

Ivy Jerry Lafe JR
Form SC 13D/A
October 22, 2012

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 3)***

On Track Innovations LTD.
(Name of Issuer)

Common Stock, no par value
(Title of Class of Securities)

M8791A109
(CUSIP Number)

Mark R. Beatty

10900 N.E. 4th Street, Suite 1850

Bellevue, WA 98004

(425) 990-4026

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

October 19, 2012

(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).

CUSIP No. M8791A109

Names of Reporting Persons

1 I.R.S Identification Nos. of above persons (entities only).

Jerry Lafe Ivy, Jr.

Check the Appropriate Box if a Member of a Group (See Instructions)

2 (a)

(b)

3 SEC Use Only

Source of Funds (See Instructions)

4

PF

Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

5

o

Citizenship or Place of Organization

6

U.S.

Sole Voting Power

7

**NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH**

2,641,116

Shared Voting Power

8

422,800**

Sole Dispositive Power

9

2,641,116

Shared Dispositive Power

10

422,800**

Aggregate Amount Beneficially Owned by Each Reporting Person

11

3,063,916***

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

[]

Percent of Class Represented by Amount in Row (11)

13

9.84%*

Type of Reporting Person (See Instructions)

14

IN

* The calculation is based on a total of 31,135,062 Ordinary Shares, par value NIS 0.10 per share outstanding as of December 31, 2011, as reported by the Issuer in its Form 20-F filed with the Securities and Exchange Commission on April 11, 2012.

** Represents shares held in an account with Marlene A. Ivy as joint tenants with rights of survivorship.

*** Includes 422,800 shares held in an account with Marlene A. Ivy as joint tenants with rights of survivorship.

CUSIP No. M8791A109

Names of Reporting Persons

1 I.R.S Identification Nos. of above persons (entities only).

Marlene V. Ivy

Check the Appropriate Box if a Member of a Group (See Instructions)

2 (a)

(b)

3 SEC Use Only

Source of Funds (See Instructions)

4

PF

Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

5

o

Citizenship or Place of Organization

6

U.S.

Sole Voting Power

7

**NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH**

Shared Voting Power

8

422,800**

Sole Dispositive Power

9

Shared Dispositive Power

10

422,800**

Aggregate Amount Beneficially Owned by Each Reporting Person

11

422,800**

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

[]

Percent of Class Represented by Amount in Row (11)

13

1.36%*

Type of Reporting Person (See Instructions)

14

IN

* The calculation is based on a total of 31,135,062 Ordinary Shares, par value NIS 0.10 per share outstanding as of December 31, 2011, as reported by the Issuer in its Form 20-F filed with the Securities and Exchange Commission on April 11, 2012.

** Represents shares held in an account with Jerry Lafe Ivy, Jr. as joint tenants with rights of survivorship.

2

Explanatory Note

This Schedule 13D (Schedule 13D) relates to shares of Ordinary Shares, NIS 0.10 par value per share (Common Stock), of On Track Innovations, Ltd., an Israel corporation (the Issuer). This statement is being filed by Jerry Lafe Ivy, Jr. (Mr. Ivy) and Marlene V. Ivy (Mrs. Ivy) and collectively, the Reporting Persons).

Item 4.

Purpose of Transaction

On October 19, 2012, Mr. Ivy submitted to the Board of Directors of the Issuer a letter that:

.

Challenged the qualification of Dr. Ora Setter to serve as an external director;

.

Requested that the Issuer cancel its shareholder meeting scheduled for November 9, 2012 since its nominees do not conform to applicable legal requirements and convene another shareholder meeting;

.

Requested that the Board of Directors of the Issuer convene another annual and extraordinary meeting, or at least cancel items 2-4 of the agenda (the appointment of external directors) and convene an extraordinary meeting.

.

The new general meeting (whether annual and extraordinary meeting or an extraordinary meeting, as specified above) shall include the following issues :

o

Amendment of the Issuer's Articles of Association by

§

Increasing the size of the board of directors to a maximum of eleven (11) directors.

§

Requiring that all board meetings be conducted in the English Language and all relevant materials and information for the board to be prepared in English or translated to English.

§

Hold annually at least three of the Issuer's board meetings and the general meeting of shareholders in the United States.

o

Remove Mr. Eli Akavia, Mr. David P. Stone and Mr. Mark Green from their positions as directors

o

Elect eight directors, as follows:

§

External Directors:

Eileen Segall

Jeffrey E. Eberwein

§

Independent Directors:

Charles M. Gillman

Dilip Singh

Richard Kenneth Coleman, Jr.

Mark Stolper

John Knapp

Dimitrios Angelis

A copy of the letter is attached as Exhibit 99.4.

Except as set forth in this Item 4, Mr. Ivy has no other plans or proposals with respect to the Issuer, including any of the matters referred to in paragraphs (a) through (j) of Item 4 of Schedule 13D.

Item 7.

Material to Be Filed as Exhibits

- 99.1 Joint Filing Agreement dated March 2, 2012 (incorporated herein by reference to Exhibit 99.1 to the Reporting Persons Schedule 13D, filed with the Securities and Exchange Commission on March 2, 2012)

3

- 99.2 Power of Attorney dated October 5, 2012 (incorporated herein by reference to Exhibit 99.2 to the Reporting Persons Schedule 13D, filed with the Securities and Exchange Commission on October 8, 2012)
- 99.3 Letter to Shareholders of On Track Innovations LTD. dated October 18, 2012 (incorporated herein by reference to Exhibit 99.3 to the Reporting Persons Schedule 13D, filed with the Securities and Exchange Commission on October 8, 2012)
- 99.4 Letter to Board of Directors of On Track Innovations LTD. dated October 19, 2012 from Jerry L. Ivy, Jr.

[Balance of the page intentionally left blank]

Signatures

After reasonable inquiry and to the best of the knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: October 22, 2012

/s/ Jerry L. Ivy, Jr.

/s/ Marlene V. Ivy*

Jerry L. Ivy, Jr.

Marlene V. Ivy

* By Jerry L. Ivy, Jr., Attorney in Fact