

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE TO

(Rule 14d-100)

Tender Offer Statement under

Section 14(d)(1) or 13(e)(1) of the Securities Exchange Act of 1934
(AMENDMENT NO. 2)

GILAT SATELLITE NETWORKS LTD.

(Name of Subject Company (Issuer))

FIMI OPPORTUNITY IV, L.P.

FIMI ISRAEL OPPORTUNITY IV, LIMITED PARTNERSHIP

FIMI OPPORTUNITY V, L.P.

FIMI ISRAEL OPPORTUNITY FIVE, LIMITED PARTNERSHIP

FIMI IV 2007 LTD.

FIMI FIVE 2012 LTD.

SHIRA AND ISHAY DAVIDI MANAGEMENT LTD.

ISHAY DAVIDI

(Name of Filing Person (Offeror))

ORDINARY SHARES, PAR VALUE NIS 0.20 PER SHARE

(Title of Class of Securities)

M51474118

(CUSIP Number of Class of Securities)

Amiram Boehm

FIMI FIVE 2012 Ltd.

Electra Tower, 98 Yigal Alon St., Tel-Aviv 6789141, Israel

Telephone: +972-3-565-2244

(Name, address and telephone numbers of person authorized to receive
notices and communications on behalf of filing persons)

With copies to:

Sharon Amir, Adv.
Naschitz, Brandes, Amir & Co.
5 Tuval Street
Tel-Aviv 6789717, Israel
Telephone: +972-3-623-5000

Andrew D. Thorpe
Orrick, Herrington & Sutcliffe LLP
405 Howard Street
San Francisco, CA 94105-2669
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CALCULATION OF FILING FEE

Transaction Valuation*
\$25,573,423

Amount of Filing Fee**
\$2,972

* For purposes of calculating the filing fee only, this amount is based on the offer to purchase 5,166,348 ordinary shares of Gilat Satellite

Networks Ltd. at a purchase price of \$4.95 cash per share.

** Calculated in accordance with Section 14(g) of the Securities Exchange Act of 1934, as amended, as updated by Fee Advisory #1 for Fiscal Year 2015, by multiplying the transaction valuation by 0.0001162.

☒ **Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.**

Amount Previously Paid: \$2,972 Form or Registration No.: SC TO-T	Filing Party: FIMI Opportunity IV, L.P. FIMI Israel Opportunity IV, Limited Partnership FIMI Opportunity V, L.P. FIMI Israel Opportunity Five, Limited Partnership FIMI IV 2007 Ltd., FIMI Five 2012 Ltd. Shira and Ishay Davidi Management Ltd. Ishay Davidi Date Filed: October 24, 2014
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☐ **Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.**

Check the appropriate boxes below to designate any transaction to which the statement relates:

- ☒ third-party tender offer subject to Rule 14d-1
☐ issuer tender offer subject to Rule 13e-4
☐ going-private transaction subject to Rule 13e-3
☐ amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer: ☐

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

This Amendment No. 2 amends and supplements the Tender Offer Statement on Schedule TO (the "Schedule TO") filed by FIMI Opportunity IV, L.P., a limited partnership organized under the laws of the State of Delaware, FIMI Israel Opportunity IV, Limited Partnership, a limited partnership organized under the laws of the State of Israel, FIMI Opportunity V, L.P., a limited partnership organized under the laws of the State of Delaware, and FIMI Israel Opportunity Five, Limited Partnership, a limited partnership organized under the laws of the State of Israel (collectively, the "Bidder" or "FIMI") and FIMI IV 2007 Ltd., FIMI Five 2012 Ltd., Shira and Ishay Davidi Management Ltd. and Ishay Davidi (together with the Bidder, the "Bidder Group"), on October 24, 2014 with the Securities and Exchange Commission (the "Commission"), as amended by Amendment No. 1 to the Schedule TO filed by Bidder on November 21, 2014 with the Commission, in connection with its offer to purchase 5,166,348 outstanding ordinary shares, NIS 0.2 nominal value per share (the "Shares"), of Gilat Satellite Networks Ltd. ("Gilat"), at \$4.95 per Share, net to the seller in cash, less any applicable withholding taxes, and without interest, upon the terms of, and subject to the conditions to, the Offer to Purchase, dated October 24, 2014 (the "Offer to Purchase") and the related Letter of Transmittal, copies of which were previously filed with the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively (which, together with any amendments or supplements thereto, constitute the "Offer").

