

PARTNER COMMUNICATIONS CO LTD  
Form SC 13D/A  
February 14, 2013

---

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

SCHEDULE 13D/A

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 3)

Partner Communications Company Ltd.  
(Name of Issuer)

American Depositary Shares, each representing one Ordinary Share, par value NIS 0.01 per share  
(Title of Class of Securities)

70211M109  
(CUSIP Number)

Scailex Corporation Ltd.  
48 Ben Zion Galis Street  
Segula Industrial Area  
Petach Tikva 49277, Israel  
Attn: Yahel Shachar, CEO

With a copy to:

Rona Bergman Naveh, Adv.  
Gross, Kleinhendler, Hodak, Halevy & Greenberg & Co.  
1 Azrieli Center, Tel-Aviv, Israel  
+972-3-607-4444

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

January 29, 2013  
(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 o.

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).



CUSIP No. 70211M109

Page 2 of 11

1 NAME OF REPORTING PERSON:

Ilan Ben-Dov

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a) (b) 

3 SEC USE ONLY

4 SOURCE OF FUNDS:

BK, WC, OO

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

7 SOLE VOTING POWER:

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8 SHARED VOTING POWER:

26,648,719\*<sup>^</sup> (see Item 5)

9 SOLE DISPOSITIVE POWER:

0

10 SHARED DISPOSITIVE POWER:

26,648,719\*<sup>^</sup> (see Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

26,648,719\*<sup>^</sup> (see Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

 <sup>^</sup>

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

17.1%\*\*^

14 TYPE OF REPORTING PERSON:

IN

\* Ilan Ben-Dov, Ben-Dov Holdings Ltd. and Suny Electronics Ltd. may be deemed to be the beneficial owners of 24,475,593 ordinary shares of the Issuer that are owned directly by Scailex Corporation Ltd., and Ilan Ben-Dov and Ben-Dov Holdings Ltd. may be deemed to be the beneficial owners of an additional 2,173,126 ordinary shares of the Issuer that are owned directly by Suny Electronics Ltd. Ben-Dov Holdings Ltd., a company wholly-owned by Ilan Ben-Dov, directly owns 55.16% of the ordinary shares of Suny Electronics Ltd. Ben-Dov Holdings Ltd., together with (x) E. Ben-Dov Investments Ltd., and Harmony (Ben-Dov) Ltd. (each wholly-owned by Ilan Ben-Dov) and (y) Tao Tsuot Ltd. (an Israeli public company; Ilan Ben-Dov beneficially owns 69.66% of Tao Tsuot Ltd.'s shares) (Ben-Dov Holdings, E. Ben-Dov Investments Ltd., Harmony (Ben-Dov) Ltd. and Tao Tsuot Ltd. are collectively referred to as the "Ben-Dov Companies"), collectively own 80.56% of the ordinary shares of Suny Electronics Ltd. However, because 8.91% of the ordinary shares of Suny Electronics Ltd. are owned by Suny Telecom (1994) Ltd., a wholly-owned subsidiary of Suny Electronics Ltd., the Ben-Dov Companies effectively hold 88.45% of the voting rights of Suny Electronics Ltd. Suny Electronics Ltd. owns 78.71% of the outstanding ordinary shares of Scailex Corporation Ltd. and owns a principal amount of NIS 6,559,244 of the Series 1 Notes of Scailex Corporation Ltd. convertible into ordinary shares that immediately upon conversion would constitute 0.33% of the outstanding ordinary shares of Scailex Corporation Ltd., based on 27,945,211 ordinary shares currently outstanding. Ilan Ben-Dov indirectly owns 3.63% of the outstanding ordinary shares of Scailex Corporation Ltd. through Ben-Dov Holdings Ltd. and indirectly owns through E. Ben-Dov Investments Ltd. and Ben-Dov Holdings Ltd. a principal amount of NIS 21,280,000 of the Series 1 Notes of Scailex Corporation Ltd. convertible into ordinary shares that immediately upon conversion would constitute 1.08% of the outstanding ordinary shares of Scailex Corporation Ltd., based on 27,945,211 ordinary shares currently outstanding. Accordingly, Ilan Ben-Dov may be deemed to have the shared voting and dispositive power with respect to 26,648,719 ordinary shares of the Issuer in the aggregate, owned directly by Scailex Corporation Ltd. and Suny Electronics Ltd. Pursuant to Rule 13d-4 under the Securities Exchange Act of 1934, as amended, Ilan Ben-Dov disclaims beneficial ownership of all ordinary shares of the Issuer reported in this Schedule 13D/A, except to the extent of any pecuniary interest therein.

