

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

SCHEDULE 13D
(Amendment No. 12)*
Under the Securities Exchange Act of 1934

SCAILEX CORPORATION LTD.
(Name of Issuer)

Ordinary Shares, NIS 0.12 nominal (par) value per share
(Title of Class of Securities)

809090103
(CUSIP Number)

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

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

July 18, 2006
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box ☐

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 809090103

- 1 NAME OF REPORTING PERSON: Tao Tsuot Ltd.
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): Not applicable.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) ☒
(b) ☐
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS: WC
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e): ☐
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION: Israel
- | | | |
|--------------|----|---|
| NUMBER OF | 7 | SOLE VOTING POWER: -0- |
| SHARES | | |
| BENEFICIALLY | 8 | SHARED VOTING POWER: 3,114,195 ordinary shares * |
| OWNED BY | 9 | SOLE DISPOSITIVE POWER: -0- |
| EACH | | |
| REPORTING | 10 | SHARED DISPOSITIVE POWER: 3,114,195 ordinary shares * |
| PERSON WITH | | |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON: 3,114,195 ordinary shares
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES ☐
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 8.18%
- 14 TYPE OF REPORTING PERSON: CO

* Mr. Ben Dov, Harmony (Ben Dov) Ltd. and Tao Tsuot Ltd. are the beneficial owners of 3,114,195 ordinary shares of the Issuer. Tao Tsuot Ltd. directly holds 3,114,195 ordinary shares of the Issuer. Mr. Ben Dov owns 81.30% of the shares of Tao Tsuot Ltd., 71.59% of the Tao Tsuot Ltd. shares are held directly by Mr. Ben Dov, and 12.90% of such shares (including ordinary shares issuable upon the exercise of convertible debentures issued to Mr. Ben Dov), are held by Harmony (Ben Dov) Ltd., a company 100% owned by Mr. Ben Dov. Accordingly, Mr. Ben Dov may be deemed to have the sole voting and dispositive power as to the 3,114,195 ordinary shares of the Issuer held by Tao Tsuot Ltd.

CUSIP No. 809090103

- 1 NAME OF REPORTING PERSON: Harmony (Ben Dov) Ltd.
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): Not applicable.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) ☒
(b) ☐
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS: WC
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e): ☐
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION: Israel
- | | | |
|--------------|----|---|
| NUMBER OF | 7 | SOLE VOTING POWER: 0 |
| SHARES | | |
| BENEFICIALLY | 8 | SHARED VOTING POWER: 3,157,105 ordinary shares * |
| OWNED BY | 9 | SOLE DISPOSITIVE POWER: 0 |
| EACH | | |
| REPORTING | 10 | SHARED DISPOSITIVE POWER: 3,157,105 ordinary shares * |
| PERSON WITH | | |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON: 3,157,105 ordinary shares
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES ☐
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 8.29%
- 14 TYPE OF REPORTING PERSON: CO

* Mr. Ben Dov, Harmony (Ben Dov) Ltd. and Tao Tsuot Ltd. are the beneficial owners of the 3,114,195 ordinary shares of the Issuer. Tao Tsuot Ltd. directly holds 3,114,195 ordinary shares of the Issuer. Mr. Ben Dov owns 81.30% of the shares of Tao Tsuot Ltd., 71.59% of the Tao Tsuot Ltd. shares are held directly by Mr. Ben Dov, and 12.90% of such shares (including ordinary shares issuable upon the exercise of convertible debentures issued to Mr. Ben Dov), are held by Harmony (Ben Dov) Ltd., a company 100% owned by Mr. Ben Dov. In addition, Harmony (Ben Dov) Ltd. directly holds an additional 42,910 ordinary shares of the Issuer. Accordingly, Mr. Ben Dov may be deemed to have the sole voting and dispositive power as to the 3,157,105 ordinary shares of the Issuer held by Tao Tsuot Ltd. and Harmony (Ben Dov) Ltd.

CUSIP No. 809090103

- 1 NAME OF REPORTING PERSON: Suny Electronics Ltd
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): Not applicable.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) ☒
(b) ☐
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS: WC
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e): ☐
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION: Israel
- | | | |
|--------------|----|---|
| NUMBER OF | 7 | SOLE VOTING POWER: -0- |
| SHARES | | |
| BENEFICIALLY | 8 | SHARED VOTING POWER: 4,725,935 ordinary shares * |
| OWNED BY | 9 | SOLE DISPOSITIVE POWER: -0- |
| EACH | | |
| REPORTING | 10 | SHARED DISPOSITIVE POWER: 4,725,935 ordinary shares * |
| PERSON WITH | | |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON: 4,725,935 ordinary shares
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES ☐
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 12.41%
- 14 TYPE OF REPORTING PERSON: CO

* Mr. Ben Dov, Ben Dov Holdings Ltd. and Suny Electronics Ltd. are the beneficial owners of the 4,725,935 ordinary shares of the issuer. Suny Electronics Ltd. directly holds 4,725,935 ordinary shares of the issuer. Mr. Ben Dov, through Ben Dov Holdings Ltd., a company 100% owned by him, owns 68% of the shares of Suny Electronics Ltd. Accordingly, Mr. Ben Dov may be deemed to have the sole voting and dispositive power as to the 4,725,935 ordinary shares of the issuer held by Suny Electronics Ltd.