This Schedule TO is intended to satisfy the reporting requirements of Rule 14d-1 under the Securities Exchange Act of 1934, as amended. The information contained in the Schedule TO, the Offer to Purchase and the Letter of Transmittal is incorporated herein by reference in response to all of the items in this Amendment No. 2 to the Schedule TO, except

that such information is hereby amended and supplemented to the extent specifically provided herein. Capitalized terms used herein but not otherwise defined have the meaning ascribed to such terms in the

Offer to Purchase.

Items 1 through 9 and 11

Items 1 through 9 and 11 of the Schedule TO, which incorporate by reference the information contained in the Offer to Purchase, are hereby amended and supplemented as follows:

(1) “On November 25, 2014, the Bidder issued a press release announcing that all of the conditions to the Offer have been satisfied and that it is commencing the Additional Offer Period. A copy of the press release is attached hereto as Exhibit (a)(5)(D) and is incorporated herein by reference.”

SIGNATURES

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

FIMI OPPORTUNITY IV, L.P.
By: FIMI IV 2007 LTD., its general partner
By: /s/ Ishay Davidi
Name: Ishay Davidi
Title: Chief Executive Officer

FIMI ISRAEL OPPORTUNITY IV, LIMITED PARTNERSHIP
By: FIMI IV 2007 LTD., its general partner
By: /s/ Ishay Davidi
Name: Ishay Davidi
Title: Chief Executive Officer

FIMI OPPORTUNITY V, L.P.
By: FIMI FIVE 2012 LTD., its general partner
By: /s/ Ishay Davidi
Name: Ishay Davidi
Title: Chief Executive Officer

FIMI ISRAEL OPPORTUNITY FIVE, LIMITED PARTNERSHIP
By: FIMI FIVE 2012 LTD., its general partner
By: /s/ Ishay Davidi
Name: Ishay Davidi
Title: Chief Executive Officer

FIMI IV 2007 LTD.
By: /s/ Ishay Davidi
Name: Ishay Davidi
Title: Chief Executive Officer

FIMI FIVE 2012 LTD.
By: /s/ Ishay Davidi
Name: Ishay Davidi
Title: Chief Executive Officer

SHIRA AND ISHAY DAVIDI MANAGEMENT LTD.
By: /s/ Ishay Davidi
Name: Ishay Davidi
Title: Chief Executive Officer

/s/ Ishay Davidi
Ishay Davidi

Dated: November 25, 2014

EXHIBIT INDEX

NO.	DESCRIPTION
(a)(1)(A)	Offer to Purchase dated October 24, 2014.*
(a)(1)(B)	Letter of Transmittal.*
(a)(1)(C)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(D)	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(E)	Guidelines for Certification of Taxpayer Identification Number on Substitute W-9.*
(a)(1)(F)	Notice of Objection.*
(a)(1)(G)	Declaration Form (“Declaration of Status for Israeli Income Tax Purposes”).*
(a)(5)(A)	Text of Press Release issued by the Bidder on October 24, 2014.*
(a)(5)(B)	Form of Cover of ‘Mifrat’ to be filed with the Israeli Securities Authority on October 24, 2014. †*
(a)(5)(C)	Form of Acceptance Notice and Notice of Objection to be filed with the Israeli Securities Authority on October 24, 2014. †*
(a)(5)(D)	Text of Press Release issued by the Bidder on November 25, 2014, announcing the commencement of the Additional Offer Period.
(b)	Not applicable.
(c)	Not applicable.
(d)	Agreement, dated September 17, 2014, by and among (1) FIMI Opportunity Fund IV, L.P., FIMI Israel Opportunity Fund IV, Limited Partnership, FIMI Opportunity V, L.P. and FIMI Israel Opportunity V, Limited Partnership, and (2) York Capital Management, L.P., York Multi-Strategy Master Fund, L.P., York Credit Opportunities Fund, L.P., York Credit Opportunities Master Fund, L.P., Jorvik Multi-Strategy Master Fund, L.P. and Permal York Ltd. (incorporated by reference to Exhibit 3 to Amendment No. 10 to Schedule 13D filed on September 18, 2014 by York Capital Management Global Advisors, LLC (File No. 005-49455)).*
(e)	Not applicable.
(f)	Not applicable.
(g)	Not applicable.
(h)	Not applicable.

† English translation from Hebrew.
* Previously filed.