\*\* In accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended, and based on 155,645,708 ordinary shares of the Issuer outstanding as of September 30, 2012 (not taking into account 4,467,990 dormant shares of the Issuer which are held by the Issuer) (as disclosed in a Form 6-K submitted by the Issuer to the Securities and Exchange Commission on November 21, 2012).

^ Does not include Ordinary Shares beneficially owned by the other parties to the Shareholders' Agreement described in Item 4 of Amendment No. 2, as to which the Reporting Persons disclaim beneficial ownership.

(Page 2 of 11 Pages)

---

CUSIP No. 70211M109

Page 3 of 11

1 NAME OF REPORTING PERSON:

Ben-Dov Holdings Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS:

BK, WC, OO

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

7 SOLE VOTING POWER:

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8 SHARED VOTING POWER:

26,648,719\*^ (see Item 5)

9 SOLE DISPOSITIVE POWER:

0

10 SHARED DISPOSITIVE POWER:

26,648,719\*^ (see Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

26,648,719\*^ (see Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

^

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

17.1%\*\*^

14 TYPE OF REPORTING PERSON:

CO

\* Ilan Ben-Dov, Ben-Dov Holdings Ltd. and Suny Electronics Ltd. may be deemed to be the beneficial owners of 24,475,593 ordinary shares of the Issuer that are owned directly by Scailex Corporation Ltd., and Ilan Ben-Dov and Ben-Dov Holdings Ltd. may be deemed to be the beneficial owners of an additional 2,173,126 ordinary shares of the Issuer that are owned directly by Suny Electronics Ltd. Ben-Dov Holdings Ltd., a company wholly-owned by Ilan Ben-Dov, directly owns 55.16% of the ordinary shares of Suny Electronics Ltd. The Ben-Dov Companies collectively own 80.56% of the ordinary shares of Suny Electronics Ltd. However, because 8.91% of the ordinary shares of Suny Electronics Ltd. are owned by Suny Telecom (1994) Ltd., a wholly-owned subsidiary of Suny Electronics Ltd., the Ben-Dov Companies effectively hold 88.45% of the voting rights of Suny Electronics Ltd. Suny Electronics Ltd. owns 78.71% of the outstanding ordinary shares of Scailex Corporation Ltd. and owns a principal amount of NIS 6,559,244 of the Series 1 Notes of Scailex Corporation Ltd. convertible into ordinary shares that immediately upon conversion would constitute 0.33% of the outstanding ordinary shares of Scailex Corporation Ltd., based on 27,945,211 ordinary shares currently outstanding. Ilan Ben-Dov indirectly owns 3.63% of the outstanding ordinary shares of Scailex Corporation Ltd. through Ben-Dov Holdings Ltd. and indirectly owns through E. Ben-Dov Investments Ltd. and Ben-Dov Holdings Ltd. a principal amount of NIS 21,280,000 of the Series 1 Notes of Scailex Corporation Ltd. convertible into ordinary shares that immediately upon conversion would constitute 1.08% of the outstanding ordinary shares of Scailex Corporation Ltd., based on 27,945,211 ordinary shares currently outstanding. Accordingly, Ben-Dov Holdings Ltd. may be deemed to have the shared voting and dispositive power with respect to 26,648,719 ordinary shares of the Issuer in the aggregate, owned directly by Scailex Corporation Ltd. and Suny Electronics Ltd. Pursuant to Rule 13d-4 under the Securities Exchange Act of 1934, as amended, Ben-Dov Holdings Ltd. disclaims beneficial ownership of all ordinary shares of the Issuer reported in this Schedule 13D/A, except to the extent of any pecuniary interest therein.

\*\* In accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended, and based on 155,645,708 ordinary shares of the Issuer outstanding as of September 30, 2012 (not taking into account 4,467,990 dormant shares of the Issuer which are held by the Issuer) (as disclosed in a Form 6-K submitted by the Issuer to the Securities and Exchange Commission on November 21, 2012).

