

TAT TECHNOLOGIES LTD
Form SC 13D/A
December 12, 2016

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

OMB APPROVAL
OMB Number:
Expires:
Estimated average burden
hours per response.....

SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 1)*

TAT Technologies Ltd.

(Name of Issuer)

Ordinary Shares, Par Value NIS 0.9 Per Share

(Title of Class of Securities)

M8740S-22-7
(CUSIP Number)

FIMI FIVE 2012 Ltd.
Electra Tower,
98 Yigal Alon St.,
Tel-Aviv 67891, Israel
+(972)-3-565-2244

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

December 8, 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 o.

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.

1 NAME OF REPORTING PERSONS.
FIMI FIVE 2012 Ltd.
I.R.S. IDENTIFICATION NOS. OF
ABOVE PERSONS (ENTITIES ONLY).

2 CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (SEE
INSTRUCTIONS)
(a) x
(b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE
INSTRUCTIONS)

5 CHECK IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e)

o

6 CITIZENSHIP OR PLACE OF
ORGANIZATION

Israel

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

5,254,908

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

5,254,908

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

5,254,908

12 CHECK IF AGGREGATE AMOUNT IN
ROW (11) EXCLUDES CERTAIN
SHARES (SEE INSTRUCTIONS)

o

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

59.5%

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

CO

1 NAME OF REPORTING PERSONS.
FIMI Opportunity V, L.P.
I.R.S. IDENTIFICATION NOS. OF
ABOVE PERSONS (ENTITIES ONLY).

2 CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (SEE
INSTRUCTIONS)
(a) x
(b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE
INSTRUCTIONS)

WC

5 CHECK IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e)

o

6 CITIZENSHIP OR PLACE OF
ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

5,254,908

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10 SHARED DISPOSITIVE POWER

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SHARES (SEE INSTRUCTIONS)

o

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

59.5%

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

PN

1 NAME OF REPORTING PERSONS.
FIMI Israel Opportunity Five, Limited
Partnership
I.R.S. IDENTIFICATION NOS. OF
ABOVE PERSONS (ENTITIES ONLY).

2 CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (SEE
INSTRUCTIONS)
(a) x
(b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE
INSTRUCTIONS)

WC

5 CHECK IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e)

o

6 CITIZENSHIP OR PLACE OF
ORGANIZATION

Israel

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

5,254,908

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BENEFICIALLY OWNED BY EACH
REPORTING PERSON

5,254,908

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ROW (11) EXCLUDES CERTAIN
SHARES (SEE INSTRUCTIONS)

o

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

59.5%

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

PN

1 NAME OF REPORTING PERSONS.
Shira and Ishay Davidi Management Ltd.
I.R.S. IDENTIFICATION NOS. OF
ABOVE PERSONS (ENTITIES ONLY).

2 CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (SEE
INSTRUCTIONS)
(a) x
(b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE
INSTRUCTIONS)

5 CHECK IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e)

o

6 CITIZENSHIP OR PLACE OF
ORGANIZATION

Israel

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

5,254,908

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

5,254,908

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BENEFICIALLY OWNED BY EACH
REPORTING PERSON

5,254,908

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ROW (11) EXCLUDES CERTAIN
SHARES (SEE INSTRUCTIONS)

o

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

59.5%

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

CO

1 NAME OF REPORTING PERSONS.

Ishay Davidi

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) x

(b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Israel

7 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER

5,254,908

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5,254,908

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SHARES (SEE INSTRUCTIONS)

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BY AMOUNT IN ROW (11)

59.5%

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

IN

This Amendment No. 1 to Schedule 13D amends Schedule 13D originally filed on August 14, 2013.

Item 3 Source and Amount of Funds or Other Consideration

Item 3 is hereby amended and restated as follows:

Pursuant to an agreement dated as of December 8, 2016 (the "Share Purchase Agreement"), among (1) FIMI Opportunity V, L.P. and FIMI Israel Opportunity V, Limited Partnership (collectively, "FIMI"), and (2) Leap Tide Capital Management LLC (collectively, "Leap Tide"), FIMI purchased from Leap Tide at the closing of the transaction 522,557 shares of TAT Technologies Ltd. (the "Company") , at a price per share of US\$ 7.5 and an aggregate purchase price of US\$3,919,177.5 (the "Transaction"). The Share Purchase Agreement also provides for an adjustment of the purchase price if certain conditions related to the sale of shares of the Company by FIMI shall have been met in the future.

The foregoing summary of the Transaction is qualified in its entirety by reference to the full text of the Share Purchase Agreement included as Exhibit 1 hereto and is incorporated herein by reference.

Following the consummation of the Transaction, the aggregate purchase price of the 5,254,908 Shares purchased by FIMI is approximately \$39,031,177. The source of funding for the purchase of the Shares was the capital of FIMI.

Item 5 Interest in Securities of the Issuer

Item 5 is hereby amended and restated as follows:

(a)- (b) The Reporting Persons may be deemed to beneficially own and have shared power to vote and shared power of disposition over 5,254,908 Shares, representing approximately 59.5% of the Issuer's Shares (based upon 8,828,444 shares of the Issuer stated to be outstanding as of September 30, 2016 as set forth in the 6-K filed by the Issuer with the Securities Exchange Commission on November 8, 2016).

(c) 4,732,351 Shares were purchased by the FIMI V Funds on August 5, 2013 from a Receiver of the Issuer's shares held by its previously controlling shareholders at a price of approximately NIS 26.41 per Share. 522,557 Shares were purchased from Leap Tide Capital Management LLC on December 8, 2016 at a price of US\$ 7.5 per share.

(d) Except for the Reporting Persons, no person is known by the Reporting Persons to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares beneficially owned by the Reporting Persons.

Item 1. Material to be Filed as Exhibits

Exhibit 1 Agreement dated as of December 8, 2016 among (1) FIMI Opportunity V, L.P. and FIMI Israel Opportunity V, Limited Partnership, and (2) Leap Tide Capital Management LLC.

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.

Dated: December 12, 2016

FIMI FIVE 2012 Ltd.

By: /s/ Ishay Davidi
Name: Ishay Davidi
Title: CEO

FIMI Opportunity V, L.P.

By: FIMI Five 2012 Ltd., general partner

By: /s/ Ishay Davidi
Name: Ishay Davidi
Title: CEO

FIMI Israel Opportunity Five, Limited Partnership

By: FIMI Five 2012 Ltd., general partner

By: /s/ Ishay Davidi
Name: Ishay Davidi
Title: CEO

Shira and Ishay Davidi Management Ltd.

By: /s/ Ishay Davidi
Name: Ishay Davidi
Title: CEO

Ishay Davidi

By: /s/ Ishay Davidi