



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

**SCHEDULE 13G  
UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 7)\***

**Ellomay Capital Ltd.**  
(Name of Issuer)

Ordinary Shares, par value NIS 10.00 per share  
(Title of Class of Securities)

M39927120  
(CUSIP Number)

December 18, 2023  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the *Securities Exchange Act* of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

|  |  |  |
|--|--|--|
| 1  | NAME OF REPORTING PERSONS<br><br>The Phoenix Holdings Ltd.   |  |
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See instructions)<br>(a) <input type="checkbox"/><br>(b) <input checked="" type="checkbox"/> |  |
| 3  | SEC USE ONLY   |  |
| 4  | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>Israel   |  |
| NUMBER OF SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | 5  | SOLE VOTING POWER<br><br>---                   |
|  | 6  | SHARED VOTING POWER<br><br>700,802.06 (*)      |
|  | 7  | SOLE DISPOSITIVE POWER<br><br>---              |
|  | 8  | SHARED DISPOSITIVE POWER<br><br>700,802.06 (*) |
| 9  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br><br>700,802.06 (*)   |  |
| 10   | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See instructions)<br><br><input type="checkbox"/>                            |  |
| 11   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9<br><br>5.45% (*) (**)  |  |
| 12   | TYPE OF REPORTING PERSON (See instructions)<br><br>CO  |  |

(\*) The beneficial ownership of the securities reported herein is described in Item 4(a).

(\*\*) Based on 12,852,585 Ordinary Shares outstanding as of December 20, 2023 (as reported on Bloomberg LP).

**Item 1. (a)** Name of Issuer:

Ellomay Capital Ltd.

**(b)** Address of Issuer's Principal Executive Offices:

18 Rothschild Boulevard, 1st floor, Tel Aviv, 6688121, Israel

**Item 2. (a)** Name of Person Filing:

The Phoenix Holdings Ltd.

The securities reported herein are beneficially owned by various direct or indirect, majority or wholly-owned subsidiaries of the Phoenix Holdings Ltd. (the "Subsidiaries"). The Subsidiaries manage their own funds and/or the funds of others, including for holders of exchange-traded notes or various insurance policies, members of pension or provident funds, unit holders of mutual funds, and portfolio management clients. Each of the Subsidiaries operates under independent management and makes its own independent voting and investment decisions.

**(b)** Address of Principal Business Office:

The address of the Phoenix Holdings Ltd. is Derech Hashalom 53, Givataim, 53454, Israel.

**(c)** Citizenship:

The Phoenix Holdings Ltd. - Israel

**(d)** Title of Class of Securities:

Ordinary Shares, par value NIS 10.00 per share

**(e)** CUSIP Number:

M39927120

**Item 3.** Not applicable.

**Item 4.** Ownership:

**(a)** Amount beneficially owned:

See row 9 of cover page of each reporting person.

Each of the Subsidiaries operates under independent management and makes its own independent voting and investment decisions. Neither the filing of this Schedule 13G nor any of its contents shall be deemed to constitute an admission by either the Filing Persons or Subsidiaries that a group exists for purposes of Section 13(d) of the Securities Exchange Act of 1934 or for any other purpose, and each reporting person disclaims the existence of any such group. In addition, each of the Filing Persons and Subsidiaries disclaims any beneficial ownership of the securities covered by this report in excess of their actual pecuniary interest therein. This Statement shall not be construed as an admission by the Filing Persons or Subsidiaries that they are the beneficial owners of any of the Ordinary Shares covered by this Statement, and each of Filing Persons and Subsidiaries disclaims beneficial ownership of any such Ordinary Shares.

