

Edgar Filing: ATTUNITY LTD - Form SC 13G

ATTUNITY LTD
Form SC 13G
November 20, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c)
AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)

Under the Securities Exchange Act of 1934

ATTUNITY LTD.

(Name of Issuer)

Ordinary Shares, par value NIS 0.10 per share

(Title of Class of Securities)

M15332105

(CUSIP Number)

October 9, 2006

(Date of Event Which Requires Filing of this Statement)

Check the following box to designate the rule pursuant to which the Schedule is
filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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. M15332105

1. Name of Reporting Persons/
I.R.S. Identification Nos. of above persons (entities only).

Rimon ZZ Management (2005) Ltd.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use only

4. Place of Organization Israel

Number of	5. Sole Voting Power	0
Shares		
Beneficially	6. Shared Voting Power	1,200,000 shares*
Owned by Each		
Reporting	7. Sole Dispositive Power	0
Person With:		
	8. Shared Dispositive Power	1,200,000 shares*

9. Aggregate Amount Beneficially Owned by Each Reporting Person 1,200,000 Shares*

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9) 5.1%**

12. Type of Reporting Person : CO

* Includes warrants exercisable into 400,000 Ordinary Shares.

** Based on 23,157,431 Ordinary Shares outstanding as of November 1, 2006.

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CUSIP NO. M15332105

- 1. Name of Reporting Persons/
I.R.S. Identification Nos. of above persons (entities only).

Gil Ziv

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

- 3. SEC Use only

4. Place of Organization Israel

Number of	5. Sole Voting Power	0
Shares		
Beneficially	6. Shared Voting Power	1,200,000 shares*
Owned by Each		
Reporting	7. Sole Dispositive Power	0
Person With:		
	8. Shared Dispositive Power	1,200,000 shares*

9. Aggregate Amount Beneficially Owned by Each Reporting Person 1,200,000 Shares*

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9) 5.1%**

12. Type of Reporting Person : IN

* Includes warrants exercisable into 400,000 Ordinary Shares.

** Based on 23,157,431 Ordinary Shares outstanding as of November 1, 2006.

CUSIP NO. M15332105

- 1. Name of Reporting Persons/
I.R.S. Identification Nos. of above persons (entities only).

Zvi Limon

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2. Check the Appropriate Box if a Member of a Group

- (a) []
(b) [x]

3. SEC Use only

4. Place of Organization Israel

Number of Shares Beneficially Owned by Each Reporting Person With:	5. Sole Voting Power	0
	6. Shared Voting Power	1,200,000 shares*
	7. Sole Dispositive Power	0
	8. Shared Dispositive Power	1,200,000 shares*

9. Aggregate Amount Beneficially Owned by Each Reporting Person 1,200,000 Shares*

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares []

11. Percent of Class Represented by Amount in Row (9) 5.1%**

12. Type of Reporting Person : IN

* Includes warrants exercisable into 400,000 Ordinary Shares.

** Based on 23,157,431 Ordinary Shares outstanding as of November 1, 2006.

CUSIP NO. M15332105

1. Name of Reporting Persons/
I.R.S. Identification Nos. of above persons (entities only).

Dan Tocatly

2. Check the Appropriate Box if a Member of a Group

- (a) []
(b) [x]

3. SEC Use only

4. Place of Organization Israel

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Number of Shares	5. Sole Voting Power	0
Beneficially Owned by Each Reporting Person With:	6. Shared Voting Power	1,200,000 shares*
	7. Sole Dispositive Power	0
	8. Shared Dispositive Power	1,200,000 shares*

-
9. Aggregate Amount Beneficially Owned by Each Reporting Person 1,200,000 Shares*
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares []
11. Percent of Class Represented by Amount in Row (9) 5.1%**
12. Type of Reporting Person : IN

* Includes warrants exercisable into 400,000 Ordinary Shares.

** Based on 23,157,431 Ordinary Shares outstanding as of November 1, 2006.

Item 1.

- (a) Name of Issuer:
Attunity Ltd. (the "Issuer").
- (b) Address of Issuer's Principal Executive Offices:
Kfar Netter Industrial Park , Kfar Netter , 40593 , Israel

Item 2.

(a)- (c) This Statement is filed by Rimon ZZ Management (2005) Ltd., an Israeli company ("Rimon ZZ"); Ziv Gil, an Israeli citizen; Zvi Limon, an Israeli citizen; and Dan Tocatly; an Israeli citizen (collectively, the "Reporting Persons").

The Reporting Persons principal business address is 1 Azrieli Center, The Round Tower, 35th Floor, Tel Aviv, Israel.

Rimon ZZ is the general partner of Rimon Investments Master Fund L.P., a Cayman Islands limited partnership ("Rimon LP"), which invests in securities of various companies, including the Shares (as defined below). Consequently, Rimon ZZ is the beneficial owner, and has the power to vote and dispose, of the Shares owned directly by Rimon LP.

- (d) Title of Class of Securities:
Ordinary Shares, par value NIS 0.10 per share (the "Shares")

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(e) CUSIP Number:

M15332105

Item 3. If this statement is filed pursuant to ss.ss.240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a: Not applicable.

Item 4. Ownership

The information given hereinbelow is based on 23,157,431 Shares outstanding as of November 1, 2006.

The 1,200,000 Shares reported in this Statement as beneficially owned by Rimon ZZ are held directly by Rimon LP and consist of 800,000 Shares and warrants exercisable into 400,000 Shares. The 1,200,000 Shares represent approximately 5.1% of the issued and outstanding Shares of the Issuer.

Rimon ZZ is owned in equal parts (33.3%) by Messrs. Gil, Limon and Tocatly, who also serve as Rimon ZZ's directors. Consequently, Messrs. Gil, Limon and Tocatly may be deemed to beneficially own, and share with Rimon ZZ and amongst themselves, the power to vote and dispose, of the Shares beneficially owned by Rimon ZZ. Each of Messrs. Gil, Limon and Tocatly disclaims the existence of a "group" within the meaning of the Securities Exchange Act of 1934, as amended, between them and Rimon ZZ and further disclaims beneficial ownership of all of the Shares.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following [].

Item 6. Ownership of More than Five 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
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. Certification

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

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with or as a participant in any transaction having that purpose or effect.

SIGNATURES

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.

November 20, 2006

Rimon ZZ Management (2005) Ltd.

By: /s/ Ziv Gil

Name: Ziv Gil
Title: Director

/s/ Gil Ziv

Gil Ziv

/s/ Zvi Limon

Zvi Limon

/s/ Dan Tocatly

Dan Tocatly

EXHIBIT 1

JOINT FILING AGREEMENT

This Agreement is filed as an exhibit to this Schedule 13G being filed by the undersigned in compliance with Rule 13d-1(k) of the Securities and Exchange Commission, which requires an agreement in writing indicating that this Schedule 13G to which this Agreement is attached is filed on behalf of the below-named persons, that they are each responsible for the timely filing of this Schedule 13G and any amendments thereto and for the completeness and accuracy of the information concerning such persons contained therein.

This Agreement may be executed in one or more counterparts, each of which will be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement as of the 20 day of November, 2006.

Rimon ZZ Management (2005) Ltd.

By: /s/ Ziv Gil

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Name: Ziv Gil
Title: Director

/s/ Gil Ziv

Gil Ziv

/s/ Zvi Limon

Zvi Limon

/s/ Dan Tocatly

Dan Tocatly