	Edgar Filing: Saifun Semiconductors Ltd Form SC 13G/A
Saifun Semiconductors L Form SC 13G/A February 06, 2007	td.
	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549
	SCHEDULE 13G
	UNDER THE SECURITIES EXCHANGE ACT OF 1934 (AMENDMENT NO. 1)*
	SAIFUN SEMICONDUCTORS LTD.
	(NAME OF ISSUER)

(NAME OF ISSUER)
ORDINARY SHARES
(TITLE OF CLASS OF SECURITIES)
M8233P102
(CUSIP NUMBER)
DECEMBER 31, 2006
(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)

[X] 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).

CUSIP	No. M8233P102		SCHEDULE 13G	-	======= of 20 Pages =======
1		CATION	ON: NO. OF ABOVE PERSON (ENTITI		
2			BOX IF A MEMBER OF A GROUP*		(a) [_] (b) [_]
3	SEC USE ONLY				
4	CITIZENSHIP OR	PLACE C	F ORGANIZATION		
	NUMBER OF	5	SOLE VOTING POWER		
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	6	SHARED VOTING POWER		
	REPORTING PERSON WITH	7	SOLE DISPOSITIVE POWER		
		8	SHARED DISPOSITIVE POWER		
9	AGGREGATE AMOUN	T BENEF	ICIALLY OWNED BY EACH REPOR	TING PERSON	
10	CHECK BOX IF TH	E AGGRE	GATE AMOUNT IN ROW (9) EXCL	JUDES CERTAIN	
11	PERCENT OF CLAS	 S REPRE	SENTED BY AMOUNT IN ROW 9		[_]

12	TYPE OF REPORTIN	G PERSON*	
	PN		
=====	*SE	E INSTRUCTIONS BEFORE FILLING OUT!	:========
	No. M8233P102		eeeeeeeeeeeeeeeeeeeeeeeeeeeeee
1		G PERSON: ATION NO. OF ABOVE PERSON (ENTITIES ONLY Limited Partnership	·):
2	CHECK THE APPROP	RIATE BOX IF A MEMBER OF A GROUP*	(a) [_] (b) [_]
3	SEC USE ONLY		
4	CITIZENSHIP OR P	LACE OF ORGANIZATION	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER 6 SHARED VOTING POWER 7 SOLE DISPOSITIVE POWER 8 SHARED DISPOSITIVE POWER	
9	AGGREGATE AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PE	: RSON
10	CHECK BOX IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CE	RTAIN SHARES*
11	PERCENT OF CLASS	REPRESENTED BY AMOUNT IN ROW 9	
12	TYPE OF REPORTIN	G PERSON*	

*SEE INSTRUCTIONS BEFORE FILLING OUT!

	======= o. M8233P102		SCHEDULE 13G		===== 4 of		
				_	====:		_
1	NAME OF REPORTIN		ON: NO. OF ABOVE PERSON (ENTITIES	ONLY):	====:	====	====
	Advent PGGM Gemi	ni Lim	ited Partnership				
2	CHECK THE APPROP	RIATE	BOX IF A MEMBER OF A GROUP*				(a) [_] (b) [_]
3	SEC USE ONLY						
4	CITIZENSHIP OR P	LACE O	F ORGANIZATION				
	Delaware						
		5	SOLE VOTING POWER				
BE	NUMBER OF SHARES ENEFICIALLY OWNED BY EACH	6	SHARED VOTING POWER				
	REPORTING PERSON WITH	7	SOLE DISPOSITIVE POWER				
		8	SHARED DISPOSITIVE POWER				
9	AGGREGATE AMOUNT	 BENEF	ICIALLY OWNED BY EACH REPORTIN	G PERS	 NC		
10	CHECK BOX IF THE	AGGRE	GATE AMOUNT IN ROW (9) EXCLUDE	S CERT	AIN S	 Hare	 :s*
							[_]
11	PERCENT OF CLASS	REPRE	SENTED BY AMOUNT IN ROW 9				
12	TYPE OF REPORTIN	 G PERS	ON*				
	PN						
	*SE	E INST	RUCTIONS BEFORE FILLING OUT!				
CUSIP No	. M8233P102		SCHEDULE 13G	Page	5 of	20	Pages
======				====		====	