As of December 18, 2023, the securities reported herein were held as follows:

|   | <u>Ordinary Shares</u> | <u>Percentage of total Ordinary Shares outstanding</u> |
|---|------------------------|--|
| The Phoenix Investments House - "nostro" accounts | --                     | --   |
| The Phoenix Investments House - trust funds       | 26,869.06              | 0.21%  |
| The Phoenix Investments House - ETF's             | --                     | --   |
| The Phoenix "nostro" accounts                     | 69,642                 | 0.54%  |
| The Phoenix pension and provident funds           | --                     | --   |
| Linked insurance policies of Phoenix              | --                     | --   |
| Partnership for Israeli shares (1)                | 564,963                | 4.40%  |
| Partnership for investing in shares indexes (1)   | 39,328                 | 0.31%  |
| Partnership for international shares (1)          | --                     | --   |
| Halman - Aldubi Provident and Pension Funds Ltd.  | --                     | --   |

(1) All ownership rights in this partnership belong to companies that are part of Phoenix Group. The amount of ownership rights held by such companies in the partnership changes frequently according to a mechanism provided in the partnership agreement.

(b) Percent of class:

See row 11 of cover page of each reporting person

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See row 5 of cover page of each reporting person

(ii) Shared power to vote or to direct the vote:

See row 6 of cover page of each reporting person and note in Item 4(a) above

(iii) Sole power to dispose or to direct the disposition of:

See row 7 of cover page of each reporting person

(iv) Shared power to dispose or to direct the disposition of:

See row 8 of cover page of each reporting person and note in Item 4(a) above

**Item 5.** Ownership of Five Percent or Less of a Class:  
Not applicable.

**Item 6.** Ownership of More than Five Percent on Behalf of Another:  
Not applicable.

**Item 7.** Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:  
Not applicable.

**Item 8.** Identification and Classification of Members of the Group:  
Not applicable.

**Item 9.** Notice of Dissolution of Group:  
Not applicable.

**Item 10.**Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

December 21, 2023

**The Phoenix Holdings Ltd.**

/s/ Eli Schwartz

By: Eli Schwartz\*

Title: Executive Vice President - Chief Financial Officer

/s/ Haggai Schreiber

By: Haggai Schreiber\*

Title: Executive Vice President - Chief Officer

\* Signature duly authorized by resolution of the Board of Directors, notice of which is attached as Exhibit 1 to this Schedule 13G.

**EXHIBIT DESCRIPTION****NO.**

Exhibit 1 Notice of resolution of the Board of Directors of the Phoenix Holdings Ltd., dated as of December 12, 2019  
(incorporated herein by reference to Exhibit 1 to the Schedule 13G filed on July 22, 2021).

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**Exhibit 1****[Unofficial Translation]**

December 12, 2019

**Powers of Signature in The Phoenix Holdings Ltd. (hereinafter: the "Company")**

In accordance with a resolution of the Board of Directors of the Company, the powers of signatures in the Company as of December 12, 2019, are as follows:

**General Rights of Signature**

1. The signature of the Chairman of the Board of Directors (and / or the CEO (Mr. Eyal Ben Simon) of the Company together, or the signature of one of them with the additional signature of an officer from Group A, shall bind the Company in any matter for an unlimited amount.
2. The signatures of two officers from Group A (that are not subject to one another, apart from the CEO) shall bind the Company in any matter up to a sum of NIS 400,000,000.
3. \*\*\*
4. \*\*\*

**Delegation and Revocation of Powers**

5. \*\*\*
6. \*\*\*
7. \*\*\*

| <b>Group A</b>   | <b>Group B</b> |
|--|----------------|
| ***  | ***            |
| ***  | ***            |
| ***  |                |
| Eli Schwartz (Executive Vice President - Chief Financial Officer)                        |                |
| Haggai Schreiber (Executive Vice President - Chief Investment Officer)                   |                |
| Menachem Neeman (Executive Vice President - Chief Legal Counsel and Corporate Secretary) |                |

I hereby certify that the aforesaid resolutions of the Board of Directors were duly adopted and are binding on the Company for all intents and purposes.

/s/ Elad Sirkis  
Elad Sirkis, Advocate