

**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 August 2025
Commission File Number: 001-35284

Ellomay Capital Ltd.
(Translation of registrant's name into English)

18 Rothschild Blvd., Tel Aviv 6688121, Israel
(Address of principal executive office)

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 ☒ [X] Form 40-F ☐ []

THIS FORM 6-K IS HEREBY INCORPORATED BY REFERENCE INTO THE REGISTRANT'S REGISTRATION STATEMENTS ON FORM F-3 (NOS. 333-199696 AND 333-144171) AND FORM S-8 (NOS. 333-187533, 333-102288 AND 333-92491), AND TO BE A PART THEREOF FROM THE DATE ON WHICH THIS REPORT IS SUBMITTED, TO THE EXTENT NOT SUPERSEDED BY DOCUMENTS OR REPORTS SUBSEQUENTLY FILED OR FURNISHED.

Update in connection with Acquisition of Dorad Energy Ltd. Shares

Ellomay Capital Ltd. (the “**Company**”), hereby provides an update in connection with the acquisition of 15% of the outstanding shares of Dorad Energy Ltd. (“**Dorad**”) by Ellomay Luzon Energy Infrastructures Ltd. (“**Ellomay Luzon Energy**”), as reported by the Company on July 22, 2025, and following the Form 6-K submitted by the Company to the Securities and Exchange Commission on July 28, 2025 (the “**July 28, 2025 Form 6-K**”).

On August 3, 2025, Edelcom Ltd. (“**Edelcom**”) submitted a notice and request to the court in connection with its prior request for temporary injunctions (which was rejected by the court as described in the Company's Form 6-K submitted to the Securities and Exchange Commission on July 22, 2025). In its notice and request, Edelcom withdraws its prior request for temporary injunctions and requests that the court schedule a hearing in the main proceeding in connection with the statement of claim submitted by Edelcom on July 27, 2025 (as reported in the July 28, 2025 Form 6-K).

On August 4, 2025, the judge, after noting that the timing of the notice and request is surprising and the substance of the request raises questions, resolved to accept the withdrawal of the request for temporary injunctions. The judge further canceled the hearing scheduled for August 13, 2025 and determined that the respondents (including Ellomay Luzon Energy) will submit their position with respect to the August 3, 2025 request and notice by August 6, 2025 (in lieu of their responses to the request for temporary injunctions, which were due to be submitted by August 4, 2025).

Information Relating to Forward-Looking Statements

This report contains forward-looking statements that involve substantial risks and uncertainties, including statements that are based on the current expectations and assumptions of the Company's management. All statements, other than statements of historical facts, included in this report regarding the Company's plans and objectives, expectations and assumptions of management are forward-looking statements. The use of certain words, including the words “estimate,” “will,” “project,” “intend,” “expect,” “believe” and similar expressions are intended to identify forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The Company may not actually achieve the plans, intentions or expectations disclosed in the forward-looking statements and you should not place undue reliance on the Company's forward-looking statements. Various important factors could cause actual results or events to differ materially from those that may be expressed or implied by the Company's forward-looking statements, including potential outcome of current and future litigation in connection with Dorad's shares held by Ellomay Luzon Energy, the non-fulfillment of any of the conditions to closing, changes in market conditions, inability to receive required regulatory approvals, the impact of the war and hostilities in Israel, Gaza and Iran, changes in electricity prices and demand, regulatory changes, including extension of current or approval of new rules and regulations increasing the operating expenses of manufacturers of renewable energy in Spain, increases in interest rates and inflation, changes in the supply and prices of resources required for the operation of the Company's facilities (such as waste and natural gas) and in the price of oil, the impact of the continued military conflict between Russia and Ukraine, technical and other disruptions in the operations or construction of the power plants owned by the Company and general market, political and economic conditions in the countries in which the Company operates, including Israel, Spain, Italy and the United States. These and other risks and uncertainties associated with the

Company's business are described in greater detail in the filings the Company makes from time to time with the Securities and Exchange Commission, including its Annual Report on Form 20-F. The forward-looking statements are made as of this date and the Company does not undertake any obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.

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.

Ellomay Capital Ltd.

By: /s/ Ran Fridrich

Ran Fridrich

Chief Executive Officer and Director

Dated: August 4, 2025