**FIMI Successfully Completes Tender Offer for Shares of Gilat Satellite Networks Ltd.
(Nasdaq: GILT) and Commences the Four-Day Additional Offer Period**

**Following the lapse of the Additional Offer Period FIMI will hold
approximately 35.1% of Gilat's Shares**

Tel Aviv, Israel, November 25, 2014 – FIMI Opportunity IV, L.P, FIMI Israel Opportunity IV, Limited Partnership, FIMI Opportunity V, L.P and FIMI Israel Opportunity Five, Limited Partnership (collectively “FIMI”), announced today that all of the conditions have been satisfied for its previously-announced tender offer to purchase 5,166,348 ordinary shares of Gilat Satellite Networks Ltd. (“Gilat”) with a nominal value of NIS 0.2 each (“Gilat Shares”) at \$4.95 per share, net to the seller in cash, less any required withholding taxes and without interest. FIMI was advised by the depositaries for the offer that, as of 10:00 a.m., New York time or 5:00 p.m. Israel time, on November 25, 2014: (i) 6,763,455 Gilat Shares were validly tendered, representing approximately 15.9% of the share capital and voting rights in Gilat, and (ii) notices of objection to the offer were issued by holders of 166,894 Gilat Shares, representing approximately 0.4% of the share capital and voting rights in Gilat.

Accordingly, as required by Israeli law and as contemplated in its offer to purchase:

- FIMI is providing an additional period of four calendar days, until 10:00 a.m., New York time, or 5:00 p.m., Israel time, on Saturday, November 29, 2014, during which Gilat shareholders who, with respect to each Gilat Share owned by them, did not respond to the offer, have notified FIMI of their objection to the offer, or have tendered such Gilat Shares but withdrawn their tender prior to 10:00 a.m., New York time, or 5:00 p.m., Israel time, on November 25, 2014, may tender such Gilat Shares. Shareholders who have tendered their shares do not have withdrawal rights during this additional four-calendar day period; and
- FIMI will purchase, subject to proration, the Gilat Shares validly tendered in the offer prior to 10:00 a.m., New York time, or 5:00 p.m., Israel time, on Saturday, November 29, 2014, the final expiration date of the offer.

Shareholders who hold their Gilat Shares through brokers or other nominees and wish to tender their shares prior to the final expiration date should consider contacting such brokers to ensure their tender instructions are forwarded in ample time to permit such brokers to submit a tender on their behalf in a timely fashion.

On November 24, 2014, the last trading day before this announcement on Nasdaq and on the Tel Aviv Stock Exchange (“TASE”), the closing sale price of the Gilat Shares was \$4.95 on Nasdaq and NIS 18.95 (\$4.90 based on an exchange rate of NIS 3.864 per United States dollar as of November 24, 2014) on the TASE.

The complete terms and conditions of the tender offer, including important U.S. and Israeli income and withholding tax considerations relating to the tender offer, are contained in the Offer to Purchase (as amended) previously filed with the U.S. Securities and Exchange Commission (SEC) and with the Israeli Securities Authority (ISA). American Stock Transfer & Trust Company is the U.S. Depositary for the offer and Bank of Jerusalem Ltd. is the Israeli Depositary for the offer.

Important Information: *This is not an offer to buy or the solicitation of an offer to sell any ordinary shares of Gilat. The tender offer that is described in this press release will only be made through the Offer to Purchase, Letter of Transmittal and related tender offer documents. All shareholders of Gilat should read the tender offer materials which were filed by FIMI. Shareholders of Gilat should read the tender offer materials (as may be amended from time to time) because they contain important information about the tender offer. The tender offer materials and other filed documents are available at no charge on the SEC’s website at <http://www.sec.gov> and on the ISA’s website at <http://www.magna.isa.gov.il>, and are also available without charge to all shareholders by contacting D.F. King & Co., Inc., the information agent for the tender offer, at (212) 493-3910 or toll free (866) 406-2288. Shareholders are urged to read these materials carefully before making any decision with respect to the tender offer.*

About FIMI: FIMI is Israel’s leading private equity fund. Over the past 18 years the FIMI funds have completed 75 investments. FIMI is currently investing through its fifth fund (a US\$ 820 million fund) which focuses on investing in selected mature Israeli or Israeli-related companies with strong growth potential and global footprint, among others in buy-out transactions and turnaround situations.

FIMI Contact:

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Forward-Looking Statements This press release may contain forward-looking statements. The accuracy of such statements is subject to a number of risks, uncertainties and assumptions that may cause actual results to differ materially from those projected, including, but not limited to, the effect of general economic conditions, political events and fluctuations in the share price of Gilat. FIMI undertakes no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.