

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 6)

Ellomay Capital Ltd.

(Name of Issuer)

Ordinary Shares, par value NIS 10.00 par share

(Title of Class of Securities)

M39927120

(CUSIP Number)

09/30/2025

(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

1

Names of Reporting Persons

Yelin Lapidot Holdings Management Ltd.

2	Check the appropriate box if a member of a Group (see instructions)	
	☐ (a)	☐ (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 1,584,920.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 1,584,920.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 1,584,920.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐	
11	Percent of class represented by amount in row (9) 11.50 %	
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 13,779,585 Ordinary Shares outstanding as of September 10, 2025 (as reported on the issuer's form 6-K filed with the Securities and Exchange Commission on September 12, 2025).

SCHEDULE 13G

CUSIP No.	M39927120
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1	Names of Reporting Persons Dov Yelin	
2	Check the appropriate box if a member of a Group (see instructions)	
	☐ (a)	☐ (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 1,584,920.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 1,584,920.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 1,584,920.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐	
11	Percent of class represented by amount in row (9) 11.50 %	
12	Type of Reporting Person (See Instructions) IN	

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 13,779,585 Ordinary Shares outstanding as of September 10, 2025 (as reported on the issuer's form 6-K filed with the Securities and Exchange Commission on September 12, 2025).

SCHEDULE 13G

CUSIP No.	M39927120
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1	Names of Reporting Persons Yair Lapidot	
2	Check the appropriate box if a member of a Group (see instructions) ☐ (a) ☐ (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization ISRAEL	
Number of Shares	5	Sole Voting Power

Beneficially Owned by Each Reporting Person With:		0.00
	6	Shared Voting Power 1,584,920.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 1,584,920.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 1,584,920.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐	
11	Percent of class represented by amount in row (9) 11.50 %	
12	Type of Reporting Person (See Instructions) IN	

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 13,779,585 Ordinary Shares outstanding as of September 10, 2025 (as reported on the issuer's form 6-K filed with the Securities and Exchange Commission on September 12, 2025).

SCHEDULE 13G

CUSIP No.	M39927120
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1	Names of Reporting Persons Yelin Lapidot Provident Funds Management Ltd.	
2	Check the appropriate box if a member of a Group (see instructions) ☐ (a) ☐ (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization ISRAEL	
Number of Shares Beneficially Owned by Each Reporting	5	Sole Voting Power 0.00
	6	Shared Voting Power 730,028.00

Person With:	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 730,028.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 730,028.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐	
11	Percent of class represented by amount in row (9) 5.30 %	
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 13,779,585 Ordinary Shares outstanding as of September 10, 2025 (as reported on the issuer's form 6-K filed with the Securities and Exchange Commission on September 12, 2025).

SCHEDULE 13G

CUSIP No.	M39927120
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1	Names of Reporting Persons Yelin Lapidot Mutual Funds Management Ltd.	
2	Check the appropriate box if a member of a Group (see instructions) ☐ (a) ☐ (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 854,892.00
	7	Sole Dispositive Power 0.00

	8	Shared Dispositive Power 854,892.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 854,892.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐	
11	Percent of class represented by amount in row (9) 6.20 %	
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 13,779,585 Ordinary Shares outstanding as of September 10, 2025 (as reported on the issuer's form 6-K filed with the Securities and Exchange Commission on September 12, 2025).

SCHEDULE 13G

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:**

Yelin Lapidot Holdings Management Ltd.

Dov Yelin

Yair Lapidot

Yelin Lapidot Provident Funds Management Ltd.

Yelin Lapidot Mutual Funds Management Ltd.

(b) **Address or principal business office or, if none, residence:**

Yelin Lapidot Holdings Management Ltd. - 50 Dizengoff St., Dizengoff Center, Gate 3, Top Tower, 13th floor, Tel Aviv 64332, Israel

Dov Yelin - 50 Dizengoff St., Dizengoff Center, Gate 3, Top Tower, 13th floor, Tel Aviv 64332, Israel

Yair Lapidot - 50 Dizengoff St., Dizengoff Center, Gate 3, Top Tower, 13th floor, Tel Aviv 64332, Israel

Yelin Lapidot Provident Funds Management Ltd. - 50 Dizengoff St., Dizengoff Center, Gate 3, Top Tower, 13th floor, Tel Aviv 64332, Israel

Yelin Lapidot Mutual Funds Management Ltd. - 50 Dizengoff St., Dizengoff Center, Gate 3, Top Tower, 13th floor, Tel Aviv 64332, Israel

(c) Citizenship:

Yelin Lapidot Holdings Management Ltd. - Israel

Dov Yelin - Israel

Yair Lapidot - Israel

Yelin Lapidot Provident Funds Management Ltd. - Israel

Yelin Lapidot Mutual Funds Management Ltd. - Israel

(d) Title of class of securities:

Ordinary Shares, par value NIS 10.00 par 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.

