

ATTUNITY LTD
Form SC 13G
March 28, 2019

SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549

SCHEDULE
13G

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

Attunity Ltd.
(Name of
Issuer)

Ordinary
Shares, par
value NIS 0.4
per share
(Title of Class
of Securities)

M15332121
(CUSIP
Number)

March 27, 2019
(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)

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Pages)

*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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	NAME OF REPORTING PERSONS
1	Sandell Asset Management Europe Limited
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) " "
2	OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF
4	ORGANIZATION
	United Kingdom
5	SOLE VOTING POWER
	0 SHARED VOTING POWER
6	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
7	67,100 Ordinary Shares SOLE DISPOSITIVE POWER
	0 SHARED DISPOSITIVE POWER
8	67,100 Ordinary Shares
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

PERSON

67,100 Ordinary

Shares

CHECK IF

THE

AGGREGATE

AMOUNT IN ..

ROW (11)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

AMOUNT IN ROW

(11) (see Item 5)

0.3%

TYPE OF

REPORTING

PERSON

CO

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1	NAME OF REPORTING PERSONS
2	Sandell Asset Management Corp. CHECK THE APPROPRIATE BOX IF A MEMBER (b) " " OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF
4	ORGANIZATION
5	Cayman Islands SOLE VOTING POWER
6	0 SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	1,067,900 Ordinary Shares SOLE DISPOSITIVE POWER
7	0 SHARED DISPOSITIVE POWER
8	1,067,900 Ordinary Shares
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

	1,067,900 Ordinary Shares
10	CHECK IF THE AGGREGATE AMOUNT IN .. ROW (11) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY
11	AMOUNT IN ROW (11) (see Item 5)
	4.9%
12	TYPE OF REPORTING PERSON
	CO; IA

1

NAME OF
REPORTING
PERSONS

Thomas E. Sandell

CHECK

THE

APPROPRIATE

BOX IF A

MEMBER (b) "

OF A

GROUP

SEC USE ONLY

CITIZENSHIP OR

PLACE OF

ORGANIZATION

Sweden

5 SOLE
VOTING
POWER

0
SHARED
VOTING
POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

6

1,135,000
Ordinary
Shares
SOLE
DISPOSITIVE
POWER

7

0
SHARED
DISPOSITIVE
POWER

8

1,135,000
Ordinary
Shares

9

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

	1,135,000 Ordinary Shares
	CHECK IF THE AGGREGATE AMOUNT IN ..
10	ROW (11) EXCLUDES CERTAIN SHARES PERCENT OF CLASS
11	REPRESENTED BY AMOUNT IN ROW (11) (see Item 5)
	5.2%
12	TYPE OF REPORTING PERSON
	IN

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Item 1(a). NAME OF ISSUER

The name of the issuer is Attunity Ltd. (the "Company").

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

The Company's principal executive offices are located at 16 Atir Yeda Street, Atir Yeda Industrial Park, Kfar Saba, 4464321, Israel.

Item 2(a). NAME OF PERSON FILING

This statement is filed by (i) Sandell Asset Management Europe Limited., a United Kingdom private limited company ("SAME"); (ii) Sandell Asset Management Corp., a Cayman Islands exempted company ("SAMC"); and (iii) Thomas E. Sandell, a citizen of Sweden, who serves as Chief Executive Officer of SAME and SAMC ("Mr. Sandell" and together with SAME and SAMC, the "Reporting Persons"). SAME and SAMC each serve as the investment manager of certain pooled investment vehicles that have purchased Ordinary Shares of the Company (the "Funds") and have investment discretion over the Funds.

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE

The principal business address of SAME and Mr. Sandell is 42-44 Grosvenor Gardens, SW1W 0EB London, United Kingdom. The principal business address of SAMC is 540 Madison Ave., 36th Floor, New York, New York 10022.

Item 2(c). CITIZENSHIP

SAME is a private limited company formed under the laws of the United Kingdom. SAMC is an exempted company formed under the laws of the Cayman Islands. Mr. Sandell is a citizen of Sweden.

Item 2(d). TITLE OF CLASS OF SECURITIES

Ordinary Shares, par value NIS 0.4 per share ("Ordinary Shares").

Item 2(e). CUSIP NUMBER

M15332121

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) "Broker or dealer registered under Section 15 of the Act;
- (b) "Bank as defined in Section 3(a)(6) of the Act;
- (c) "Insurance company as defined in Section 3(a)(19) of the Act;

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- (d) "Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) "An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);

An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);

- (f) "

A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);

- (g) "

A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;

- (h) "

A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the

- (i) "Investment Company Act;

- (j) "A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);

- (k) "Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please

specify the type of institution: _____

Item 4. OWNERSHIP

The percentages used herein are calculated based upon 21,933,797 Ordinary Shares outstanding as of March 4, 2019, as reported in the Company's Proxy Statement for the extraordinary General Meeting to be held on April 7, 2019, filed on Form 6-K with the Securities and Exchange Commission on March 15, 2019.

The information required by Items 4(a) – (c) is set forth in Rows 5 - 11 of the cover page for each of the Reporting Persons and is incorporated herein by reference.

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

The Funds managed on a discretionary basis by the Reporting Persons have the right to receive or the power to direct the receipt of dividends or the proceeds from the sale of the Ordinary Shares.

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.

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Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

Item 10. CERTIFICATION

Each of the Reporting Persons hereby makes the following certification:

By signing below each of the Reporting Persons certifies that, to the best of its or his 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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SIGNATURES

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

DATED: March 27, 2019

**SANDELL ASSET
MANAGEMENT EUROPE
LIMITED**

By: /s/ Thomas E. Sandell
Name: Thomas E. Sandell
Title: Chief Executive Officer

**SANDELL ASSET
MANAGEMENT CORP.**

By: /s/ Thomas E. Sandell
Name: Thomas E. Sandell
Title: Chief Executive Officer

/s/ Thomas E. Sandell
Thomas E. Sandell

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EXHIBIT A

JOINT FILING AGREEMENT
PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED: March 27, 2019

SANDELL ASSET
MANAGEMENT EUROPE
LIMITED

By: /s/ Thomas E. Sandell
Name: Thomas E. Sandell
Title: Chief Executive Officer

SANDELL ASSET
MANAGEMENT CORP.

By: /s/ Thomas E. Sandell
Name: Thomas E. Sandell
Title: Chief Executive Officer

/s/ Thomas E. Sandell
Thomas E. Sandell