

**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. 3)**

**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 20012 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  
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405 Howard Street  
San Francisco, CA 94105-2669  
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**CALCULATION OF FILING FEE**

		Amount of Filing Fee**
Transaction Valuation*	\$25,573,423	\$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 October 24, 2014 Filed:



**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. 3 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 the Bidder on November 21, 2014 with the Commission and Amendment No. 2 to the Schedule TO filed by the Bidder on November 25, 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. 3 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 30, 2014, the Bidder issued a press release announcing the completion of the Offer, and the final results and proration factor for the Offer. A copy of the press release is attached hereto as Exhibit (a)(5)(E) 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: December 1, 2014

## EXHIBIT INDEX

<b>NO.</b>	<b>DESCRIPTION</b>
(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.*
(a)(5)(E)	Text of Press Release issued by the Bidder on November 30, 2014, announcing the completion of the Offer.
(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)**

**Following completion of the Special Tender Offer FIMI holds  
approximately 35.1% of Gilat's Shares**

***Tel Aviv, Israel, November 30, 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 it has successfully completed 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. The tender offer, which commenced on October 24, 2014, expired on November 29, 2014 at 10:00 a.m., New York time, or 5:00 p.m. Israel time.

FIMI was advised by the depositaries for the offer that, as of the final expiration date of the tender offer, a total of 6,791,006 Gilat Shares were validly tendered pursuant to the offer, representing approximately 15.9% of the issued share capital of Gilat. As contemplated in the offer to purchase, FIMI accepted for purchase 5,166,348 tendered Gilat Shares representing, as of November 29, 2014, 12.1% of the issued and outstanding shares and voting rights in Gilat, on a pro rata basis based on a pro rata factor of 0.76076, from all shareholders who had validly tendered their Gilat Shares.

Payment for the Gilat Shares accepted will be made promptly through American Stock Transfer & Trust Company or Bank of Jerusalem Ltd., the depositaries for the tender offer.

After payment for the Gilat Shares tendered in the offer and accepted for payment, FIMI will beneficially own 14,942,672 Gilat Shares, representing approximately 35.1% of the issued and outstanding shares and voting rights in Gilat.

**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:**

Address: Electra Tower, 98 Yigal Alon St., Tel-Aviv 6789141, Israel  
Tel: +972-3-565-2244  
E-mail: [ami@fimi.co.il](mailto:ami@fimi.co.il)

**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.