^ Does not include Ordinary Shares beneficially owned by the other parties to the Shareholders' Agreement described in Item 4 of Amendment No. 2, as to which the Reporting Persons disclaim beneficial ownership.

(Page 3 of 11 Pages)

---

CUSIP No. 70211M109

Page 4 of 11

1 NAME OF REPORTING PERSON:

Suny Electronics Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS:

BK, WC, OO

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

7 SOLE VOTING POWER:

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8 SHARED VOTING POWER:

26,648,719\*<sup>^</sup> (see Item 5)

9 SOLE DISPOSITIVE POWER:

0

10 SHARED DISPOSITIVE POWER:

26,648,719\*<sup>^</sup> (see Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

26,648,719\*<sup>^</sup> (see Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

<sup>^</sup>

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

17.1%\*\*^

14 TYPE OF REPORTING PERSON:

CO

\* Ilan Ben-Dov, Ben-Dov Holdings Ltd. and Suny Electronics Ltd. may be deemed to be the beneficial owners of 24,475,593 ordinary shares of the Issuer that are owned directly by Scailex Corporation Ltd. Suny Electronics Ltd. directly owns an additional 2,173,126 ordinary shares of the Issuer. Ben-Dov Holdings Ltd., a company wholly-owned by Ilan Ben-Dov, directly owns 55.16% of the ordinary shares of Suny Electronics Ltd. The Ben-Dov Companies collectively own 80.56% of the ordinary shares of Suny Electronics Ltd. However, because 8.91% of the ordinary shares of Suny Electronics Ltd. are owned by Suny Telecom (1994) Ltd., a wholly-owned subsidiary of Suny Electronics Ltd., the Ben-Dov Companies effectively hold 88.45% of the voting rights of Suny Electronics Ltd. Suny Electronics Ltd. owns 78.71% of the outstanding ordinary shares of Scailex Corporation Ltd. and owns a principal amount of NIS 6,559,244 of the Series 1 Notes of Scailex Corporation Ltd. convertible into ordinary shares that immediately upon conversion would constitute 0.33% of the outstanding ordinary shares of Scailex Corporation Ltd., based on 27,945,211 ordinary shares currently outstanding. Ilan Ben-Dov indirectly owns 3.63% of the outstanding ordinary shares of Scailex Corporation Ltd. through Ben-Dov Holdings Ltd. and indirectly owns through E. Ben-Dov Investments Ltd. and Ben-Dov Holdings Ltd. a principal amount of NIS 21,280,000 of the Series 1 Notes of Scailex Corporation Ltd. convertible into ordinary shares that immediately upon conversion would constitute 1.08% of the outstanding ordinary shares of Scailex Corporation Ltd., based on 27,945,211 ordinary shares currently outstanding. Accordingly, Suny Electronics Ltd. may be deemed to have the shared voting and dispositive power with respect to 26,648,719 ordinary shares of the Issuer in the aggregate, owned directly by Scailex Corporation Ltd. and Suny Electronics Ltd. Pursuant to Rule 13d-4 under the Securities Exchange Act of 1934, as amended, Suny Electronics Ltd. disclaims beneficial ownership of the ordinary shares of the Issuer owned by Scailex Corporation Ltd. reported in this Schedule 13D/A, except to the extent of any pecuniary interest therein.

\*\* In accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended, and based on 155,645,708 ordinary shares of the Issuer outstanding as of September 30, 2012 (not taking into account 4,467,990 dormant shares of the Issuer which are held by the Issuer) (as disclosed in a Form 6-K submitted by the Issuer to the Securities and Exchange Commission on November 21, 2012).

^ Does not include Ordinary Shares beneficially owned by the other parties to the Shareholders' Agreement described in Item 4 of Amendment No. 2, as to which the Reporting Persons disclaim beneficial ownership.