CUSIP No. 809090103

- 1 NAME OF REPORTING PERSON: Ben Dov Holdings Ltd.
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): Not applicable.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) ☒
(b) ☐
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS: WC
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e): ☐
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION: Israel
- | | | |
|--------------|----|---|
| NUMBER OF | 7 | SOLE VOTING POWER: 0 |
| SHARES | | |
| BENEFICIALLY | 8 | SHARED VOTING POWER: 4,758,153 ordinary shares * |
| OWNED BY | 9 | SOLE DISPOSITIVE POWER: 0 |
| EACH | | |
| REPORTING | 10 | SHARED DISPOSITIVE POWER: 4,758,153 ordinary shares * |
| PERSON WITH | | |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON: 4,758,153 ordinary shares
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES ☐
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 12.50%
- 14 TYPE OF REPORTING PERSON: CO

* Mr. Ben Dov, Ben Dov Holdings Ltd. and Suny Electronics Ltd. are the beneficial owners of the 4,725,935 ordinary shares of the Issuer. Suny Electronics Ltd. directly holds 4,725,935 ordinary shares of the Issuer. Mr. Ben Dov, through Ben Dov Holdings Ltd., a company 100% owned by him, owns 68% of the shares of Suny Electronics Ltd. In addition, Ben Dov Holdings directly holds an additional 32,218 ordinary shares of the Issuer. Accordingly, Mr. Ben Dov may be deemed to have the sole voting and dispositive power as to the 4,758,153 ordinary shares of the Issuer held by Suny Electronics Ltd. and Ben Dov Holdings Ltd.

CUSIP No. 809090103

- 1 NAME OF REPORTING PERSON: Ilan Ben Dov
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): Not applicable.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) ☒
(b) ☐
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS: PF
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(c): ☐
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION: Israel
- | | | |
|--------------|----|---|
| NUMBER OF | 7 | SOLE VOTING POWER: 16,773 |
| SHARES | | |
| BENEFICIALLY | 8 | SHARED VOTING POWER: 7,915,258 ordinary shares * |
| OWNED BY | 9 | SOLE DISPOSITIVE POWER: 16,773 |
| EACH | | |
| REPORTING | 10 | SHARED DISPOSITIVE POWER: 7,915,258 ordinary shares * |
| PERSON WITH | | |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON: 7,932,031 ordinary shares
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES ☐
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 20.84%
- 14 TYPE OF REPORTING PERSON: IN

* Mr. Ben Dov, Harmony (Ben Dov) Ltd. and Tao Tsuot Ltd. are the beneficial owners of the 3,114,195 ordinary shares of the Issuer. Mr. Ben Dov, directly and through Harmony (Ben Dov) Ltd. owns 81.30% of the shares of Tao Tsuot Ltd. Mr. Ben Dov and Harmony (Ben Dov) Ltd. are the beneficial owners of 42,910 ordinary shares of the Issuer that are directly held by Harmony (Ben Dov) Ltd. Mr. Ben Dov, Ben Dov Holdings Ltd. Suny Electronics Ltd. are the beneficial owners of 4,725,935 ordinary shares of the Issuer that are directly held by Suny Electronics Ltd. Mr. Ben Dov, through Ben Dov Holdings Ltd., a company 100% owned by him, owns 68% of the shares of Suny Electronics Ltd. Mr. Ben Dov and Ben Dov Holdings are the beneficial owners of 32,218 ordinary shares of the Issuer that are directly held by Ben Dov Holdings. Mr. Ben Dov directly owns an additional 16,773 ordinary shares of the Issuer. Accordingly, Mr. Ben Dov may be deemed to have the sole voting and dispositive power as to the 7,932,031 ordinary shares of the Issuer held by himself, Tao Tsuot Ltd., Harmony (Ben Dov) Ltd., Suny Electronics Ltd. and Ben Dov Holdings.

This Amendment No. 12 to the Statement on Schedule 13D dated July 22, 2004, and previously amended on June 21, 2006, is being filed to report the purchase by Tao Tsuot Ltd. ("Tao"), of an aggregate of 530,574 ordinary shares, nominal par value NIS 0.12 per share, (the "Ordinary Shares") of Scaillex Corporation Ltd., formerly Scitex Corporation Ltd., (the "Issuer"), an Israeli company whose principal executive offices are located at 3 Azrieli Center, Triangular Tower, 43rd Floor, Tel Aviv 67023, Israel.