1	NAME OF REPORTING	G PERSO		ONLY):
	Gemini Partners I	Invest	ors L.P.	
2	CHECK THE APPROPE	RIATE I	BOX IF A MEMBER OF A GROUP*	(a) [_] (b) [_]
3	SEC USE ONLY			
4	CITIZENSHIP OR PI	LACE OI	F ORGANIZATION	
	Israel			
		5	SOLE VOTING POWER	
	NUMBER OF SHARES BENEFICIALLY OWNED BY		SHARED VOTING POWER	
	EACH REPORTING PERSON WITH	7	SOLE DISPOSITIVE POWER	
		8	SHARED DISPOSITIVE POWER	
9	AGGREGATE AMOUNT	BENEF	ICIALLY OWNED BY EACH REPORTIN	G PERSON
10	CHECK BOX IF THE	AGGRE	GATE AMOUNT IN ROW (9) EXCLUDE	S CERTAIN SHARES*
11	PERCENT OF CLASS	REPRES	SENTED BY AMOUNT IN ROW 9	
12	TYPE OF REPORTING	F PERSO		
	PN			
=====	*SEE	E INST	RUCTIONS BEFORE FILLING OUT!	
CUSIP	No. M8233P102		SCHEDULE 13G	Page 6 of 20 Pages
1	NAME OF REPORTING		DN: NO. OF ABOVE PERSON (ENTITIES	 ONLY):
	Gemini Israel III	[Limit	ted Partnership	

2	CHECK THE APPRO	PRIATE B	OX IF A MEMBER OF A GROUP*	(a) [_] (b) [_]
3	SEC USE ONLY			
4	CITIZENSHIP OR	 PLACE OF	ORGANIZATION	
	Delaware			
		5	SOLE VOTING POWER	
	NUMBER OF SHARES BENEFICIALLY OWNED BY	 6	SHARED VOTING POWER	
	EACH REPORTING PERSON WITH	 7	SOLE DISPOSITIVE POWER	
		8	SHARED DISPOSITIVE POWER	
			CIALLY OWNED BY EACH REPORTIN ATE AMOUNT IN ROW (9) EXCLUDE	
				[_]
11	PERCENT OF CLAS	S REPRES	ENTED BY AMOUNT IN ROW 9	
12	TYPE OF REPORTI	 NG PERSO	N*	
	PN			
	*S	===== EE INSTR	UCTIONS BEFORE FILLING OUT!	==========
CUSIP	No. M8233P102		SCHEDULE 13G	Page 7 of 20 Pages
1	NAME OF REPORTI			
	Gemini Israel I	II Overf	low Fund Limited Partnership	
2	CHECK THE APPRO	 PRIATE B	OX IF A MEMBER OF A GROUP*	(a) [_] (b) [_]
3	SEC USE ONLY			

4	CITIZENSHIP OR	PLACE O	F ORGANIZATION	
	Delaware			
		5	SOLE VOTING POWER	
	NUMBER OF SHARES		SHARED VOTING POWER	
	BENEFICIALLY OWNED BY EACH			
	REPORTING PERSON WITH	7	SOLE DISPOSITIVE POWER	
		8	SHARED DISPOSITIVE POWER	
9	AGGREGATE AMOUN	T BENEF	ICIALLY OWNED BY EACH REPORTI	NG PERSON
10	CHECK BOX IF TH	E AGGRE	GATE AMOUNT IN ROW (9) EXCLUD	ES CERTAIN SHARES*
]
11	PERCENT OF CLAS	S REPRE	SENTED BY AMOUNT IN ROW 9	
12	TYPE OF REPORTI	NG PERS	ON*	
	PN			
	*S	EE INST	RUCTIONS BEFORE FILLING OUT!	
CUSIP	No. M8233P102		SCHEDULE 13G	Page 8 of 20 Pages
1	NAME OF REPORTI		ON: NO. OF ABOVE PERSON (ENTITIES	ONLY):
	Gemini Israel I	II Para	llel Fund Limited Partnership	
2	CHECK THE APPRO	PRIATE	BOX IF A MEMBER OF A GROUP*	(a) [(b) [
3	SEC USE ONLY			
4	CITIZENSHIP OR		F ORGANIZATION	
	Israel			

