

Cellcom Israel Ltd.  
Form SC 13G  
September 29, 2014

---

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

SCHEDULE 13G

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

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)

Meitav DS Investments LTD, 30 derekh sheshet ha-yamim, Bene-Beraq, Israel, 972-3-7903041

---

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

september 23, 2014

---

(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 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. M2196U-10-9

13G

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

Provident funds of Meitav DS Investments LTD group.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(see instructions)  
(a) ..  
(b) ..

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Israeli

5. SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

6. SHARED VOTING POWER

3,046,101 Ordinary shares\*

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,046,101 Ordinary shares\*

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions)

..

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.03%

12. TYPE OF REPORTING PERSON (see instructions)

CO

---

\* included DS PROVIDENT FUNDS AND PENSION LTD and Meitav Gemel and Pension Funds LTD.

---

CUSIP No. M2196U-10-9

13G

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

Mutual funds of Meitav DS Investments LTD group.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(see instructions)  
(a) ..  
(b) ..

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Israeli

- |                                                                                     |                                                                                     |                                                              |                          |
|-------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|--------------------------------------------------------------|--------------------------|
|                                                                                     | 5.                                                                                  | SOLE VOTING POWER                                            | 0                        |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | 6.                                                                                  | SHARED VOTING POWER                                          | 444,062 Ordinary shares* |
|                                                                                     | 7.                                                                                  | SOLE DISPOSITIVE POWER                                       | 0                        |
|                                                                                     | 8.                                                                                  | SHARED DISPOSITIVE POWER                                     | 0                        |
|                                                                                     | 9.                                                                                  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 444,062 Ordinary shares* |
| 10.                                                                                 | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) |                                                              |                          |
|                                                                                     |                                                                                     |                                                              | ..                       |
| 11.                                                                                 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)                                   |                                                              |                          |
|                                                                                     |                                                                                     |                                                              | 0.44%                    |
| 12.                                                                                 | TYPE OF REPORTING PERSON (see instructions)                                         |                                                              |                          |
|                                                                                     |                                                                                     |                                                              | CO                       |

---

\* included MEITAV DS MUTUAL FUNDS LTD.

---

CUSIP No. M2196U-10-9

13G

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

ETF's of Meitav DS Investments LTD group.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(see instructions)

(a) ..

(b) ..

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Israeli

5. SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

6. SHARED VOTING POWER

1,490,187 Ordinary shares\*

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,490,187 Ordinary shares\*

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions)

..

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.48%

12. TYPE OF REPORTING PERSON (see instructions)

CO

---

\* included Tachlit indexes Ltd and Meitav Index Linked Certificates Ltd.

---



CUSIP No. M2196U-10-9

13G

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

portfolio management of Meitav DS Investments LTD group.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(see instructions)  
(a) ..  
(b) ..

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Israeli

- |                                                                                     |                                                                                     |                                                              |                         |
|-------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|--------------------------------------------------------------|-------------------------|
|                                                                                     | 5.                                                                                  | SOLE VOTING POWER                                            | 0                       |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | 6.                                                                                  | SHARED VOTING POWER                                          | 87,460 Ordinary shares* |
|                                                                                     | 7.                                                                                  | SOLE DISPOSITIVE POWER                                       | 0                       |
|                                                                                     | 8.                                                                                  | SHARED DISPOSITIVE POWER                                     | 0                       |
|                                                                                     | 9.                                                                                  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 87,460 Ordinary shares* |
| 10.                                                                                 | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) |                                                              |                         |
|                                                                                     |                                                                                     |                                                              | ..                      |
| 11.                                                                                 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)                                   |                                                              |                         |
|                                                                                     |                                                                                     |                                                              | 0.09 %                  |
| 12.                                                                                 | TYPE OF REPORTING PERSON (see instructions)                                         |                                                              |                         |
|                                                                                     |                                                                                     |                                                              | CO                      |

---

\* included customers who exercise their voting rights by proxy (DS PORTFOLIO MANAGEMENT LTD).

---

CUSIP No. M2196U-10-9

13G

Item 1.

(a) Name of Issuer

Cellcom Israel Ltd. (hereinafter referred to as the "Issuer").

(b) Address of Issuer's Principal Executive Offices

10 Hagavish Street  
Netanya 42140  
Israel

Item 2.

(a) Name of Person Filing

MEITAV DS INVESTMENTS LTD

(b) Address of the Principal Office or, if none, residence

30 derekh sheshet ha-yamim, Bene-Beraq, israel

(c) Citizenship

israeli

(d) Title of Class of Securities

Ordinary Shares, par value NIS 0.01 per share (the "Ordinary Shares").

(e) CUSIP Number

M2196U-10-9

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable.

(a) " Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b) " Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) " Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d) " Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

- (e) " An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
  - (f) " An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
  - (g) " A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
  - (h) " A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
  - (i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
  - (j) " Group, in accordance with §240.13d-1(b)(1)(ii)(J).
-

CUSIP No. M2196U-10-9

13G

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned: 5,067,810

(b) Percent of class: 5.04%

(c) Number of shares as to which the person has: 00,000

- (i) Sole power to vote or to direct the vote .
- (ii) Shared power to vote or to direct the vote .
- (iii) Sole power to dispose or to direct the disposition of .
- (iv) Shared power to dispose or to direct the disposition of .

Instruction. For computations regarding securities which represent a right to acquire an underlying security see §240.13d-3(d)(1).

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following “ ”.

Instruction. Dissolution of a group requires a response to this item.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

- (a) The following certification shall be included if the statement is filed pursuant to §240.13d-1(b):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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.

- (b) The following certification shall be included if the statement is filed pursuant to §240.13d-1(c):

By signing below I certify that, to the best of my 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.

---

CUSIP No. M2196U-10-9

13G

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.

Yizhak estricher, CEO MEITAV DS PROVIDENT FUNDS AND PENSION LTD

29.09.14

Date

/s/ Yizhak estricher

Signature

Rafi Niv, CEO MEITAV DS MUTUAL FUND MANAGEMENT (1982) LTD

29.09.14

Date

/s/ Rafi Niv

Signature

Eyal segal, CEO Tachhlit indexes Ltd

29.09.14

Date

/s/ Eyal segal

Signature

Eitan rotem, CEO MEITAV DS PORTFOLIO MANAGEMENT LTD

29.09.14

Date

/s/ Eitan rotem

Signature