

As filed with the Securities and Exchange Commission on April 4, 2012

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

**FORM S-8**  
**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**GILAT SATELLITE NETWORKS LTD.**  
(Exact name of registrant as specified in its charter)

**Israel**  
(State or other jurisdiction of incorporation or organization)

**Not Applicable**  
(I.R.S. Employer Identification No.)

**21 Yegia Kapayim Street  
Daniv Park, Kiryat Arye  
Petah Tikva 49130, Israel**  
(Address of Principal Executive Offices) (Zip Code)

**GILAT SATELLITE NETWORKS LTD. 2008 SHARE INCENTIVE PLAN**  
(Full title of the plans)

**Gilat Satellite Networks Inc.  
1750 Old Meadow Road  
McLean, VA 22102  
Attn: Legal Department**  
(Name and address of agent for service)

**703-848-1000**  
(Telephone number, including area code, of agent for service)

**Copies to:**

Steven J. Glusband, Esq.  
Carter Ledyard & Milburn LLP  
2 Wall Street  
New York, New York 10005  
(212) 732-3200

Alon Levy, Adv.  
VP General Counsel and Corporate Secretary  
Gilat Satellite Networks Ltd.  
21 Yegia Kapayim Street  
Daniv Park, Kiryat Arye  
Petah Tikva 49130, Israel  
(+972)-(3)-925-2000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated filer ☐ Accelerated filer ☒ Non-accelerated filer ☐ Smaller Reporting Company ☐

# CALCULATION OF REGISTRATION FEE

<u>Title of securities to be registered</u>	<u>Amount to be registered (1)</u>	<u>Proposed maximum offering price per share</u>	<u>Proposed maximum aggregate offering price</u>	<u>Amount of registration fee (2)</u>
Ordinary Shares, par value NIS 0.20 per share	2,000,000(3)	\$ 4.00(4)	\$ 8,000,000	\$ 916.80
Total	2,000,000	N/A	\$ 8,000,000	\$ 916.80

- (1) In addition, pursuant to Rule 416 under the Securities Act of 1933, as amended, this Registration Statement also covers an indeterminate number of shares of the Registrant's ordinary shares, par value NIS 0.20 per share (the "Ordinary Shares") that may be offered or issued pursuant to the Gilat Satellite Networks Ltd. 2008 Share Incentive Plan (the "2008 Plan") by reason of stock splits, stock dividends or similar transactions.
- (2) Calculated pursuant to Section 6(b) of the Securities Act of 1933, as amended, as follows: proposed maximum aggregate offering price multiplied by 0.0001146.
- (3) Issuable under options and other share incentive awards that may be granted in the future under the Registrant's 2008 Plan.
- (4) Pursuant to Rule 457(h) and (c) under the Securities Act of 1933, as amended, the proposed maximum offering price per share is calculated based on the average of the daily high and low sale prices (\$4.09 and \$3.90) of the Ordinary Shares, as quoted on the NASDAQ Global Select Market on March 30, 2012.

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**This Registration Statement shall become effective immediately upon filing as provided in Rule 462 under the Securities Act of 1933.**

#### **EXPLANATORY NOTE**

The purpose of this Registration Statement on Form S-8 is to register an additional 2,000,000 Ordinary Shares for issuance under the Registrant's 2008 Share Incentive Plan, or the Plan. In accordance with General Instruction E of Form S-8, the contents of the Registrant's Registration Statement on Form S-8 (File No. 333-158476) filed with the Securities and Exchange Commission on April 8, 2009, is incorporated herein by reference and the information required by Part II is omitted, except as supplemented by the information set forth below.

#### **Item 8. EXHIBITS.**

- 4.1 Memorandum of Association, as amended (1)
- 4.2 Articles of Association, as amended and restated (2)
- 4.3 Gilat Satellite Networks Ltd. 2008 Share Incentive Plan (including the Israeli Sub-plan to the Gilat Satellite Networks Ltd. 2008 Share Incentive Plan) (3)
- 5 Opinion of Alon Levy, Adv., VP General Counsel and Corporate Secretary.
- 23.1 Consent of Alon Levy, Adv., VP General Counsel and Corporate Secretary (included in Exhibit 5)
- 23.2 Consent of Kost Forer, Gabbay & Kasierer, a Member of Ernst & Young Global
- 24 Power of Attorney (included as part of this Registration Statement).

