

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 9)

Ellomay Capital Ltd

(Name of Issuer)

Ordinary Shares, par value NIS 10.00 per share

(Title of Class of Securities)

M39927120

(CUSIP Number)

12/31/2024

(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)

SCHEDULE 13G

CUSIP No.	M39927120
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1	Names of Reporting Persons Phoenix Financial Ltd.
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2	Check the appropriate box if a member of a Group (see instructions)	
	<input type="checkbox"/> (a)	<input checked="" type="checkbox"/> (b)
3	Sec Use Only	
4	Citizenship or Place of Organization ISRAEL	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 1,306,161.06
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 1,306,161.06
9	Aggregate Amount Beneficially Owned by Each Reporting Person 1,306,161.06	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>	
11	Percent of class represented by amount in row (9) 10.16 %	
12	Type of Reporting Person (See Instructions) CO	

Comment for Type of Reporting Person: With regard to rows (6), (8), (9) and (11), the beneficial ownership of the securities reported herein is described in Item 4(a).

Row (11) is Based on 12,852,585 Ordinary Shares outstanding as of January 21, 2025 (as reported on Bloomberg LP).

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Item 1.

(a) Name of issuer:

Ellomay Capital Ltd

(b) Address of issuer's principal executive offices:

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

Item 2.

(a) Name of person filing:

Phoenix Financial Ltd.

The securities reported herein are beneficially owned by various direct or indirect, majority or wholly-owned subsidiaries of Phoenix Financial 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 or principal business office or, if none, residence:

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

(c) Citizenship:

Phoenix Financial Ltd. - Israel

(d) Title of class of securities:

Ordinary Shares, par value NIS 10.00 per share

(e) CUSIP No.:

M39927120

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a)** ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b)** ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)** ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)** ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)** ☐ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f)** ☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g)** ☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h)** ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)** ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)** ☐ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
- (k)** ☐ Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

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.

As of December 31, 2024, the securities reported herein were held as follows:

35,893.06 ordinary shares (representing 0.28% of the total ordinary shares outstanding) beneficially owned by The Phoenix Investments House - trust funds.

119,953 ordinary shares (representing 0.93% of the total ordinary shares outstanding) beneficially owned by The Phoenix "nostro" accounts.

1,113,075 ordinary shares (representing 8.66% of the total ordinary shares outstanding) beneficially owned by Partnership for Israeli shares (1).

37,240 ordinary shares (representing 0.29% of the total ordinary shares outstanding) beneficially owned by Partnership for investing in shares indexes (1).

(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:

10.16 %

(c) Number of shares as to which the 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 5 Percent or Less of a Class.

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

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. Certifications:

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, other than activities solely in connection with a nomination under ?? 240.14a-11.

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.

Phoenix Financial Ltd.

Signature: /s/ Eli Schwartz

Name/Title: Eli Schwartz/Vice President - Chief Financial Officer

Date: 02/10/2025

Signature: /s/ Haggai Schreiber

Name/Title: Haggai Schreiber/Executive Vice President - Chief Investment Officer

Date: 02/10/2025

Exhibit Information

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