

Cellcom Israel Ltd.
Form SC 13G/A
January 28, 2014

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934

Amendment No. 6*

Cellcom Israel Ltd.
(Name of Issuer)

Ordinary Shares, par value NIS 0.01 per share
(Title of Class of Securities)

M2196U-10-9
(CUSIP Number)

December 31, 2013
(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).

SCHEDULE 13G

CUSIP NO. M2196U-10-9

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

DIC Communication and Technology Ltd.

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) x
(b) o

3. SEC Use only

4. Citizenship or Place of Organization

Israel

5. Sole Voting Power

0

Number of Shares
Beneficially Owned
by Each Reporting
Person With:

6. Shared Voting Power

12,188,355

7. Sole Dispositive Power

0

8. Shared Dispositive Power

12,188,355

9. Aggregate Amount Beneficially Owned by Each Reporting Person

12,188,355

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

o

11. Percent of Class Represented by Amount in Row (9)

12.2%

12. Type of Reporting Person (See Instructions)

CO

SCHEDULE 13G

CUSIP NO. M2196U-10-9

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

Discount Investment Corporation Ltd.

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) x
(b) o

3. SEC Use only

4. Citizenship or Place of Organization

Israel

5. Sole Voting Power

0

- Number of Shares
Beneficially Owned
by Each Reporting
Person With:
6. Shared Voting Power
45,102,635 (*)

7. Sole Dispositive Power

0

8. Shared Dispositive Power

45,102,635 (*)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

45,102,635 (*)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

x (**)

11. Percent of Class Represented by Amount in Row (9)

45.3%

12. Type of Reporting Person (See Instructions)

CO

(* Includes (i) 12,188,355 Ordinary Shares held by DIC Communication and Technology Ltd., a wholly-owned subsidiary of Discount Investment Corporation Ltd. ("DIC"); (ii) 29,501,780 Ordinary Shares held directly by DIC; and (iii) 3,412,500 Ordinary Shares, representing approximately 3.4% of the outstanding Ordinary Shares, held by two shareholders whose voting rights in respect of these shares are vested in DIC and whose dispositive power in respect of these shares is subject to certain rights of DIC (collectively, the "DIC Shareholdings"). Does not include (i) 4,340 Ordinary Shares held for members of the public through mutual funds which are managed by a company controlled by Epsilon Investment House Ltd. ("Epsilon"), an indirect subsidiary of DIC; and (ii) 30,553 Ordinary Shares held by unaffiliated third-party client accounts managed by Epsilon as portfolio managers (collectively, the "Epsilon Shareholdings"). The reporting person disclaims beneficial ownership of the Epsilon Shareholdings.

(**) Excludes the Epsilon Shareholdings.

SCHEDULE 13G

CUSIP NO. M2196U-10-9

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

IDB Development Corporation Ltd.

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

(a) x

(b) o

3. SEC Use only

4. Citizenship or Place of Organization

Israel

5. Sole Voting Power

0

- Number of Shares Beneficially Owned by Each Reporting Person With:
6. Shared Voting Power

45,144,951(*)

7. Sole Dispositive Power

0

8. Shared Dispositive Power

45,144,951(*)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

45,144,951(*)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

x (**)

11. Percent of Class Represented by Amount in Row (9)

45.4%

12. Type of Reporting Person (See Instructions)

CO

(* Includes (i) the DIC Shareholdings; and (ii) 42,316 Ordinary Shares held by subsidiaries of Clal Insurance Enterprises Holdings Ltd. ("CIEH"), a subsidiary of IDB Development Corporation Ltd., for their own account. Does not include (i) 3,937,093 Ordinary Shares held for members of the public through, among others, provident funds, pension funds and insurance policies, which are managed by subsidiaries of CIEH (collectively, the "CIEH Shareholdings"); and (ii) the Epsilon Shareholdings. The reporting person disclaims beneficial ownership of all the Ordinary Shares set forth in this note. See Item 4.

(**) Excludes the CIEH Shareholdings and the Epsilon Shareholdings.

SCHEDULE 13G

CUSIP NO. M2196U-10-9

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

IDB Holding Corporation Ltd.

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) x
(b) o

3. SEC Use only

4. Citizenship or Place of Organization

Israel

5. Sole Voting Power

0

- Number of Shares Beneficially Owned by Each Reporting Person With:
6. Shared Voting Power
- 45,144,951 (*)
7. Sole Dispositive Power

0

8. Shared Dispositive Power

45,144,951 (*)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

45,144,951 (*)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

(**)

11. Percent of Class Represented by Amount in Row (9)

45.4%

12. Type of Reporting Person (See Instructions)

CO

(*). Includes (i) the DIC Shareholdings; and (ii) 42,316 Ordinary Shares held by subsidiaries of CIEH for their own account. Does not include the CIEH Shareholdings and the Epsilon Shareholdings. The reporting person disclaims beneficial ownership of all the Ordinary Shares referred to in this note. See Item 4.

(**) Excludes the CIEH Shareholdings and the Epsilon Shareholdings.

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SCHEDULE 13G

CUSIP NO. M2196U-10-9

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

Nochi Dankner

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) x
(b) o

3. SEC Use only

4. Citizenship or Place of Organization

Israel

5. Sole Voting Power

0

- Number of Shares Beneficially Owned by Each Reporting Person With:
6. Shared Voting Power

45,144,951 (*)

7. Sole Dispositive Power

0

8. Shared Dispositive Power

45,144,951 (*)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

45,144,951 (*)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

x (**)

11. Percent of Class Represented by Amount in Row (9)

45.4%

12. Type of Reporting Person (See Instructions)

IN

(*). Includes (i) the DIC Shareholdings; and (ii) 42,316 Ordinary Shares held by subsidiaries of CIEH for their own account. Does not include the CIEH Shareholdings and the Epsilon Shareholdings. The reporting person disclaims beneficial ownership of all the Ordinary Shares referred to in this note. See Item 4.

(**) Excludes the CIEH Shareholdings and the Epsilon Shareholdings.

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SCHEDULE 13G

CUSIP NO. M2196U-10-9

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

Shelly Bergman

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) x
(b) o

3. SEC Use only

4. Citizenship or Place of Organization

Israel

5. Sole Voting Power

0

- Number of Shares Beneficially Owned by Each Reporting Person With:
6. Shared Voting Power
- 45,144,951 (*)

7. Sole Dispositive Power

0

8. Shared Dispositive Power

45,144,951 (*)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

45,144,951 (*)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

x (**)

11. Percent of Class Represented by Amount in Row (9)

45.4%

12. Type of Reporting Person (See Instructions)

IN

(* Includes (i) the DIC Shareholdings and (ii) 42,316 Ordinary Shares held by subsidiaries of CIEH for their own account. Does not include the CIEH Shareholdings and the Epsilon Shareholdings. The reporting person disclaims beneficial ownership of all the Ordinary Shares referred to in this note. See Item 4.

(**) Excludes the CIEH Shareholdings and the Epsilon Shareholdings.

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SCHEDULE 13G

CUSIP NO. M2196U-10-9

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

Ruth Manor