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- (1) Filed as Exhibit 1.1 to the Registrant's Annual Report on Form 20-F for the year ended December 31, 2000, and incorporated herein by reference.
  - (2) Filed as Exhibit 1.2 to the Registrant's Annual Report on Form 20-F for the year ended December 31, 2011, and incorporated herein by reference.
  - (3) Filed as a Exhibit 4.4 to the Registrant's Registration Statement on Form S-8 (File No. 333-158476), filed with the Securities and Exchange Commission on April 8, 2009, and incorporated herein by reference.
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#### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Petah Tikvah, Israel on April 4, 2012.

By: /s/ Erez Antebi

Erez Antebi  
Chief Executive Officer

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## POWERS OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Erez Antebi and Yaniv Reinhold, and each of them severally, his true and lawful attorney-in-fact, and agent each with power to act with or without the other, and with full power of substitution and resubstitution, to execute in the name of such person, in his capacity as a director or officer of Gilat Satellite Networks Ltd., any and all amendments to this Registration Statement on Form S-8 and all instruments necessary or incidental in connection therewith, and to file the same with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or their substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, the Registration Statement has been signed by the following persons in the capacities indicated.

<b><u>Signature</u></b>	<b><u>Title</u></b>
<u>/s/Amiram Levinberg</u> Amiram Levinberg	Chairman of the Board of Directors
<u>/s/ Erez Antebi</u> Erez Antebi	Chief Executive Officer
<u>/s/Yaniv Reinhold</u> Yaniv Reinhold	Chief Financial Officer and Principal Accounting Officer
<u>/s/ Haim Benjamini</u> Haim Benjamini	Director
<u>Leora Meridor</u> Leora Meridor	Director
<u>/s/ Jeremy Blank</u> Jeremy Blank	Director
<u>/s/ Dr. Ehud Ganani</u> Dr. Ehud Ganani	Director
<u>/s/ Gilead Halevy</u> Gilead Halevy	Director
<u>Karen Sarid</u> Karen Sarid	Director
<u>Izhak Tamir</u> Izhak Tamir	Director
Gilat Satellite Networks Inc. By: <u>/s/Erez Antebi</u> Name: Erez Antebi Title: President	Authorized Representative in the United States

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April 4, 2012

Gilat Satellite Networks Ltd.  
21 Yegia Kapayim Street  
Daniv Park, Kiryat Arye  
Petah Tikva 49130  
Israel

Ladies and Gentlemen:

As counsel to Gilat Satellite Networks Ltd., a company organized under the laws of the State of Israel (the "Company"), I refer to the Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, on behalf of the Company, relating to 2,000,000 of the Company's Ordinary Shares, nominal value NIS 0.20 per share (the "Shares"), issuable under the Company's 2008 Share Incentive Plan (the "Plan").

As Israeli counsel to the Company, I have examined such corporate records, certificates and other documents, and such questions of law, as I have considered necessary or appropriate for the purpose of our opinion. Upon the basis of such examination, I am of the opinion that, the Shares, when issued and sold pursuant to the terms of the Plan and the grants thereunder, will be legally and validly issued, fully paid and non-assessable.

The opinion expressed herein is limited to Israeli law, and I do not express any opinion as to the laws of any other jurisdiction.

I consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, I do not thereby admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended.

Very truly yours,

/s/ Alon Levy  
Alon Levy, Adv.  
VP General Counsel and Corporate Secretary

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statements on Form S-8 pertaining to the to the Gilat Satellite Networks Ltd. 2008 Share Incentive Plan for an aggregate of 2,000,000 shares, of our report dated April 2, 2012, with respect to the consolidated financial statements of Gilat Satellite Networks Ltd. and the effectiveness of internal control over financial reporting of Gilat Satellite Networks Ltd. included in its Annual Report on Form 20-F for the year ended December 31, 2011, filed with the Securities and Exchange Commission.

/s/ Kost Forer Gabbay & Kasierer  
Kost Forer Gabbay & Kasierer  
Certified Public Accountants  
(A member of Ernst & Young Global)

Tel Aviv, Israel  
April 2, 2012

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