(Page 4 of 11 Pages)

---



CUSIP No. 70211M109

Page 5 of 11

1 NAME OF REPORTING PERSON:

Scailex Corporation Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS:

BK, WC, OO

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

7 SOLE VOTING POWER:

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8 SHARED VOTING POWER:

24,475,593 \*^ (see Item 5)

9 SOLE DISPOSITIVE POWER:

0

10 SHARED DISPOSITIVE POWER:

24,475,593 \*^ (see Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

24,475,593 \*^ (see Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

^

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

15.7%\*\*^

14 TYPE OF REPORTING PERSON:

CO

\* Scailex Corporation Ltd. directly owns 24,475,593 ordinary shares of the Issuer. Ben-Dov Holdings Ltd., a company wholly-owned by Ilan Ben-Dov, directly owns 55.16% of the ordinary shares of Suny Electronics Ltd. The Ben-Dov Companies collectively own 80.56% of the ordinary shares of Suny Electronics Ltd. However, because 8.91% of the ordinary shares of Suny Electronics Ltd. are owned by Suny Telecom (1994) Ltd., a wholly-owned subsidiary of Suny Electronics Ltd., the Ben-Dov Companies effectively hold 88.45% of the voting rights of Suny Electronics Ltd. Suny Electronics Ltd. owns 78.71% of the outstanding ordinary shares of Scailex Corporation Ltd. and owns a principal amount of NIS 6,559,244 of the Series 1 Notes of Scailex Corporation Ltd. convertible into ordinary shares that immediately upon conversion would constitute 0.33% of the outstanding ordinary shares of Scailex Corporation Ltd., based on 27,945,211 ordinary shares currently outstanding. Ilan Ben-Dov indirectly owns 3.63% of the outstanding ordinary shares of Scailex Corporation Ltd. through Ben-Dov Holdings Ltd. and indirectly owns through E. Ben-Dov Investments Ltd. and Ben-Dov Holdings Ltd. a principal amount of NIS 21,280,000 of the Series 1 Notes of Scailex Corporation Ltd. convertible into ordinary shares that immediately upon conversion would constitute 1.08% of the outstanding ordinary shares of Scailex Corporation Ltd., based on 27,945,211 ordinary shares currently outstanding. Accordingly, Scailex Corporation Ltd. may be deemed to have the shared voting and dispositive power with respect to 24,475,593 ordinary shares of the Issuer owned directly by it.

\*\* In accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended, and based on 155,645,708 ordinary shares of the Issuer outstanding as of September 30, 2012 (not taking into account 4,467,990 dormant shares of the Issuer which are held by the Issuer) (as disclosed in a Form 6-K submitted by the Issuer to the Securities and Exchange Commission on November 21, 2012).

^ Does not include Ordinary Shares beneficially owned by the other parties to the Shareholders' Agreement described in Item 4 of Amendment No. 2, as to which the Reporting Persons disclaim beneficial ownership.

(Page 5 of 11 Pages)

---

The statement on Schedule 13D filed on November 12, 2009, relating to ordinary shares, par value NIS 0.01 per share (the "Ordinary Shares"), of Partner Communications Company Ltd., a company organized under the laws of the State of Israel (the "Issuer" or "Partner"), as amended (the statement on Schedule 13D, as amended through the date hereof, is referred to herein as "Schedule 13D" or the "Original Filing"), is hereby amended as set forth below by this Amendment No. 3 (this "Amendment"). This Amendment supplements and amends the Original Filing to the extent specified herein. Capitalized terms used but not defined in this Amendment shall have the meaning given to them in the Original Filing.

This Amendment is being filed jointly by Ilan Ben-Dov, Ben-Dov Holdings Ltd. ("Ben-Dov Holdings"), Suny Electronics Ltd. ("Suny Electronics") and Scailex Corporation Ltd. ("Scailex" and, collectively with Ilan Ben-Dov, Ben-Dov Holdings and Suny Electronics, the "Reporting Persons"). The agreement among the Reporting Persons relating to the joint filing of this Amendment is attached as Exhibit 1 to the Original Filing.

## Item 2. Identity and Background.

Item 2 of Schedule 13D is hereby amended and restated in its entirety to read as follows:

Ilan Ben-Dov holds 100% of the ordinary shares of Ben-Dov Holdings, which holds 55.16% of the ordinary shares of Suny Electronics.<sup>1</sup> Suny Electronics owns 78.71% of the ordinary shares of Scailex.<sup>2</sup>

Ilan Ben-Dov is the sole director of Ben-Dov Holdings, which has no executive officers. Suny Electronics has six directors (Ilan Ben-Dov, Ram Dviri, Yehiel Feingold, Eti Livni, Gidon Rabinovich and Yaakov Vizel) and four executive officers (Yahel Shachar, Galit Alkalay-David, Eliyahu Noah and Moshe Cohen). Scailex has six directors (Ilan Ben-Dov, Arie Ovadia, Shalom Singer, Regina Ungar, Yehiel Feingold and Yoav Biran) and five executive officers (Yahel Shachar, Galit Alkalay-David, David Piamenta and Moshe Cohen).