5 SOLE VOTING POWER

NUMBER OF _____ SHARES 6 SHARED VOTING POWER BENEFICIALLY OWNED BY _____ REPORTING 7 SOLE DISPOSITIVE POWER PERSON WITH SHARED DISPOSITIVE POWER AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [_] PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 ______ TYPE OF REPORTING PERSON* PN ______ *SEE INSTRUCTIONS BEFORE FILLING OUT! -----______ SCHEDULE 13G CUSIP No. M8233P102 Page 9 of 20 Pages ______ ______ ______ NAME OF REPORTING PERSON: I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): Gemini Capital Associates Limited Partnership CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)[_] (b) [_] ______ SEC USE ONLY -----CITIZENSHIP OR PLACE OF ORGANIZATION Delaware ______ 5 SOLE VOTING POWER NUMBER OF ______ 6 SHARED VOTING POWER BENEFICIALLY

	OWNED BY EACH			
	REPORTING PERSON WITH	7 SOLE DISPOSI	TIVE POWER	
		8 SHARED DISPO	SITIVE POWER	
9	AGGREGATE AMOUN	T BENEFICIALLY OWNED	BY EACH REPORTING	PERSON
10	CHECK BOX IF TH	E AGGREGATE AMOUNT IN	ROW (9) EXCLUDES	CERTAIN SHARES*
11	PERCENT OF CLAS	S REPRESENTED BY AMOU	NT IN ROW 9	
12	TYPE OF REPORTI	NG PERSON*		
	PN			
	*5	EE INSTRUCTIONS BEFOR	E FILLING OUT!	
CUSIP	No. M8233P102	SCHEDULE	13G	Page 10 of 20 Pages
1	NAME OF REPORTI	NG PERSON: CATION NO. OF ABOVE P	ERSON (ENTITIES O	 NLY):
	Gemini Capital	Associates III Limite	d Partnership	
2	CHECK THE APPRO	PRIATE BOX IF A MEMBE	R OF A GROUP*	(a) [_] (b) [_]
3	SEC USE ONLY			
4	CITIZENSHIP OR	PLACE OF ORGANIZATION		
	Delaware			
		5 SOLE VOTING	POWER	
	NUMBER OF SHARES BENEFICIALLY OWNED BY	6 SHARED VOTIN	G POWER	
	EACH REPORTING PERSON WITH	7 SOLE DISPOSI	TIVE POWER	

8 SHARED DISPOSITIVE POWER

9	AGGREGATE AMOUN	T BENEF	ICIALLY OWNED BY EACH REPO	RTING PERSON
10	CHECK BOX IF TH	E AGGRE	GATE AMOUNT IN ROW (9) EXC	LUDES CERTAIN SHARES*
11	PERCENT OF CLAS	S REPRES	SENTED BY AMOUNT IN ROW 9	
12	TYPE OF REPORTI	NG PERSO	NX*	
	*S	EE INSTI	RUCTIONS BEFORE FILLING OU	г!
	 No. M8233P102 		SCHEDULE 13G	Page 11 of 20 Pages
1	NAME OF REPORTI I.R.S. IDENTIFI Gemini Israel F	CATION 1	NO. OF ABOVE PERSON (ENTIT	IES ONLY):
2	CHECK THE APPRO	PRIATE I	BOX IF A MEMBER OF A GROUP	(a) [_] (b) [_]
3	SEC USE ONLY			
4	CITIZENSHIP OR	PLACE OI	F ORGANIZATION	
		5	SOLE VOTING POWER	
Ι	NUMBER OF SHARES BENEFICIALLY OWNED BY	6	SHARED VOTING POWER	
	EACH REPORTING PERSON WITH	7	SOLE DISPOSITIVE POWER	
		8	SHARED DISPOSITIVE POWER	
9	AGGREGATE AMOUN	T BENEF	 ICIALLY OWNED BY EACH REPO	RTING PERSON

