

CAMTEK LTD  
Form SC 13G/A  
February 11, 2019

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934**

**(Amendment No. 2)\***

Camtek Ltd.

**(Name of Issuer)**

Ordinary Shares, par value NIS 0.01 per share

**(Title of Class of Securities)**

M20791105

**(CUSIP Number)**

December 31, 2018

**(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).

CUSIP No. M20791105 13G Page 2 of 10 Pages

NAME OF REPORTING  
PERSONS

1

Dov Yelin  
CHECK THE  
APPROPRIATE BOX IF A  
MEMBER OF A GROUP  
(See instructions)

2

(a)  
  
(b)  
SEC USE ONLY

3

CITIZENSHIP OR PLACE  
OF ORGANIZATION

4

Israel

SOLE  
VOTING  
POWER

5

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

---  
SHARED  
VOTING  
POWER

6

EACH  
REPORTING  
PERSON WITH

1,961,695 (\*)  
SOLE  
DISPOSITIVE  
POWER

7

---  
SHARED  
DISPOSITIVE  
POWER

**8**

1,961,695 (\*)  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

**9**

1,961,695 (\*)  
CHECK IF THE  
AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES  
CERTAIN SHARES (See  
instructions)

**10**

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW 9

**11**

5.38% (\*) (\*\*)  
TYPE OF REPORTING  
PERSON (See instructions)

**12**

IN

(\*)The beneficial ownership of the securities reported herein is described in Item 4(a).

(\*\*)Based on 36,433,855 Ordinary Shares outstanding as of December 31, 2018 (as reported on Bloomberg LP).

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NAME OF REPORTING  
PERSONS

1

Yair Lapidot  
CHECK THE  
APPROPRIATE BOX IF A  
MEMBER OF A GROUP  
(See instructions)

2

(a)  
  
(b)  
SEC USE ONLY

3

CITIZENSHIP OR PLACE  
OF ORGANIZATION

4

Israel

SOLE  
VOTING  
POWER

5

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY

EACH

REPORTING

PERSON WITH

---  
SHARED  
VOTING  
POWER

6

1,961,695 (\*)  
SOLE  
DISPOSITIVE  
POWER

7

---  
SHARED  
DISPOSITIVE  
POWER

**8**

1,961,695 (\*)  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

**9**

1,961,695 (\*)  
CHECK IF THE  
AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES  
CERTAIN SHARES (See  
instructions)

**10**

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW 9

**11**

5.38% (\*) (\*\*)  
TYPE OF REPORTING  
PERSON (See instructions)

**12**

IN

(\*)The beneficial ownership of the securities reported herein is described in Item 4(a).

(\*\*)Based on 36,433,855 Ordinary Shares outstanding as of December 31, 2018 (as reported on Bloomberg LP).

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NAME OF REPORTING  
PERSONS

1

Yelin Lapidot Holdings  
Management Ltd.  
CHECK THE  
APPROPRIATE BOX IF A  
MEMBER OF A GROUP  
(See instructions)

2

(a)  
  
(b)  
SEC USE ONLY

3

CITIZENSHIP OR PLACE  
OF ORGANIZATION

4

Israel

SOLE  
VOTING  
POWER

5

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

---  
SHARED  
VOTING  
POWER

6

EACH  
REPORTING  
PERSON WITH

1,961,695 (\*)  
SOLE  
DISPOSITIVE  
POWER

7

---  
SHARED  
DISPOSITIVE  
POWER

**8**

1,961,695 (\*)  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

**9**

1,961,695 (\*)  
CHECK IF THE  
AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES  
CERTAIN SHARES (See  
instructions)

**10**

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW 9

**11**

5.38% (\*) (\*\*)  
TYPE OF REPORTING  
PERSON (See instructions)

**12**

CO

(\*)The beneficial ownership of the securities reported herein is described in Item 4(a).

(\*\*)Based on 36,433,855 Ordinary Shares outstanding as of December 31, 2018 (as reported on Bloomberg LP).



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NAME OF REPORTING  
PERSONS

1

Yelin Lapidot Mutual Funds  
Management Ltd.

CHECK THE  
APPROPRIATE BOX IF A  
MEMBER OF A GROUP  
(See instructions)

2

(a)

(b)  
SEC USE ONLY

3

CITIZENSHIP OR PLACE  
OF ORGANIZATION

4

Israel

SOLE  
VOTING  
POWER

5

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY

EACH

REPORTING

PERSON WITH

---  
SHARED  
VOTING  
POWER

6

1,488,455 (\*)  
SOLE  
DISPOSITIVE  
POWER

7

---  
SHARED  
DISPOSITIVE  
POWER

**8**

1,488,455 (\*)  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

**9**

1,488,455 (\*)  
CHECK IF THE  
AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES  
CERTAIN SHARES (See  
instructions)

**10**

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW 9

**11**

4.09% (\*) (\*\*)  
TYPE OF REPORTING  
PERSON (See instructions)

**12**

CO

(\*)The beneficial ownership of the securities reported herein is described in Item 4(a).