Each of Ben-Dov Holdings, Suny Electronics and Scailex is organized under the laws of Israel. The business address of Ben-Dov Holdings, Suny Electronics and Scailex is Segula 48, Industrial Zone, Petach Tikva, Israel.

Ilan Ben-Dov, a citizen of Israel, who resides at 14 Mishmar Hagvul, Tel Aviv, is principally employed as the chairman of the board of directors of Scailex and Suny Electronics. The principal business of Scailex is a holding company whose most substantial holding is Partner and an importer into Israel of cellular phones, tablets, accessories and spare parts, and the principal business of Suny Electronics is the holding of Partner and the importation of cellular phones, tablets, accessories and spare parts, all through Scailex. The principal business of Ben-Dov Holdings is a holding company.

Both Suny Electronics and Scailex are traded on the Tel Aviv Stock Exchange ("TASE").

Set forth on Schedule 1 hereto, which is incorporated herein by reference, is the name, residence or business address, present principal occupation or employment, and the name, principal business and address of any corporation or other organization in which such employment is conducted, and citizenship of the directors and executive officers of each Reporting Person.

During the last five years, none of the Reporting Persons nor, to the best of their knowledge, any of the entities or individuals mentioned in this Item 2 of this Amendment, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), nor have such entities or persons, during this period, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding been or is subject to a judgment, decree, or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violation with respect to such laws.

- (1) The Ben-Dov Companies (as defined above) collectively hold 80.56% of the ordinary shares of Suny Electronics. However, because 8.91% of the ordinary shares of Suny Electronics are held by Suny Telecom (1994) Ltd., a wholly-owned subsidiary of Suny Electronics, the Ben-Dov Companies effectively own 88.45% of the outstanding shares of Suny Electronics.
- (2) Ben Dov Holdings Ltd, wholly-owned by Ilan Ben-Dov, holds an additional 3.63% of the ordinary shares of Scailex. Ilan Ben-Dov also owns through E. Ben-Dov Investments Ltd. and Ben-Dov Holdings Ltd. a principal amount of NIS 21,280,000 of the Series 1 Notes of Scailex convertible into ordinary shares that immediately upon conversion would constitute 1.08% of the outstanding ordinary shares of Scailex, based on 27,945,211 ordinary shares currently outstanding.

(Page 6 of 11 Pages)

---

Item 4. Purpose of Transaction.

Item 4 of Schedule 13D is amended by adding the following paragraphs:

Closing of Sale of Shares in Partner

On January 29, 2013, Scailex and S.B. Israel Telecom Ltd., an Israeli special-purpose vehicle and affiliate of Saban Capital Group (the "Buyer") completed the main portion of the transactions contemplated by the share purchase agreement, dated as of November 30, 2012, between Scailex and the Buyer, which provides that the Buyer shall purchase 47,833,333 Ordinary Shares from Scailex. Of these shares, (i) 44,850,000 Ordinary Shares were transferred to the Buyer on January 29, 2013, and (ii) 2,983,333 Ordinary Shares are to be transferred by Scailex to the Buyer free and clear of any lien on one or more future deferred closing dates upon the terms set forth in the share purchase agreement. Scailex retained the entitlement to dividends in respect of the 44,850,000 Ordinary Shares transferred to the Buyer at closing out of the amount of distributable profits accrued as of December 31, 2012, up to an aggregate amount of approximately NIS115,000,000.

Item 5. Interest in Securities of the Issuer.

Item 5 of Schedule 13D is hereby amended and restated in its entirety to read as follows:

(a) and (b): As of the date hereof, Scailex is the direct beneficial owner of 24,475,593 Ordinary Shares, constituting approximately 15.7% of the total number of outstanding Ordinary Shares. Scailex has the shared power to vote, or direct the voting of, and the shared power to dispose of, or direct the disposition of, all of the Ordinary Shares owned by Scailex.

