

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)

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\*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
<b>1</b>	Sandell Asset Management Europe Limited
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) " "
<b>2</b>	OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF
<b>4</b>	ORGANIZATION
	United Kingdom
<b>5</b>	SOLE VOTING POWER
	0 SHARED VOTING POWER
<b>6</b>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
<b>7</b>	67,100 Ordinary Shares SOLE DISPOSITIVE POWER
	0 SHARED DISPOSITIVE POWER
<b>8</b>	67,100 Ordinary Shares
<b>9</b>	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
7	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
8	1,067,900 Ordinary Shares SOLE DISPOSITIVE POWER
9	0 SHARED DISPOSITIVE POWER
8	1,067,900 Ordinary Shares
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

	1,067,900 Ordinary Shares
<b>10</b>	CHECK IF THE AGGREGATE AMOUNT IN .. ROW (11) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY
<b>11</b>	AMOUNT IN ROW (11) (see Item 5)
	4.9%
<b>12</b>	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
<b>10</b>	CHECK IF THE AGGREGATE AMOUNT IN .. ROW (11) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY
<b>11</b>	AMOUNT IN ROW (11) (see Item 5)
	5.2%
<b>12</b>	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) "

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

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

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