

Cellcom Israel Ltd.  
Form SC 13G/A  
February 14, 2019

---

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934  
(Amendment No. 2)  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c) AND (d)  
AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)

Under the Securities Exchange Act of 1934

CELLCOM  
ISRAEL  
LTD.  
(Name of  
Issuer)

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

M2196U109  
(CUSIP  
Number)

December 31,  
2018  
(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).

---

CUSIP NO. M2196U109

NAMES OF REPORTING  
PERSONS/

1

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

Clal Insurance Enterprises Holdings  
Ltd.

2

CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP

(a)

(b)

SEC USE ONLY

3

PLACE OF ORGANIZATION

4

Israel

SOLE VOTING POWER

5

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

SHARED VOTING POWER

6

5,406,114 Ordinary Shares \*

SOLE DISPOSITIVE POWER

7

0

SHARED DISPOSITIVE POWER

8

5,406,114 Ordinary Shares \*

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

9

5,406,114 Ordinary Shares \*

CHECK IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES

10

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

4.8% \*\*

12 TYPE OF REPORTING PERSON:  
CO

\* See Item 4.

\*\* Based on 113,186,463 Ordinary Shares outstanding as of October 31, 2018 (as reported by the Issuer on its Form 6-K filed with the Securities and Exchange Commission on November 26, 2018).

---

Item 1.

(a) Name of Issuer: CELLCOM ISRAEL LTD. (the "Issuer").

Address of Issuer's Principal Executive Offices:

(b) 10 Hagavish Street, Netanya 4250708, Israel

Item 2.

Name of Person Filing:

(a) Clal Insurance Enterprises Holdings Ltd. ("Clal" or the "Reporting Person"). Clal, an Israeli public corporation, may be deemed to beneficially own the Ordinary Shares reported in this Statement. See Item 4.

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

Clal Insurance Enterprises Holdings Ltd. – 36 Raul Walenberg St., Tel Aviv 66180, Israel

(c) Place of Organization:

Place of organization of the Reporting Person is Israel.

(d) Title of Class of Securities:

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

(e) CUSIP Number:

M2196U109

If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Item 3.

Not applicable.

Item 4. Ownership

All of the 5,406,114 Ordinary Shares reported in this Statement as beneficially owned by Clal are held for members of the public through, among others, provident funds and/or pension funds and/or insurance policies, which are managed by subsidiaries of Clal, which subsidiaries operate under independent management and make independent voting and investment decisions. Consequently, this Statement shall not be construed as an admission by the Reporting Person that it is the beneficial owner of any of the Ordinary Shares covered by this Statement.

Except as set forth above, see items 5-11 of the cover page hereto for beneficial ownership, percentage of class and dispositive power of the Reporting Person, which are incorporated herein.

Ownership of 5 Percent or Less of a Class

Item

5. 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 5 percent of the class of securities, check the following .

Ownership of More than 5 Percent on Behalf of Another Person

Item 6.

Not applicable.

Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the

Item 7. Parent Holding Company or Control Person

7.

Not applicable.

Identification and Classification of Members of the Group

Item 8.

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certifications

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.

---

SIGNATURES

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.

February 14, 2019

CLAL INSURANCE ENTERPRISES HOLDINGS LTD.

BY: /s/ Eran Czerninski /s/ Yossi Dory  
Eran Czerninski and Yossi Dory, authorized signatories of  
CLAL INSURANCE ENTERPRISES HOLDINGS LTD.

---