

Edgar Filing: ZISAPEL ZOHAR ET AL - Form SC 13G/A

ZISAPEL ZOHAR ET AL
Form SC 13G/A
February 14, 2006

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934
(Amendment no. 2)*

RADVision Ltd.

(Name of Issuer)

Ordinary Shares, par value NIS 0.10 per share

(Title of Class of Securities)

M8186910 5

(CUSIP Number)

December 31, 2005

(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 the disclosures provided in a prior cover page.

The information required in 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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CUSIP No. 88906B105

- 1 Name of Reporting Person: Zohar Zisapel
I.R.S. Identification No. of above person (entities only): N/A
- 2 Check the Appropriate Box if a Member of a Group (See Instructions): (a) []
(b) [X]
- 3 SEC Use Only
- 4 Citizenship or Place of Organization: Israel
- | | | | |
|--|---|---------------------------|----------------------------|
| Number of Shares | 5 | Sole Voting Power: | 1,872,866 Ordinary Shares* |
| Beneficially Owned by Each Reporting Person With | 6 | Shared Voting Power: | 422,621 Ordinary Shares |
| | 7 | Sole Dispositive Power: | 1,872,866 Ordinary Shares* |
| | 8 | Shared Dispositive Power: | 422,621 Ordinary Shares |
- 9 Aggregate Amount Beneficially Owned by Each Reporting Person:
2,295,487 Ordinary Shares
- 10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions): []
- 11 Percent of Class Represented by Amount in Row (9): 10.3%**
- 12 Type of Reporting Person (See Instructions): IN

-
- * Includes 75,000 Ordinary Shares issuable upon the exercise of currently exercisable options granted to the Reporting Person.
- ** Based on 21,803,997 Ordinary Shares that the Issuer advised were issued and outstanding as of December 31, 2005.

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Item 1.

- (a) Name of Issuer: RADVision Ltd.
- (b) Address of Issuer's Principal Executive Offices: 24 Raoul Wallenberg Street, Tel Aviv 69719, Israel

Item 2.

- (a) Name of Person Filing: Zohar Zisapel
- (b) Address of Principal Business Office or, if none, Residence: 24 Raoul Wallenberg Street, Tel Aviv 69719

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- (c) Citizenship: Israel
- (d) Title of Class of Securities: Ordinary Shares, par value NIS 0.10 per share ("Ordinary Shares")
- (e) CUSIP Number: M81869 10 5

Item 3. Not applicable

Item 4. Ownership

(a) Amount beneficially owned: As of December 31, 2005, the Reporting Person beneficially owned 2,295,487 Ordinary Shares, or 10.5%, of the total number of Ordinary Shares issued and outstanding, of which: (i) 1,180,554 Ordinary Shares were owned of record by the Reporting Person; (ii) 75,000 Ordinary Shares were issuable upon the exercise of currently exercisable options granted to the Reporting Person; (iii) 306,456 Ordinary Shares were owned of record by Lomsha Ltd., an Israeli company controlled by the Reporting Person; (iv) 310,856 Ordinary Shares were owned of record by Michael and Klil Holdings (93) Ltd., an Israeli company controlled by the Reporting Person; and (v) 422,621 Ordinary Shares were owned of record by RAD Data Communications Ltd., an Israeli company. The Reporting Person is a principal shareholder and Chairman of the Board of Directors of RAD Data Communications Ltd. The Reporting Person and Yehuda Zisapel have shared voting and dispositive power with respect to the shares held by RAD Data Communications Ltd.

(b) Percent of class: 10.3%**

(c) Number of shares as to which such person has:

- (i) Sole power to vote or to direct the vote: 1,872,866 Ordinary Shares*
- (ii) Shared power to vote or to direct the vote: 422,621 Ordinary Shares
- (iii) Sole power to dispose or to direct the disposition of: 1,872,866 Ordinary Shares*
- (iv) Shared power to dispose or to direct the disposition of: 422,621 Ordinary Shares

* Includes 75,000 Ordinary Shares issuable upon the exercise of currently exercisable options granted to the Reporting Person.

** Based on 21,803,997 Ordinary Shares that the Issuer advised were issued and outstanding as of December 31, 2005.

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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.

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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

Not applicable.

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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.

Date: February 12, 2006

/s/Zohar Zisapel

Zohar Zisapel