10	CHECK BOX IF THE	AGGREGAT	E AMOUNT I	N ROW	(9) E	XCLUDES	CERTAIN	N SHARE	 ES* [_]
11	PERCENT OF CLASS	REPRESEN	TED BY AMO	 UNT IN	ROW	 9			L_J
12	TYPE OF REPORTIN	G PERSON*							
	=========== *SE	====== E INSTRUC	TIONS BEFO	===== RE FIL	===== LING	====== OUT!			
CUSIP N	 o. M8233P102 		SCHEDULE	13G			======= Page 12 ======		
1	NAME OF REPORTIN I.R.S. IDENTIFIC Yossi Sela		OF ABOVE	===== PERSON	==== (ENT	======)NLY):	=====	
2	CHECK THE APPROP	 RIATE BOX	IF A MEMB	 ER OF	 A GRO	 UP*			(a) [_] (b) [_]
3	SEC USE ONLY								
4	CITIZENSHIP OR P	LACE OF O	RGANIZATIO	N					
		5 S	OLE VOTING	POWER					
В	ENEFICIALLY OWNED BY	 6 S	 HARED VOTI	 NG POW	 ER				
EACH REPORTING PERSON WITH		7 S	OLE DISPOS	ITIVE	 POWER				
		8 S	HARED DISP	OSITIV	E POW	 ER			
9	AGGREGATE AMOUNT								
10	CHECK BOX IF THE		E AMOUNT I						

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. M8233P102

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ITEM 1.

(a) Name of Issuer:

Saifun Semiconductors Ltd.

(b) Address of Issuer's Principal Executive Offices:

ELROD Building, 45 Hamelacha St., Sappir Industrial Park, Netanya 42504 Israel

ITEM 2.

- (a) Name of Person Filing:
 - (1) Gemini Israel II Parallel Fund Limited Partnership ("GIPF");
 - (2) Gemini Israel II Limited Partnership ("GI2");
 - (3) Advent PGGM Gemini Limited Partnership ("Advent");
 - (4) Gemini Partners Investors L.P. ("GPI");
 - (5) Gemini Israel III Limited Partnership ("GI3"); and
 - (6) Gemini Israel III Overflow Fund Limited Partnership ("Overflow").; and
 - (7) Gemini Israel III Parallel Limited Partnership ("Parallel"); and
 - (8) Gemini Capital Associates Limited Partnership ("GPLP1"); and
 - (9) Gemini Capital Associates III Limited Partnership ("GPLP2"); and
 - (10) Gemini Israel Funds Ltd. ("GPGP"); and
 - (11) Yossi Sela ("Sela")

The entities and persons named in this paragraph are referred to individually herein as a "Reporting Person" and collectively as the "Reporting Persons."

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

The address of the principal business office of each of GIPF, GI2, Advent, GPI, GI3, Overflow, Parallel, GPLP1, GPLP2, GPGP and Sela is: 9 Hamenofim Street, Herzliya Pituach 46725 Israel

(c) Citizenship:

GIPF, Advent, GI3, Overflow, GPLP1 and GPLP2 and are limited partnerships organized under the laws of the State of Delaware. GI2, GPI and Parallel are limited partnerships organized under the laws of the Country of Israel. Sela is an Israeli citizen.

- (d) Title of Class of Securities: Ordinary Shares
- (e) CUSIP Number: M8233P102
- ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SS.SS.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
 - (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
 - (d) |_| Investment company registered under section 8 of the Investment Company Act of 1940
 - (e) $|_|$ An investment adviser in accordance with ss.240.13d-1(b)(1(ii)(E)

CUSIP No. M8233P102

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- (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
- (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
- (j) $|_|$ Group, in accordance with ss.240.13d-1(b)-1(ii)(J)
- ITEM 4. OWNERSHIP

N/A

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 |X|.

