

GILAT SATELLITE NETWORKS LTD

Form S-8

April 19, 2016

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Registration No. 333-\_\_\_\_\_

As filed with the Securities and Exchange Commission on April 19, 2016

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)

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)

Wavestream Corporation  
545 W. Terrace Dr  
San Dimas, CA 91773  
(Name and address of agent for service)

909-581-9080  
(Telephone number, including area code, of agent for service)

Copies to:

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2 Wall Street  
New York, NY 10005  
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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

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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

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## 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	530,000 (3)	\$ 4.25 (4)	\$ 2,252,500	\$ 226.83

(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 0.0001007.

(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 (\$4.29 and \$4.21) of the Ordinary Shares, as quoted on the NASDAQ Global Select Market on April 15, 2016.

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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 530,000 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, 333-187021 and 333-204867) filed with the Securities and Exchange Commission on April 8, 2009, on April 4, 2012, on March 4, 2013 and on June 11, 2015, 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 (4)
- 4.5 Amendment No. 2 to Gilat Satellite Networks Ltd. 2008 Share Incentive Plan, dated April 7, 2016
- 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.

(4) Filed as Exhibit 4.3 to the Registrant's Registration Statement on Form S-8 (File No. 333-204867), filed with the Securities and Exchange Commission on June 11, 2015, 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 April 19, 2016.

By: /s/ Dov Baharav  
Dov Baharav  
Chairman of the Board

POWERS OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Dov Baharav, Yona Ovadia and Adi Sfadia, 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 on April 19, 2016.

Signature	Title
/s/ Dov Baharav Dov Baharav	Chairman of the Board of Directors
/s/ Yona Ovadia Yona Ovadia	Chief Executive Officer (Principal Executive Officer)
/s/ Adi Sfadia Adi Sfadia	Chief Financial Officer (Principal Financial and Accounting Officer)
/s/ Amiram Boem Amiram Boehm	Director
/s/ Dafna Cohen Dafna Cohen	Director
/s/ Ishay Davidi Ishay Davidi	Director
_____ Gilead Halevy	Director
/s/ Zvi Lieber Dr. Zvi Lieber	Director
/s/ Amir Ofek Amir Ofek	Director
/s/ Kainan Rafaeli Kainan Rafaeli	Director
Wavestream Corporation	Authorized Representative in the United States

By: Adi Sfadia  
Name: Adi Sfadia, Officer

