

Edgar Filing: NEXUS TELOCATION SYSTEMS LTD - Form SC 13G

NEXUS TELOCATION SYSTEMS LTD  
Form SC 13G  
July 06, 2004

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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. \_\_\_\_\_) \*

NEXUS TELOCATION SYSTEMS LIMITED

-----  
(Name of Issuer)  
ORDINARY SHARES  
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(Title of Class of Securities)  
M74919 14 9

-----  
(CUSIP Number)

JUNE 27, 2004

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(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).

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1. Names of Reporting Persons.

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I.R.S. Identification Nos. of above persons (entities only).

PELEPHONE COMMUNICATIONS LTD. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

2. SEC Use Only

3. Citizenship or Place of Organization

ISRAEL

\*Number of  
Shares Bene-  
ficially by  
Owned by Each  
Reporting  
Persons With:

5. Sole Voting Power  
16,527,549

6. Shared Voting Power

7. Sole Dispositive Power  
16,527,549

8. Shared Dispositive Power

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
16,527,549

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

11. Percent of Class Represented by Amount in Row (9)  
9.4%

12. Type of Reporting Person (See Instructions)  
CO

\* See SCHEDULE I attached

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ITEM 1.

(a) Name of Issuer

NEXUS TELOCATION SYSTEMS LTD.

(b) Address of Issuer's Principal Executive Offices

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1 KORAZIN ST., GIVATAYIM, ISRAEL

ITEM 2.

(a) Name of Person Filing

PELEPHONE COMMUNICATIONS LTD.

(b) Address of Principal Business Office or, if none, Residence

33 ITZHAK RABIN ST., GIVATAYIM, ISRAEL

(c) Citizenship

ISRAELI COMPANY

(d) Title of Class Securities

ORDINARY SHARES

(e) CUSIP Number

M74919 14 9

ITEM 3. IF THIS STATEMENT IS FILE PURSUANT TO SS.SS. 240.13D-1(B) OR 240.13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:

- (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 s 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 ss. 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with ss. 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with ss. 240.13d-1(b)(1)(ii)(G);
- (h)  A savings association 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 ss. 240.13d-1(b)(1)(ii)(J);

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.

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- (a) Amount beneficially owned: 16,527,549\*
- (b) Percent of class: 9.4%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote 16,527,549.
  - (ii) Shared power to vote or to direct the vote\_\_\_\_\_.
  - (iii) Sole power to dispose or to direct the disposition of 16,527,549.
  - (iv) Shared power to dispose or to direct the disposition of \_\_\_\_\_.

INSTRUCTION. For computation regarding securities which represent a right to acquire an underlying security SEE ss. 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

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.

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\* See Schedule I attached.

SIGNATURE

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.

July 5, 2004

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Date

/S/ Shlomo Zohar

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Signature

Shlomo Zohar, CFO

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Name / Title

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. SEE ss.240.13d-7 for other parties for whom copies are to be sent.

ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT CONSTITUTE FEDERAL CRIMINAL VIOLATION (SEE 18 U.S.C. 1001)

\* SCHEDULE I

It should be noted that Nexus Telocation Systems Ltd. (the "Company") has granted Pelephone Communications Ltd. (the "Reporting Person") a conditional warrant to purchase from the Company up to 1,677,334 Ordinary Shares of the Company, nominal value NIS 0.03, subject to the terms and conditions set forth below, effective June 27, 2004. This warrant may be exercised only in the event that the Company does not comply with its obligation to repay certain loans to Bank Hapoalim BM & Bank Hapoalim exercises a guarantee provided by the Reporting Person. Moreover, this warrant shall expire upon and be void as of October 10, 2007, subject to the full repayment of the loans & full release of the guarantees.