Item 2. Identity and Background.

ITEM 2 OF THIS STATEMENT IS HEREBY AMENDED AND RESTATED TO READ IN ITS ENTIRETY AS FOLLOWS:

This Statement is being filed by Tao, Harmony, Suny Electronics Ltd. ("Suny"), Ben Dov Holdings and Mr. Ilan Ben Dov.

Mr. Ben Dov, a citizen of Israel, is principally employed as the chairman of the board of directors of Ben Dov Holdings, Harmony and Tao, and as the chief executive officer and the chairman of the board of directors of Suny. Mr. Ben Dov's business address is 46 Ben Zion Galis St., Petach Tikva, Israel 49277.

Ben Dov Holdings is a private company incorporated under the law of the State of Israel. It is principally engaged in investing. The address of its principal office is 46 Ben Zion Galis St., Petach Tikva, Israel 49277. Ben Dov Holdings is 100% owned by Mr. Ben Dov.

Harmony is a private company incorporated under the law of the State of Israel. It is principally engaged in investing. The address of its principal office is 14 Mishmar Hagvul St., Tel Aviv, Israel 69697. Harmony is 100% owned by Mr. Ben Dov.

Suny is a public company incorporated under the law of the State of Israel. Suny's shares are traded on the Tel Aviv Stock Exchange. Mr. Ben Dov, through Ben Dov Holdings Ltd., a company 100% owned by him, owns 68% of the shares of Suny Electronics Ltd. Suny Telecom, (1994) Ltd., a wholly owned subsidiary of Suny, owns 8.56% of Suny's shares, and 23.44% of Suny's shares is owned by the public. Suny's principal business is the importation and distribution, through its subsidiaries, of cellular phones. The address of its principal office is 46 Ben Zion Galis St., Petach Tikva, Israel 49277.

Tao is a public company incorporated under the law of the State of Israel. Tao's shares are traded on the Tel Aviv Stock Exchange. Mr. Ben Dov owns 81.30% of the shares of Tao Tsuot Ltd., 71.59% of the shares of Tao are held directly by Mr. Ben Dov, and 12.90% of such shares (including ordinary shares issuable upon the exercise of convertible debentures issued to Mr. Ben Dov) are held by Harmony (Ben Dov) Ltd., a company 100% owned by Mr. Ben Dov.

and 18.44% of the outstanding shares of Tao are held by the public. Tao is a holding company. The address of its principal office is 46 Ben Zion Galis St., Petach Tikva, Israel 49277.

During the last five years, none of Mr. Ben Dov, Ben Dov Holdings, Harmony, Suny or Tao has been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors), or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which proceeding it, he or she was or is subject to a judgment, decree or final order either enjoining future violations of, or prohibiting or mandating activities subject to, United States federal or state securities laws, or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

ITEM 3 OF THIS STATEMENT IS HEREBY AMENDED TO ADD THE FOLLOWING:

From its last report on June 29 through July 24, 2006, Tao purchased an aggregate of 530,574 Ordinary Shares of the Issuer in a series of transactions. The aggregate purchase price of such 530,574 Ordinary Shares was \$3,731,127 all of which amount was paid by Tao from its working capital.

Item 4. Purpose of Transaction.

ITEM 4 OF THIS STATEMENT IS HEREBY AMENDED TO ADD THE FOLLOWING:

(c) The 530,574 Ordinary Shares purchased by Tao during the period from June 29, 2006, through July 24, 2006, were purchased for portfolio investment purposes. Mr. Ben Dov, Ben Dov Holdings, Harmony, Suny and Tao currently do not have any plan or proposal, which relates to or would result in:

(a) the acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer;

(b) an extraordinary corporate transaction, such as a merger, reorganization, or liquidation, involving the Issuer or any of its subsidiaries;

(c) a sale or transfer of a material amount of the assets of the Issuer or any of its subsidiaries;

(d) any change in the present board of directors or management of the Issuer, including any plan or proposal to change the number or term of directors or to fill any existing vacancies on the board;

- (e) any material change in the present capitalization or dividend policy of the Issuer;
- (f) any other material change in the Issuer's business or corporate structure;
- (g) changes in the Issuer's charter or by-laws or other actions which may impede the acquisition of control of the Issuer by any person;
- (h) a class of securities of the Issuer being delisted from a national securities exchange or ceasing to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;
- (i) a class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934; or
- (j) any action similar to any of those enumerated above.

However, such plans or proposals may have been considered, and may from time to time hereafter be considered, by Ben Dov Holdings, Harmony, Suny, Tao and Mr. Ben Dov, and in his capacity as chairman of the board of directors of Ben Dov Holdings, Harmony and Tao and as chief executive officer and chairman of the board of directors of Suny.