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

N/A

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

N/A

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not Applicable. The Reporting Persons expressly disclaim membership in

a "group	" as defined in Rule 13d-1(b)(ii)(j).				
ITEM 9.	NOTICE OF DISSOLUTION OF GROUP				
	N/A				
ITEM 10.	CERTIFICATION				
	N/A				
======			:====		
CUSIP No	. M8233P102 SCHEDULE 13G	Page	15 of	20	Pages
SIGNATUR	F				
the unde	asonable inquiry and to the best of its knowledge and rsigned certifies that the information set forth in templete and correct. We also hereby agree to file this to the Agreement listed on Exhibit 1 hereto.	this s	tatem	ent	is
Date: F	ebruary 1, 2007				
GEMINI I	SRAEL II PARALLEL FUND LIMITED PARTNERSHIP				
By:	GEMINI CAPITAL ASSOCIATES LIMITED PARTNERSHIP				
	By: GEMINI ISRAEL FUNDS LTD., its general partner				
By:	*				
GEMINI I	SRAEL II LIMITED PARTNERSHIP				
By:	GEMINI ISRAEL FUNDS LTD., its general partner				
By:	*				
ADVENT P	GGM GEMINI LIMITED PARTNERSHIP				
By:	GEMINI CAPITAL ASSOCIATES LIMITED PARTNERSHIP				
	By: GEMINI ISRAEL FUNDS LTD., its general partner				
By:	*				

GEMINI PARTNERS INVESTORS L.P.

By:	GEMINI CAPITAL ASSOCIATES III LIMITED PARTNERSHIP	
	By: GEMINI ISRAEL FUNDS LTD., its general partner	
By:	*	
GEMINI I	SRAEL III LIMITED PARTNERSHIP	
By:	GEMINI CAPITAL ASSOCIATES III LIMITED PARTNERSHIP	
	By: GEMINI ISRAEL FUNDS LTD., its general partner	
By:	*	
	. M8233P102 SCHEDULE 13G	Page 16 of 20 Pages
GEMINI I	SRAEL III OVERFLOW FUND LIMITED PARTNERSHIP	
By:	GEMINI CAPITAL ASSOCIATES III LIMITED PARTNERSHIP	
	By: GEMINI ISRAEL FUNDS LTD., its general partner	
By:	*	
GEMINI I	SRAEL III PARALLEL FUND LIMITED PARTNERSHIP	
Ву:	GEMINI CAPITAL ASSOCIATES III LIMITED PARTNERSHIP	
	By: GEMINI ISRAEL FUNDS LTD., its general partner	
By:	*	
GEMINI C.	APITAL ASSOCIATES LIMITED PARTNERSHIP	
	By: GEMINI ISRAEL FUNDS LTD., its general partner	
By:	*	
GEMINI C	APITAL ASSOCIATES III LIMITED PARTNERSHIP	
2211111	By: GEMINI ISRAEL FUNDS LTD., its general partner	
D	*	
By:		

GEMINI ISRAEL FUNDS LTD.					
₽y•	*				
this statement on be	ehalf of the ab	oove indicated filers p e Securities and Exchar	below, does hereby sign oursuant to the Power of age Commission on		
/s/ Yossi Sela					
Yossi Sela Individually and as		act			
CUSIP No. M8233P102		SCHEDULE 13G	Page 17 of 20 Pages		
			EXHIBIT 1		
		AGREEMENT			
Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed with respect to the ownership by each of the undersigned of Ordinary Shares of Saifun Semiconductors Ltd.					
EXECUTED this 1st da	ay of February,	2007.			
GEMINI ISRAEL II PAR	RALLEL FUND LIM	MITED PARTNERSHIP			
By: GEMINI CAP	ITAL ASSOCIATES	S LIMITED PARTNERSHIP			
By: GEMINI	ISRAEL FUNDS I	LTD., its general partr	ner		
By:	*				
GEMINI ISRAEL II LIN	MITED PARTNERSH	HIP			
By: GEMINI ISRA	AEL FUNDS LTD.,	its general partner			
By:	*				
ADVENT PGGM GEMINI I	IMITED DADTNET	OCHTD			