On September 30, 2025, the securities reported herein were beneficially owned as follows:

854,892 Ordinary Shares (representing 6.20% of the total Ordinary Shares outstanding) beneficially owned by mutual funds managed by Yelin Lapidot Mutual Funds Management Ltd.

730,028 Ordinary Shares (representing 5.30% of the total Ordinary Shares outstanding) beneficially owned by provident funds managed by Yelin Lapidot Provident Funds Management Ltd.

The securities reported herein are beneficially owned by provident funds managed by Yelin Lapidot Provident Funds Management Ltd. and/or mutual funds managed by Yelin Lapidot Mutual Funds Management Ltd. (the "Subsidiaries"), each a wholly-owned subsidiary of Yelin Lapidot Holdings Management Ltd. ("Yelin Lapidot Holdings"). Mr. Yelin owns 24.38% of the share capital and 25.00% of

the voting rights of Yelin Lapidot Holdings, Mr. Lapidot owns 24.62% of the share capital and 25.00% of the voting rights of Yelin Lapidot Holdings. Messrs Yelin and Lapidot are responsible for the day-to-day management of Yelin Lapidot Holdings. In accordance with the Shareholders' Agreement, dated December 5, 2018, until the End of the "Suspension Period" Messrs Yelin and Lapidot are entitled to jointly appoint the majority of the members of Yelin Lapidot Holdings board. The Subsidiaries operate under independent management and make their own independent voting and investment decisions. Any economic interest or beneficial ownership in any of the securities covered by this report is held for the benefit of the members of the provident funds or mutual funds, as the case may be. This Statement shall not be construed as an admission by Messrs. Yelin and Lapidot, Yelin Lapidot Holdings or the Subsidiaries that he or it is the beneficial owner of any of the securities covered by this Statement, and each of Messrs. Yelin and Lapidot, Yelin Lapidot Holdings, and the Subsidiaries disclaims beneficial ownership of any such securities.

(b) Percent of class:

See row 11 of cover page of each reporting person

(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.

Yelin Lapidot Holdings Management Ltd.

Signature: /s/ Dov Yelin
Name/Title: Dov Yelin / Joint Chief Executive Officer
Date: 11/05/2025

Dov Yelin

Signature: /s/ Dov Yelin
Name/Title: Dov Yelin
Date: 11/05/2025

Yair Lapidot

Signature: /s/ Yair Lapidot
Name/Title: Yair Lapidot
Date: 11/05/2025

Yelin Lapidot Provident Funds Management Ltd.

Signature: /s/ Yair Lapidot
Name/Title: Yair Lapidot/ Co-Owner
Date: 11/05/2025

Yelin Lapidot Mutual Funds Management Ltd.

Signature: /s/ Yair Lapidot
Name/Title: Yair Lapidot/ Co-Owner
Date: 11/05/2025

Exhibit Information

Exhibit 1 - Joint Filing Agreement filed by and among the Reporting Persons, dated as of November 05, 2025.

Joint Filing Agreement

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed with respect to the ownership by each of the undersigned of shares of Ellomay Capital Ltd.. Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate. In accordance with Rule 13d-1(k)(1), the undersigned hereby agree to the joint filing with each other on behalf of each of them of such a statement on Schedule 13G and any amendments thereto with respect to the equity securities (as defined in Rule 13d-1(i)) of the issuer, beneficially owned by each of them. This Joint Filing Agreement shall be included as an exhibit to such Schedule 13G and any amendments thereto.

This agreement may be executed in any number of counterparts, each of which shall be deemed an original.

November 05, 2025

Dov Yelin

/s/ Dov Yelin

By: Dov Yelin

Yair Lapidot

/s/ Yair Lapidot

By: Yair Lapidot

Yelin Lapidot Holdings Management Ltd.

/s/ Dov Yelin

By: Dov Yelin

Yelin Lapidot Provident Funds Management Ltd.

/s/ Yair Lapidot

By: Yair Lapidot

Title: Co-Owner

Yelin Lapidot Mutual Funds Management Ltd.

/s/ Yair Lapidot

By: Yair Lapidot

Title: Co-Owner