Suny Electronics may be deemed to be the beneficial owner of 26,648,719 Ordinary Shares, constituting approximately 17.1% of the total number of outstanding Ordinary Shares, consisting of 2,173,126 Ordinary Shares directly owned by Suny Electronics and 24,475,593 Ordinary Shares directly owned by Scailex of which Suny Electronics may be deemed to be the beneficial owner. Suny Electronics has the shared power to vote, or direct the voting of, and the shared power to dispose of, or direct the disposition of, the Ordinary Shares owned by Scailex and Suny Electronics. Pursuant to Rule 13d-4 under the Securities Exchange Act of 1934, as amended, Suny Electronics disclaims beneficial ownership of the Ordinary Shares owned by Scailex reported herein, except to the extent of any pecuniary interest therein.

Ilan Ben-Dov and Ben-Dov Holdings may each be deemed to be the beneficial owner of 26,648,719 Ordinary Shares, constituting approximately 17.1% of the total number of outstanding Ordinary Shares, consisting of 2,173,126 Ordinary Shares directly owned by Suny Electronics and 24,475,593 Ordinary Shares directly owned by Scailex. Each of Ilan Ben-Dov and Ben-Dov Holdings has the shared power to vote, or direct the voting of, and the shared power to dispose of, or direct the disposition of, the Ordinary Shares directly owned by Scailex and Suny Electronics. Pursuant to Rule 13d-4 under the Securities Exchange Act of 1934, as amended, each of Ilan Ben-Dov and Ben-Dov Holdings disclaims beneficial ownership of all Ordinary Shares reported herein, except to the extent of any pecuniary interest therein.

As a result of the voting and disposition provisions in the Shareholders' Agreement, the Reporting Persons may also be deemed to be a member of a group, within the meaning of Rule 13d-5 under the Act, with the other shareholders of the Issuer party to the Shareholders' Agreement and to share beneficial ownership over the Ordinary Shares owned by such other shareholders. The foregoing numbers of shares do not include the Ordinary Shares beneficially owned by such other shareholders parties to the Shareholders' Agreement, as to which the Reporting Persons disclaim beneficial ownership.<sup>1</sup>

(c) Except as set forth herein, to the best knowledge of the Reporting Persons, none of the Reporting Persons and no other person or entity described in Item 2 above has beneficial ownership of, or has engaged in any transaction during the past 60 days in respect of, any Ordinary Shares

(d) No person, other than the Reporting Persons, has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Ordinary Shares referred to in this Item 5. Scailex retained the entitlement to dividends in respect of the 44,850,000 Ordinary Shares transferred to the Buyer at closing out of the amount of distributable profits accrued as of December 31, 2012, up to an aggregate amount of approximately NIS115,000,000.

---

1 This will not derogate from Scailex's position as a co-holder with the Buyer for purposes of Israeli law.

(Page 7 of 11 Pages)

---

Percentages set forth herein were calculated in accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended, and based on 155,645,708 Ordinary Shares outstanding as of September 30, 2012 (not taking into account 4,467,990 dormant Ordinary Shares which are held by Partner) (as disclosed in a Form 6-K submitted by the Issuer to the Securities and Exchange Commission on November 21, 2012).

Item 6. Contracts, Arrangements, Understandings or Relationships with respect to Securities of the Issuer.

Item 6 of Schedule 13D is amended by adding the following paragraphs:

In connection with the transaction described in Item 4 above, on January 29, 2013, Scailex executed the Shareholders' Agreement with the Buyer, and Scailex and Advent executed the Mutual Waiver. These arrangements are more fully described in Item 4 of Amendment No. 2, which disclosure is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.

Item 7 is amended by adding the following Exhibits which are filed herewith:

29. Shareholders' Agreement, dated January 29, 2013, by and between Scailex Corporation Ltd. and S.B. Israel Telecom Ltd.

30. Form of Mutual Waiver and Release dated January 23, 2013, by and between Advent Investment Pte Ltd. and Scailex Corporation.

(Page 8 of 11 Pages)

---

Signature

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.

Dated: February 14, 2013

SCAILEX CORPORATION LTD.

By: /s/ Yahel Shachar  
Yahel Shachar  
Chief Executive Officer

By: /s/ Galit Alkalay-David  
Galit Alkalay-David  
Chief Financial Officer

SUNY ELECTRONICS LTD.