By: GEMINI CAPITAL ASSOCIATES LIMITED PARTNERSHIP

By: $\ensuremath{\mathsf{GEMINI}}$ ISRAEL FUNDS LTD., its general partner

By:	*	
CEMINI D	ARTNERS INVESTORS L.P.	
Ву:	GEMINI CAPITAL ASSOCIATES III LIMITED PARTNERSHIP	
	By: GEMINI ISRAEL FUNDS LTD., its general partner	
By:	*	
GEMINI I	SRAEL III LIMITED PARTNERSHIP	
By:	GEMINI CAPITAL ASSOCIATES III LIMITED PARTNERSHIP	
	By: GEMINI ISRAEL FUNDS LTD., its general partner	
By:		
		==========
CUSIP No	. M8233P102 SCHEDULE 13G	Page 18 of 20 Pages
GEMINI I	SRAEL III OVERFLOW FUND LIMITED PARTNERSHIP	
	SRAEL III OVERFLOW FUND LIMITED PARTNERSHIP GEMINI CAPITAL ASSOCIATES III LIMITED PARTNERSHIP	
	GEMINI CAPITAL ASSOCIATES III LIMITED PARTNERSHIP By: GEMINI ISRAEL FUNDS LTD., its general partner *	
Ву:	GEMINI CAPITAL ASSOCIATES III LIMITED PARTNERSHIP By: GEMINI ISRAEL FUNDS LTD., its general partner	
Ву: Ву:	GEMINI CAPITAL ASSOCIATES III LIMITED PARTNERSHIP By: GEMINI ISRAEL FUNDS LTD., its general partner *	
By: By: GEMINI I	GEMINI CAPITAL ASSOCIATES III LIMITED PARTNERSHIP By: GEMINI ISRAEL FUNDS LTD., its general partner *	
By: By: GEMINI I	GEMINI CAPITAL ASSOCIATES III LIMITED PARTNERSHIP By: GEMINI ISRAEL FUNDS LTD., its general partner *	
By: By: GEMINI I	GEMINI CAPITAL ASSOCIATES III LIMITED PARTNERSHIP By: GEMINI ISRAEL FUNDS LTD., its general partner *	
By: By: GEMINI I	GEMINI CAPITAL ASSOCIATES III LIMITED PARTNERSHIP By: GEMINI ISRAEL FUNDS LTD., its general partner *	
By: By: GEMINI I By:	GEMINI CAPITAL ASSOCIATES III LIMITED PARTNERSHIP By: GEMINI ISRAEL FUNDS LTD., its general partner * SRAEL III PARALLEL FUND LIMITED PARTNERSHIP GEMINI CAPITAL ASSOCIATES III LIMITED PARTNERSHIP By: GEMINI ISRAEL FUNDS LTD., its general partner *	
By: GEMINI I By:	GEMINI CAPITAL ASSOCIATES III LIMITED PARTNERSHIP By: GEMINI ISRAEL FUNDS LTD., its general partner * SRAEL III PARALLEL FUND LIMITED PARTNERSHIP GEMINI CAPITAL ASSOCIATES III LIMITED PARTNERSHIP By: GEMINI ISRAEL FUNDS LTD., its general partner *	
By: GEMINI I By:	GEMINI CAPITAL ASSOCIATES III LIMITED PARTNERSHIP By: GEMINI ISRAEL FUNDS LTD., its general partner *	
By: GEMINI I By:	GEMINI CAPITAL ASSOCIATES III LIMITED PARTNERSHIP By: GEMINI ISRAEL FUNDS LTD., its general partner * SRAEL III PARALLEL FUND LIMITED PARTNERSHIP GEMINI CAPITAL ASSOCIATES III LIMITED PARTNERSHIP By: GEMINI ISRAEL FUNDS LTD., its general partner * APITAL ASSOCIATES LIMITED PARTNERSHIP	

GEMINI CAPITAL ASSOCIATES III LIMITED PARTNERSHIP

By: GEMINI ISRAEL FUNDS LTD., its general partner

By: *

GEMINI ISRAEL FUNDS LTD.

