

GILAT SATELLITE NETWORKS LTD

Form S-8

June 11, 2015

Registration No. 333-_____

As filed with the Securities and Exchange Commission on June 11, 2015

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

FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

GILAT SATELLITE NETWORKS LTD.
(Exact name of registrant as specified in its charter)

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|---|--|
| Israel (State or other jurisdiction of incorporation or organization) | Not Applicable (I.R.S. Employer Identification No.) |
|---|--|

Gilat House
21 Yegia Kapayim Street, Kiryat Arye
Petah Tikva 4913020, Israel
(Address of Principal Executive Offices) (Zip Code)

GILAT SATELLITE NETWORKS LTD. 2008 SHARE INCENTIVE PLAN
(Full title of the plans)

Gilat North America, LLC
1750 Old Meadow Road
McLean, VA 22102
Attn: Legal Department
(Name and address of agent for service)

703-848-1000
(Telephone number, including area code, of agent for service)

Copies to:

Steven J. Glusband, Esq.
Carter Ledyard & Milburn
LLP
2 Wall Street
New York, NY 10005
Tel: 212-238-8605

Ran Tal, Adv.
VP General Counsel and Corporate
Secretary
Gilat Satellite Networks Ltd.
Gilat House
21 Yegia Kapayim Street
Kiryat Arye
Petah Tikva 4913020, Israel

Tuvia J. Geffen, Adv.
Naschitz, Brandes, Amir &
Co.
5 Tuval Street
Tel-Aviv 6789717, Israel
Tel: 972 3-623-5000

Tel: 972-3-925-2000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large Accelerated filer Accelerated filer Non-accelerated filer Smaller Reporting Company

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered (1) | Proposed maximum offering price per share | Proposed maximum aggregate offering price | Amount of registration fee (2) |
|---|-----------------------------|---|---|--------------------------------|
| Ordinary Shares, par value NIS 0.20 per share | 500,000 (3) | \$5.71 (4) | \$2,855,000 | \$331.75 |

(1) In addition, pursuant to Rule 416 under the Securities Act of 1933, as amended, this Registration Statement also covers an indeterminate number of shares of the Registrant's ordinary shares, par value NIS 0.20 per share (the "Ordinary Shares") that may be offered or issued pursuant to the Gilat Satellite Networks Ltd. 2008 Share Incentive Plan (the "2008 Plan") by reason of stock splits, stock dividends or similar transactions.

(2) Calculated pursuant to Section 6(b) of the Securities Act of 1933, as amended, as follows: proposed maximum aggregate offering price multiplied by 0.00011620.

(3) Issuable under options and other share incentive awards that may be granted in the future under the 2008 Plan.

(4) Pursuant to Rule 457(h) and (c) under the Securities Act of 1933, as amended, the proposed maximum offering price per share is calculated based on the average of the daily high and low sale prices (\$5.75 and \$5.67) of the Ordinary Shares, as quoted on the NASDAQ Global Select Market on June 8, 2015.

This Registration Statement shall become effective immediately upon filing as provided in Rule 462 under the Securities Act of 1933.

EXPLANATORY NOTE

The purpose of this Registration Statement on Form S-8 is to register an additional 500,000 Ordinary Shares for issuance under the Registrant's 2008 Share Incentive Plan, or the Plan. In accordance with General Instruction E of Form S-8, the contents of the Registrant's Registration Statements on Form S-8 (Files No. 333-158476, 333-180552 and 333-187201) filed with the Securities and Exchange Commission on April 8, 2009, on April 4, 2012 and on March 4, 2013, respectively, are incorporated herein by reference and the information required by Part II is omitted, except as supplemented by the information set forth below.

Item 8. EXHIBITS.

4.1 Memorandum of Association, as amended (1)

4.2 Articles of Association, as amended and restated (2)

4.3 Gilat Satellite Networks Ltd. 2008 Share Incentive Plan (including the Israeli Sub-plan to the Gilat Satellite Networks Ltd. 2008 Share Incentive Plan) (3)

4.4 Amendment to Gilat Satellite Networks Ltd. 2008 Share Incentive Plan, dated May 19, 2015

5 Opinion of Naschitz, Brandes, Amir & Co., Advocates

23.1 Consent of Naschitz, Brandes, Amir & Co., Advocates (included in Exhibit 5)

23.2 Consent of Kost Forer Gabbay & Kasierer, a Member of Ernst & Young Global

24 Power of Attorney (included as part of this Registration Statement)

(1) Filed as Exhibit 1.1 to the Registrant's Annual Report on Form 20-F for the year ended December 31, 2000, and incorporated herein by reference.

(2) Filed as Exhibit 1.2 to the Registrant's Annual Report on Form 20-F for the year ended December 31, 2011, and incorporated herein by reference.

(3) Filed as Exhibit 4.4 to the Registrant's Registration Statement on Form S-8 (File No. 333-158476), filed with the Securities and Exchange Commission on April 8, 2009, and incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Petah Tikva, Israel on June 11, 2015.

By: /s/ Dov Baharav
Dov Baharav
Chairman and Chief Executive Officer

POWERS OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Dov Baharav and Yuval Ronen, and each of them severally, his true and lawful attorney-in-fact, and agent each with power to act with or without the other, and with full power of substitution and resubstitution, to execute in the name of such person, in his capacity as a director or officer of Gilat Satellite Networks Ltd., any and all amendments to this Registration Statement on Form S-8 and all instruments necessary or incidental in connection therewith, and to file the same with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or their substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, the Registration Statement has been signed by the following persons in the capacities indicated.

| Signature | Title |
|--------------------------------------|--|
| /s/ Dov Baharav Dov Baharav | Chairman of the Board of Directors and Chief Executive Officer |
| /s/ Yuval Ronen Yuval Ronen | Chief Financial Officer and Principal Accounting Officer |
| /s/ Amiram Boehm Amiram Boehm | Director |
| /s/ Dafna Cohen Dafna Cohen | Director |
| _____ Ishay Davidi | Director |
| /s/ Gilead Halevy Gilead Halevy | Director |
| /s/ Dr. Zvi Lieber Dr. Zvi Lieber | Director |
| _____ Amir Ofek | Director |
| _____ Kainan Rafaeli | Director |
| Gilat North America, LLC | Authorized Representative in the United States |

By: /s/ Moshe Tamir
Name: Moshe Tamir

Title: Director

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