By: /s/ Yahel Shachar  
Yahel Shachar  
Chief Executive Officer

By: /s/ Galit Alkalay-David  
Galit Alkalay-David  
Chief Financial Officer

BEN-DOV HOLDINGS LTD.

By: /s/ Ilan Ben-Dov  
Ilan Ben-Dov  
Director

ILAN BEN-DOV

/s/ Ilan Ben-Dov



SCHEDULE I

DIRECTORS AND EXECUTIVE OFFICERS OF THE REPORTING PERSONS

Set forth below is the name, business address, present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted, of the directors and executive officers of each Reporting Person that is an entity. Each of the persons named below is a citizen of Israel. The addresses of Scailex Corporation Ltd. ("Scailex") and Suny Electronics Ltd. ("Suny Electronics") are set forth in Item 2. The name of each person who is a director of the applicable Reporting Person is marked with an asterisk.

Name and Business Address	Principal Occupation or Employment
<p>Yahel Shachar c/o Scailex Corporation Segula Industrial Center 48 Ben Zion Galis St. Petach Tikva, Israel</p>	<p>CEO of Scailex and Suny Electronics</p>
<p>Galit Alkalay c/o Scailex Corporation Segula Industrial Center 48 Ben Zion Galis St. Petach Tikva, Israel</p>	<p>CFO of Scailex and Suny Electronics</p>
<p>David Piamenta c/o Scailex Corporation Segula Industrial Center 48 Ben Zion Galis St. Petach Tikva, Israel</p>	<p>Cellular Operators Field Manager of Scailex (until May 1, 2013)</p>
<p>Moshe Cohen c/o Scailex Corporation Segula Industrial Center 48 Ben Zion Galis St. Petach Tikva, Israel</p>	<p>Internal Auditor of Scailex Internal Auditor of Suny Electronics (Although Moshe Cohen is internal auditor of both Scailex and Suny Electronics, he is not an employee of either company. Rather, he is a partner at the accounting firm of Chaikin, Cohen, Rubin &amp; Co., Kiryat Atidim, Building #4, POB 58143, Tel Aviv, Israel.)</p>
<p>Ilan Ben-Dov<sup>2</sup> *</p>	
<p>Ram Dviri * 16 Sharet St. Tel-Aviv, Israel</p>	<p>Owner and CEO of Decoram Ltd. 1 De-Haz St. Tel-Aviv, Israel</p>
<p>Gidon Rabinovich * 14 Rozov St. Tel-Aviv, Israel</p>	<p>CPA -Owner of a real estate development and construction company, mainly in the field of residential projects. -Business and financial consulting.</p>

---

<sup>2</sup> Information regarding Ilan Ben-Dov is provided in Item 2.

(Page 10 of 11 Pages)

---

Yaakov Vizel \*  
Segula Industrial Center  
48 Ben Zion Galis St.  
Petach Tikva, Israel

CEO of Derech Halotus Ltd.  
Segula Industrial Center  
48 Ben Zion Galis St.  
Petach Tikva, Israel

Eliyahu Noah \*  
Segula Industrial Center  
48 Ben Zion Galis St.  
Petach Tikva, Israel

Accountant of Suny Electronics

Yehiel Feingold \*  
6 Neurim, Kfar Saba

Consultant  
6 Neurim, Kfar Saba

Eti Livni \*  
122 Wingate St. Herzeliya, Israel

Attorney, Director in various companies.  
Self employed.  
8 Aba Even St. Herzeliya, Israel

Shalom Singer \*  
11 Shlomo Ben Yosef, Tel Aviv

Director and consultant in various companies.  
Managing Partner at Singer Meister Ltd.  
7 Zabotinsky St. (Aviv Tower) Ramat-Gan, Israel

Yoav Biran \*  
3/4 Oved St. Jerusalem, Israel

Retired

Regina Ungar \*  
82 Hamargnit St Ramat Gan, Israel

Independent Corporate Financial Professional

Arie Ovadia \*  
11 Hashomer, Raanana

Partner and manager of Shemrok Israel Support Fund Consultants Ltd.  
(support fund)  
23 Menachem Begin St., Tel Aviv, Israel

(Page 11 of 11 Pages)

---

---