

BOS BETTER ONLINE SOLUTIONS LTD
Form SC 13G
October 15, 2014

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

B.O.S. Better Online Solutions Ltd.

(Name of Issuer)

Ordinary Shares, nominal value NIS 80.0 per share

(Title of Class of Securities)

M20115131

(CUSIP Number)

October 5, 2014

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this 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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NAMES OF REPORTING PERSONS

1. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
D.D. Goldstein Properties and Investments Ltd.
512062027
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
2. (see instructions)
 - (a)
 - (b)
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION

Israel
5. SOLE VOTING POWER
6. SHARED VOTING POWER
7. SOLE DISPOSITIVE POWER
8. SHARED DISPOSITIVE POWER
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

127,200

0

127,200

0

127,200

9.5% (based on 1,338,488 Ordinary
Shares reported as outstanding in the
issuer's Schedule 14A filed with the SEC
on June 9, 2014)

TYPE OF REPORTING PERSON (see
instructions)

12.

CO

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Item 1.

- (a) Name of Issuer
B.O.S. Better Online Solutions Ltd.
- (b) Address of Issuer's Principal Executive Offices
20 Freiman Street, Rishon LeZion 75101, Israel

Item 2.

- (a) Name of Person Filing
D.D. Goldstein Properties and Investments Ltd.
- (b) Address of the Principal Office or, if none, residence
4 HaShalom Road, Tel Aviv, Israel
- (c) Citizenship
Israel
- (d) Title of Class of Securities
Ordinary Shares, nominal value 80.0 NIS
- (e) CUSIP Number
M20115131

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

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Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 127,200
- (b) Percent of class: 9.5%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote 127,200
 - (ii) Shared power to vote or to direct the vote 0
 - (iii) Sole power to dispose or to direct the disposition of 127,200
 - (iv) Shared power to dispose or to direct the disposition of 0

Instruction. For computations regarding securities which represent a right to acquire an underlying security *see* §240.13d-3(d)(1).

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 five 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.

- (a) Not applicable.
- (b) Not applicable.
- (c) The following certification shall be included if the statement is filed pursuant to §240.13d-1(c):

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 with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

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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.

Date: October 14, 2014

D.D. GOLDSTEIN
PROPERTIES AND
INVESTMENTS LTD.

By: /s/ Dov Goldstein
Name: Dov Goldstein
Title: Chief Executive Officer