

Caesarstone Ltd.
Form SC 13D/A
October 26, 2016

United States
Securities and Exchange Commission
Washington, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

Information to be Included in Statements Filed Pursuant to § 240.13d-1(a) and
Amendments Thereto Filed Pursuant to § 240.13d-2(a)
Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Caesarstone Ltd.
(Name of Issuer)

Ordinary Shares
(Title of Class of Securities)

M 20598 104

(CUSIP Number)

Mr. Dori Brown

4 Berkowitz Street

Museum Tower, 11th Floor

Tel Aviv, Israel 64238

972 3 609 3525

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

October 13, 2016

(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 that 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.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 for other parties to whom copies are to be sent.

- * 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*).

1 Names of Reporting Persons

Tene Growth Capital III (G.P.) Company Ltd.

2 Check the Appropriate Box if a member of a group

(a) (b)

3 SEC Use Only

4 Source of Funds (see Instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Israel

Number of 7 **Sole Voting Power**

Shares

Beneficially 0
Owned by 8 **Shared Voting Power**

Each

Reporting 11,440,000
Person 9 **Sole Dispositive Power**

Person

With 0
10 **Shared Dispositive Power**

3,000,000

11 Aggregate Amount Beneficially Owned by Each Reporting Person

11,440,000

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

32.5%

14 Type of Reporting Person

CO

1 Names of Reporting Persons

Tene Growth Capital 3 (Fund 3 G.P.) Projects Limited Partnership

2 Check the Appropriate Box if a member of a group

(a) (b)

3 SEC Use Only

4 Source of Funds (see Instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Israel

Number of **7** Sole Voting Power

Shares

Beneficially **0**
8 Shared Voting Power

Owned by

Each

11,440,000
Reporting **9** Sole Dispositive Power

Person

With

0
10 Shared Dispositive Power

3,000,000

11 Aggregate Amount Beneficially Owned by Each Reporting Person

11,440,000

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

32.5%

14 Type of Reporting Person

PN

1 Names of Reporting Persons

Tene Investments in Projects 2016 Limited Partnership

2 Check the Appropriate Box if a member of a group

(a) (b)

3 SEC Use Only

4 Source of Funds (see Instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Israel

Number of **7** Sole Voting Power

Shares

Beneficially **0**
Owned by **8** Shared Voting Power

Each

Reporting **11,440,000**
Person **9** Sole Dispositive Power

Person

With **0**
10 Shared Dispositive Power

3,000,000

11 Aggregate Amount Beneficially Owned by Each Reporting Person

11,440,000

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

32.5%

14 Type of Reporting Person

PN

1 Names of Reporting Persons

Dr. Ariel Halperin

2 Check the Appropriate Box if a member of a group

(a) (b)

3 SEC Use Only

4 Source of Funds (see Instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Israel

Number of **7** Sole Voting Power

Shares

Beneficially **0**

8 Shared Voting Power

Owned by

Each

11,440,000

Reporting **9** Sole Dispositive Power

Person

With **0**

10 Shared Dispositive Power

3,000,000

11 Aggregate Amount Beneficially Owned by Each Reporting Person

11,440,000

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

32.5%

14 Type of Reporting Person

IN

EXPLANATORY NOTE

This Amendment No. 1 to Schedule 13D (this Amendment No. 1) amends and supplements the Statement on Schedule 13D filed by Tene Growth Capital III (G.P.) Company Ltd.; Tene Growth Capital 3 (Fund 3 G.P.) Projects Limited Partnership; Tene Investments in Projects 2016 Limited Partnership; and Dr. Ariel Halperin (each a Reporting Person and, collectively, the Reporting Persons), with the United States Securities and Exchange Commission (the SEC) on September 13, 2016 (the Schedule 13D), relating to the Ordinary Shares, par value NIS 0.04 per share (the Ordinary Shares), of Caesarstone Ltd., an Israeli corporation (the Issuer). Capitalized terms used herein without definition shall have the meaning set forth in the Schedule 13D.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended by adding the following information at the end thereof:

On October 13, 2016, the Israeli Antitrust Commissioner approved the transactions previously described in the Schedule 13D, including the entry into the Shareholders Agreement. Following the Israeli Antitrust Commissioner approval, pursuant to the Term Sheet, and as previously disclosed, the Record Holder will share the power to vote all of the Ordinary Shares held by it and by Sdot Yam.

Other than as described above and as previously described in the Schedule 13D, none of the Reporting Persons currently has any plans or proposals that relate to, or would result in, any of the matters listed in Items 4(a) (j) of Schedule 13D, although, depending on the factors discussed herein, the Reporting Persons may change their purpose or formulate different plans or proposals with respect thereto at any time.

Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is amended and restated in its entirety by inserting the following information:

(a) (b)

The following sets forth, as of the date hereof, the aggregate number of Ordinary Shares and percentage of Ordinary Shares beneficially owned by each of the Reporting Persons, as well as the number of shares of Ordinary Shares as to which each Reporting Person has the sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition, or shared power to dispose or to direct the disposition of, as of the date hereof based on 35,190,255 Ordinary Shares outstanding as of February 24, 2016.

Reporting Person	Amount beneficially owned	Percent of class	Sole power to vote or to direct the vote		Sole power to dispose or to direct the disposition		Shared power to dispose or to direct the disposition
			direct the vote	Shared power to vote or to direct the vote	direct the disposition	Shared power to dispose or to direct the disposition	
	11,440,000	32.5%	0	11,440,000	0	3,000,000	

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Tene Growth Capital III (G.P.) Company Ltd.						
Tene Growth Capital 3 (Fund 3 G.P.)						
Projects Limited Partnership	11,440,000	32.5%	0	11,440,000	0	3,000,000
Tene Investments in Projects 2016						
Limited Partnership	11,440,000	32.5%	0	11,440,000	0	3,000,000
Dr. Ariel Halperin	11,440,000	32.5%	0	11,440,000	0	3,000,000

The Record Holder holds 1,000,000 Ordinary shares of record and, pursuant to the Call Option, has the right to acquire an additional 2,000,000 Ordinary Shares. Pursuant to the Shareholders Agreement, the Record Holder also shares the right to direct the voting of 10,440,000 Ordinary Shares beneficially owned by Sdot Yam.

Dr. Halperin is the sole director of Tene III and the major shareholder of Tene III and Tene III Projects. Tene III is the general partner of Tene III Projects, which is the general partner of the Record Holder. As such, each of them may be deemed to share beneficial ownership of the Ordinary Shares held of record by the Record Holder. Each such entity or person disclaims any such beneficial ownership.

(c) Item 4 above summarizes certain provisions of the Term Sheet and is incorporated herein by reference. Except as described above pursuant to the Term Sheet, during the past 60 days none of the Reporting Persons or Related Persons has effected any transactions in the Ordinary Shares.

(d) None.

(e) Not Applicable.

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.

Date: October 26, 2016

Tene Growth Capital III (G.P.) Company Ltd.

By:/s/ Ariel Halperin

By:/s/ Dori Brown

Tene Growth Capital 3 (Fund 3 G.P.) Projects
Limited Partnership, by its general partner,
Tene Growth Capital III (G.P.) Company Ltd.

By:/s/ Ariel Halperin

By:/s/ Dori Brown

Tene Investments in Projects 2016 Limited
Partnership, by its general partner, Tene
Growth Capital 3 (Fund 3 G.P.) Projects
Limited Partnership, by its general partner,
Tene Growth Capital III (G.P.) Company Ltd.

By:/s/ Ariel Halperin

By:/s/ Dori Brown

Dr. Ariel Halperin

By:/s/ Ariel Halperin