and Shareholders' Equity</b>		
<b>Current Liabilities</b>		
Trade payables	\$ 2,640	\$ 2,708
Deferred revenues and advances from customers	1,469	7,037
Employee and payroll accruals	5,400	5,198
Operating lease liabilities	1,062	1,024
Other liabilities and accrued expenses	9,540	6,829
<b>Total Current Liabilities</b>	<b>20,111</b>	<b>22,796</b>
<b>Non-Current Liabilities</b>		
Accrued severance pay	3,728	3,973
Operating lease liabilities	561	1,452
Other liabilities and accrued expenses	638	-
<b>Total Non-Current Liabilities</b>	<b>4,927</b>	<b>5,425</b>
<b>Total Liabilities</b>	<b>\$ 25,038</b>	<b>\$ 28,221</b>
<b>Shareholders' Equity</b>		
Share capital	\$ 736	\$ 706
Additional paid-in capital	154,697	148,610
Accumulated other comprehensive loss	(3,030)	(2,908)
Accumulated deficit	(69,912)	(73,625)
<b>Total Shareholders' Equity</b>	<b>82,491</b>	<b>72,783</b>
<b>Total Liabilities and Shareholders' Equity</b>	<b>\$ 107,529</b>	<b>\$ 101,004</b>

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**FOR IMMEDIATE RELEASE****RADCOM Appoints Guy Shemesh as its new CEO to Succeed Eyal Harari**

**TEL AVIV, Israel – January 31, 2024 – RADCOM Ltd. (Nasdaq: RDCM)** today announced that Eyal Harari, RADCOM’s Chief Executive Officer (CEO) since 2020, is retiring from his position at RADCOM and Guy Shemesh, formerly Vice President of Business Applications and General Manager, Vice President Cloud Business Unit at Nokia, will start his role as CEO on February 14, 2024.

Eyal Harari, RADCOM’s outgoing CEO, commented, “After over 20 years in various leadership roles within the company, including four years as CEO, leading the company through 16 consecutive revenue growth quarters, driving increased profitability, while establishing a robust recurring revenue business model as a software company, RADCOM is well positioned for a change in leadership. Now, it is the right time to move on to the next challenge and entrust the leadership to my successor. I will support Guy Shemesh and serve as an advisor to ensure a seamless transition.”

Guy Shemesh is a seasoned telecom executive with over 20 years of experience selling to tier-1 operators in the global telecom market. Guy Shemesh co-founded and later led Nokia’s CloudBand Business Unit, leading the sales of Nokia’s CloudBand Software Platform to multiple operators worldwide since 2011. Guy Shemesh has deep domain knowledge of building innovative software platforms that are the cornerstone of 5G networks. As Vice President at Nokia, he was responsible for selling and developing a comprehensive software products portfolio, CloudBand, assurance, monetization, AI/analytics, and more. His knowledge, experience, and skill set align with RADCOM’s cloud-based product strategy and vision.

Guy Shemesh commented, “I am delighted to join RADCOM, a fast-growing company with tremendous potential and innovative market-leading technology. I will leverage this tremendous potential to accelerate global sales and enhance customer value. As a company that prioritizes innovation, works closely with operators, and constantly invests in R&D, RADCOM is uniquely positioned to capitalize on the 5G transformation through its cloud-based technologies, empowered by Generative Artificial Intelligence (GenAI). I am thoroughly impressed with the passionate team, their mission, personal commitment, and RADCOM’s culture and values. I believe this approach will drive revenue growth and expand our market share in the telco space.”

Ms. Heli (Rachel) Bennun, RADCOM’s Executive Chairman of the Board, commented, “I would like to express the Board’s sincere thanks and appreciation to Eyal Harari for his long-term leadership at RADCOM and especially his last four years in his role as CEO that has fueled the company’s successful growth, and driven the company to be a strong, profitable company. We are grateful for his leadership and dedicated service and wish him well in his future endeavors.”

“We are excited to welcome Guy Shemesh as RADCOM’s new CEO, a seasoned telecom executive with vast experience selling to tier-1 operators, and established relationships with top-level industry executives around the globe.

“With a proven track record in selling to telcos as an expert in cloud technologies, we have complete confidence in Guy’s ability to accelerate RADCOM’s growth. We believe Guy has the sales experience in the telco domain and the industry knowledge the company needs to scale its growth and profitability to the next level.”

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For all investor inquiries, please contact:

**Investor Relations:**

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**Company Contact:**

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**About RADCOM**

RADCOM (Nasdaq: RDCM) is the leading expert in 5G ready cloud-native network intelligence solutions for telecom operators transitioning to 5G. RADCOM Network Intelligence consists of RADCOM Network Visibility, RADCOM Service Assurance, and RADCOM Network Insights. The RADCOM Network Intelligence suite offers intelligent, container-based, on-demand solutions to deliver network analysis from the RAN to the core for 5G assurance. Utilizing automated and dynamic solutions with smart minimal data collection and on-demand troubleshooting, and cutting-edge techniques based on machine learning, these solutions work in harmony to provide operators with an understanding of the entire customer experience and allow them to troubleshoot network performance from a high to granular level while reducing storage costs and cloud resource utilization. For more information on how to RADCOMize your network today, please visit [www.radcom.com](http://www.radcom.com), the content of which does not form a part of this press release.

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