Item 5. Interest in Securities of the Issuer.

ITEM 5 OF THIS STATEMENT IS HEREBY AMENDED AND RESTATED TO READ IN ITS ENTIRETY AS FOLLOWS:

(a) Mr. Ben Dov, Ben Dov Holdings and Suny are the beneficial owners of 4,725,935 Ordinary Shares, which constitute approximately 12.41% of the 38,066,363 Ordinary Shares of the Issuer, which according to the Issuer's most recent filing with the Securities and Exchange Commission, were outstanding and issued on July 24, 2006.

Mr. Ben Dov and Ben Dov Holdings are the beneficial owners of 32,218 Ordinary Shares, which constitute approximately 0.08% of the 38,066,363 Ordinary Shares of the Issuer, which according to the Issuer's most recent filing with the Securities and Exchange Commission, were outstanding and issued on July 24, 2006.

Mr. Ben Dov, Harmony and Tao are the beneficial owners of 3,114,195 Ordinary Shares, which constitute approximately 8.18% of the 38,066,363 Ordinary Shares of the Issuer, which according to the Issuer's most recent filing with the Securities and Exchange Commission, were outstanding and issued on July 24, 2006.

Mr. Ben Dov and Harmony are the beneficial owners of 42,910 Ordinary Shares, which constitute approximately 0.11% of the 38,066,363 Ordinary Shares of the Issuer, which according to the Issuer's most recent filing with the Securities and Exchange Commission, were outstanding and issued on July 24, 2006.

Mr. Ben Dov is the beneficial owner of 16,773 Ordinary Shares, which constitute approximately 0.04% of the 38,066,363 Ordinary Shares of the Issuer, which according to the Issuer's most recent filing with the Securities and Exchange Commission, were outstanding and issued on July 24, 2006.

(b) Mr. Ben Dov, Ben Dov Holdings and Suny have shared power to vote or direct the vote and the shared power to dispose or direct the disposition of the 4,725,935 Ordinary Shares currently beneficially owned by Mr. Ben Dov, Ben Dov Holdings and Suny.

Mr. Ben Dov and Ben Dov Holdings have shared power to vote or direct the vote and the shared power to dispose or direct the disposition of the 32,218 Ordinary Shares currently beneficially owned by Mr. Ben Dov and Ben Dov Holdings.

Mr. Ben Dov, Harmony and Tao have shared power to vote or direct the vote and the shared power to dispose or direct the disposition of the 3,114,195 Ordinary Shares currently beneficially owned by Mr. Ben Dov and Tao.

Mr. Ben Dov and Harmony have shared power to vote or direct the vote and the shared power to dispose or direct the disposition of the 42,910 Ordinary Shares currently beneficially owned by Mr. Ben Dov and Harmony.

Mr. Ben Dov has sole power to vote or direct the vote and the shared power to dispose or direct the disposition of the 16,773 Ordinary Shares currently beneficially owned by him.

(c) The following table sets forth all the transactions in the Ordinary Shares of the Issuer effected by Tao since June 29, 2006. All such transactions were open market purchases effected on the Tel Aviv Stock Exchange and on the NASDAQ National Market.

Date of Purchase by Tao	Number of Ordinary Shares	Price Per Share*
June 29, 2006	20,000	\$6.880
July 3, 2006	84,655	\$6.941
July 4, 2006	5,000	\$7.026
July 10, 2006	70,621	\$7.085
July 11, 2006	20,000	\$7.150
July 12, 2006	41,916	\$7.060
July 13, 2006	78,488	\$6.880
July 16, 2006	9,906	\$6.740
July 17, 2006	49,400	\$6.858
July 18, 2006	67,651	\$7.099
July 19, 2006	31,300	\$7.154

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July 20, 2006	25,833	\$7.166
July 23, 2006	16,304	\$7.823
July 24, 2006	9,500	\$7.278

* Does not include broker's commissions.

Except for such transactions, Ben Dov Holdings, Harmony, Suny, Tao and Mr. Ben Dov have not effected any transactions in the Ordinary Shares since July 24, 2006.

(d) No person other than Ben Dov Holdings, Harmony, Suny, Tao and Mr. Ben Dov, has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares reported above in this Item 5.

(e) Not applicable.

SIGNATURE

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

Date: July 25, 2006



Mr. Ilan Ben Dov

BEN DOV HOLDINGS LTD.

By: 

Mr. Ilan Ben Dov

Chairman of the Board of Directors

SUNY ELECTRONICS LTD.

By: 

Mr. Ilan Ben Dov
Chief executive officer and
Chairman of the Board of Directors

HARMONY (BEN DOV) LTD.

By: 

Mr. Ilan Ben Dov
Chairman of the Board of Directors

TAO TSUOT LTD.

By: 

Mr. Ilan Ben Dov
Chairman of the Board of Directors