Ву: *

*By: /s/ Yossi Sela
----Yossi Sela

Individually and as Attorney-in-Fact

This Schedule 13G was executed by Yossi Sela on behalf of the above indicated filers pursuant to a Power of Attorney which was previously filed with the Securities and Exchange Commission on February 9, 2006 and said Power of Attorney is incorporated herein by reference, a copy of which is attached hereto as Exhibit 2.

CUSIP No. M8233P102 SCHEDULE 13G Page 19 of 20 Pages

EXHIBIT 2

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Yossi Sella and David Cohen, and each of them with full power to act without the other, his true and lawful attorney-in-fact, with full power of substitution, to sign any and all instruments, certificates and documents that may be necessary, desirable or appropriate to be executed on behalf of himself as an individual or in his capacity as general partner of any partnership, pursuant to section 13 or 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or by the By-laws of the National Association of Securities Dealers, Inc., granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing necessary, desirable or appropriate, fully to all intents and purposes as he might or could do in person, thereby ratifying and confirming all that said attorney-in-fact, or his substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 9th day of February, 2006.

GEMINI ISRAEL II PARALLEL FUND LIMITED PARTNERSHIP

By: GEMINI CAPITAL ASSOCIATES LIMITED PARTNERSHIP

By: GEMINI ISRAEL FUNDS LTD., its general partner

By: /s/ Yossi Sela

GEMINI ISRAEL II LIMITED PARTNERSHIP

By: GEMINI ISRAEL FUNDS LTD., its general partner

By: /s/ Yossi Sela

ADVENT PGGM GEMINI LIMITED PARTNERSHIP

By: GEMINI CAPITAL ASSOCIATES LIMITED PARTNERSHIP

By: GEMINI ISRAEL FUNDS LTD., its general partner

By: /s/ Yossi Sela

GEMINI PARTNERS INVESTORS L.P.

By: GEMINI CAPITAL ASSOCIATES III LIMITED PARTNERSHIP

By: GEMINI ISRAEL FUNDS LTD., its general partner

By: /s/ Yossi Sela

GEMINI ISRAEL III LIMITED PARTNERSHIP

By: GEMINI CAPITAL ASSOCIATES III LIMITED PARTNERSHIP

By: GEMINI ISRAEL FUNDS LTD., its general partner

By: /s/ Yossi Sela

GEMINI ISRAEL III OVERFLOW FUND LIMITED PARTNERSHIP

By: GEMINI CAPITAL ASSOCIATES III LIMITED PARTNERSHIP

		ву:	GEMINI	ISRAEL	FUNDS	LTD.,	its	general	partner
Ву	7 :	/s/	Yossi S						
GEMINI	IS	RAEI	L III PA	ARALLEL	FUND 1	LIMITE) PAI	RTNERSHII	2
Ву	7 :	GEMI	INI CAPI	ITAL ASS	SOCIATI	ES III	LIM	TED PAR	TNERSHIP
		Ву:	GEMINI	ISRAEL	FUNDS	LTD.,	its	general	partner
Ву	7 :	/s/	Yossi S						
GEMINI	CA	PITA	AL ASSO	CIATES,	LIMITE	ED PAR	[NERS	SHIP	
		Ву:	GEMINI	ISRAEL	FUNDS	LTD.,	its	general	partner
Ву	7:	/s/	Yossi S						
GEMINI	CA	PITA	AL ASSO	CIATES I	III, L	IMITED	PART	TNERSHIP	
		Ву:	GEMINI	ISRAEL	FUNDS	LTD.,	its	general	partner
Ву	7 :	/s/	Yossi S	Sela					
GEMINI	IS	RAEI	L FUNDS	LTD.					
Ву	7:	/s/	Yossi S	Sela					