(\*\*)Based on 36,433,855 Ordinary Shares outstanding as of December 31, 2018 (as reported on Bloomberg LP).

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**Item 1. (a) Name of Issuer:**

Camtek Ltd.

**(b) Address of Issuer's Principal Executive Offices:**

Ramat Gavriel Industrial Zone, P.O. BOX 544, Migdal Ha'Emek, Israel

**Item 2. (a) Name of Person Filing:**

Dov Yelin

Yair Lapidot

Yelin Lapidot Holdings Management Ltd.

Yelin Lapidot Mutual Funds Management Ltd.

**(b) Address of Principal Business Office:**

Dov Yelin – 50 Dizengoff St., Dizengoff Center, Gate 3, Top Tower, 13th floor, Tel Aviv 64332, Israel

Yair Lapidot – 50 Dizengoff St., Dizengoff Center, Gate 3, Top Tower, 13th floor, Tel Aviv 64332, Israel

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Yelin Lapidot Holdings Management Ltd. – 50 Dizengoff St., Dizengoff Center, Gate 3, Top Tower, 13th floor, Tel Aviv 64332, Israel

Yelin Lapidot Mutual Funds Management Ltd. – 50 Dizengoff St., Dizengoff Center, Gate 3, Top Tower, 13th floor, Tel Aviv 64332, Israel

(c) Citizenship or Place of Incorporation:

Dov Yelin – Israel

Yair Lapidot – Israel

Yelin Lapidot Holdings Management Ltd. – Israel

Yelin Lapidot Mutual Funds Management Ltd. – Israel

(d) Title of Class of Securities:

Ordinary Shares, par value NIS 0.01 per share

(e) CUSIP Number:

M20791105

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**Item 3.** Not applicable.

**Item 4. Ownership:**

(a) Amount beneficially owned:

See row 9 of cover page of each reporting person.

On December 31, 2018, the securities reported herein were beneficially owned as follows:

1,488,455 Ordinary Shares (representing 4.09% of the total Ordinary Shares outstanding) beneficially owned by mutual funds managed by Yelin Lapidot Mutual Funds Management Ltd.

473,240 Ordinary Shares (representing 1.30% of the total Ordinary Shares outstanding) beneficially owned by provident managed by Yelin Lapidot Provident Funds Management Ltd.

The securities reported herein are beneficially owned by provident funds managed by Yelin Lapidot Provident Funds Management Ltd. and/or mutual funds managed by Yelin Lapidot Mutual Funds Management Ltd. (the "Subsidiaries"), each a wholly-owned subsidiary of Yelin Lapidot Holdings Management Ltd. ("Yelin Lapidot Holdings"). Messrs. Yelin and Lapidot each own 24.38% of the share capital and 25.004% of the voting rights of Yelin Lapidot Holdings, and are responsible for the day-to-day management of Yelin Lapidot Holdings. The Subsidiaries operate under independent management and make their own independent voting and investment decisions. Any economic interest or beneficial ownership in any of the securities covered by this report is held for the benefit of the members of the provident funds or mutual funds, as the case may be. This Statement shall not be construed as an admission by Messrs. Yelin and Lapidot, Yelin Lapidot Holdings or the Subsidiaries that he or it is the beneficial owner of any of the securities covered by this Statement, and each of Messrs. Yelin and Lapidot, Yelin Lapidot Holdings, and the Subsidiaries disclaims beneficial ownership of any such securities.

(b) Percent of class:

See row 11 of cover page of each reporting person

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

(i) Sole power to vote or to direct the vote:

See row 5 of cover page of each reporting person

(ii) Shared power to vote or to direct the vote:

See row 6 of cover page of each reporting person and note in Item 4(a) above

(iii) Sole power to dispose or to direct the disposition of:

See row 7 of cover page of each reporting person

(iv) Shared power to dispose or to direct the disposition of:

See row 8 of cover page of each reporting person and note in Item 4(a) above

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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 beneficial owner of more than 5 percent of the class of securities, check the following .

**Item 6. Ownership of More than Five Percent on Behalf of Another:**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:**

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:**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.





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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.

February 6, 2019

**Dov Yelin**

/s/ Dov Yelin  
By: Dov Yelin

**Yair Lapidot**

/s/ Yair Lapidot  
By: Yair Lapidot

**Yelin Lapidot Holdings Management Ltd.**

/s/ Dov Yelin  
By: Dov Yelin  
Title: Joint Chief Executive Officer

**Yelin Lapidot Mutual Funds Management Ltd.**

/s/ Asaf Eldar  
By: Asaf Eldar  
Title: Chief Executive Officer

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<b>EXHIBIT NO.</b>	<b>DESCRIPTION</b>
Exhibit 1	<u>Joint Filing Agreement filed by and among the Reporting Persons, dated as of January 29, 2018 (incorporated herein by reference to Exhibit 1 to the Schedule 13G filed on January 31, 2018).</u>