

MER TELEMANAGEMENT SOLUTIONS LTD  
Form SC 13D/A  
August 24, 2017

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

SCHEDULE 13D/A  
(Amendment No. 3)  
Under the Securities Exchange Act of 1934

MER Telemanagement Solutions Ltd.  
(Name of Issuer)

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

M69676 126  
-----  
(CUSIP Number)

Steven J. Glusband  
Carter Ledyard & Milburn LLP  
2 Wall Street, New York, New York 10005  
(212) 732-3200  
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(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications)

August 15, 2017  
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(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box

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 to whom copies are to be sent.

\*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).



SCHEDULE 13D

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|   |   |
|---|---|
| 1   | NAMES OF REPORTING PERSON   |
|   | Mer Ofekim Ltd.   |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)                     |
|   | (a)   |
|   | (b)   |
| 3   | SEC USE ONLY  |
| 4   | SOURCE OF FUNDS (See Instructions)  |
|   | PF  |
| 5   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION  |
|   | Israel  |
|   | 7 SOLE VOTING POWER   |
|   | 0   |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 SHARED VOTING POWER   |
|   | 872,226*  |
|   | 9 SOLE DISPOSITIVE POWER  |
|   | 0   |
|   | 10 SHARED DISPOSITIVE POWER   |
|   | 872,226*  |
| 11  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                            |

872,226

12 CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES (See Instructions)

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

9.32%\*\*

14 TYPE OF REPORTING PERSON (See  
Instructions)

CO

\* Mer Ofekim Ltd. is the record holder of 872,226 ordinary shares of the Issuer. Mer Ofekim Ltd. is an Israeli company jointly owned by Mr. Haim Mer and Mrs. Dora Mer. Accordingly, Mr. Haim Mer and Mrs. Dora Mer may be deemed to have the shared voting and dispositive power as to the ordinary shares of the Issuer held of record by Mer Ofekim Ltd. Mr. Haim Mer and Mrs. Dora Mer are husband and wife.

\*\* Based on 9,356,566 Ordinary Shares that the Issuer advised were issued and outstanding as of August 15, 2017.

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|    |   |
|----|---|
| 1  | NAMES OF REPORTING PERSON   |
|    | Haim Mer  |
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)<br>(a)<br>(b)       |
| 3  | SEC USE ONLY  |
| 4  | SOURCE OF FUNDS (See Instructions)<br><br>PF  |
| 5  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>Israel                                      |
| 7  | SOLE VOTING POWER   |
| 8  | SHARED VOTING POWER   |
| 9  | SOLE DISPOSITIVE POWER  |
| 10 | SHARED DISPOSITIVE POWER  |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                            |

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACHREPORT  
REPORTING  
PERSON WITH

0  
  
1,621,923\*  
  
0  
  
1,621,923\*

1,621,923

12 CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES (See Instructions)

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

17.33%\*\*

14 TYPE OF REPORTING PERSON (See  
Instructions)

IN

\* Mr. Haim Mer and Mrs. Dora Mer are the holders of 743,879 ordinary shares of the Issuer. In addition, Mr. Haim Mer and Mrs. Dora Mer are the beneficial owners of: (i) 872,226 ordinary shares of the Issuer directly held by Mer Ofekim Ltd., an Israeli company jointly owned by Mr. and Mrs. Mer; (ii) 5,770 ordinary shares of the Issuer directly held by Mer Services Group Ltd., an Israeli company controlled by Mr. and Mrs. Mer; and (iii) 48 ordinary shares through their controlling interest in Mer & Co. (1982) Ltd.

Accordingly, Mr. Haim Mer and Mrs. Dora Mer may be deemed to have the shared voting and dispositive power as to the ordinary shares of the Issuer held of record by Mer Ofekim Ltd., Mer Services Ltd. and through their controlling interest in Mer & Co. (1982) Ltd. Mr. Haim Mer and Mrs. Dora Mer are husband and wife.

\*\* Based on 9,356,566 Ordinary Shares that the Issuer advised were issued and outstanding as of August 15, 2017.

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|   |   |
|---|---|
| 1   | NAMES OF REPORTING PERSON   |
|   | Dora Mer  |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)<br>(a)<br>(b)       |
| 3   | SEC USE ONLY  |
| 4   | SOURCE OF FUNDS (See Instructions)<br><br>PF  |
| 5   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>Israel                                      |
|   | 7 SOLE VOTING POWER   |
|   | 0   |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 SHARED VOTING POWER   |
|   | 1,621,923*  |
|   | 9 SOLE DISPOSITIVE POWER  |
|   | 0   |
|   | 10 SHARED DISPOSITIVE POWER   |
|   | 1,621,923*  |
| 11  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                            |

1,621,923

12 CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES (See Instructions)

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

17.33%\*\*

14 TYPE OF REPORTING PERSON (See  
Instructions)

IN

\* Mr. Haim Mer and Mrs. Dora Mer are the holders of 743,879 ordinary shares of the Issuer. In addition, Mr. Haim Mer and Mrs. Dora Mer are the beneficial owners of: (i) 872,226 ordinary shares of the Issuer directly held by Mer Ofekim Ltd., an Israeli company jointly owned by Mr. and Mrs. Mer; (ii) 5,770 ordinary shares of the Issuer directly held by Mer Services Group Ltd., an Israeli company controlled by Mr. and Mrs. Mer; and (iii) 48 ordinary shares through their controlling interest in Mer & Co. (1982) Ltd.

Accordingly, Mr. Haim Mer and Mrs. Dora Mer may be deemed to have the shared voting and dispositive power as to the ordinary shares of the Issuer held of record by Mer Ofekim Ltd., Mer Services Ltd. and through their controlling interest in Mer & Co. (1982) Ltd.. Mr. Haim Mer and Mrs. Dora Mer are husband and wife.

\*\* Based on 9,356,566 Ordinary Shares that the Issuer advised were issued and outstanding as of August 15, 2017.

SCHEDULE 13D

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Item 1. Security and Issuer

This Amendment No. 3 to the Statement on Schedule 13D relates to the ordinary shares, par value NIS 0.01 per share (the "Ordinary Shares"), of Mer Telemanagement Solutions Ltd., an Israeli corporation whose principal executive offices are located at 14 Hatidhar Street, Ra'anana 4366516, Israel.

Item 3. Source and Amount of Funds or Other Consideration

ITEM 3 OF THIS STATEMENT IS HEREBY AMENDED TO ADD THE FOLLOWING:

On August 15, 2017, the Issuer completed the sale of 602,409 of its Ordinary Shares in a private placement (the "Private Placement") pursuant to a Share Purchase Agreement. The Private Placement was approved by the Issuer's shareholders at the Annual General Meeting held on August 13, 2017. Mr. Mer purchased 225,904 new Ordinary Shares in the Private Placement at a price per share of \$0.664 (\$150,000 in the aggregate, all of which amount was paid by such Reporting Persons from personal funds.)

Item 4. Purpose of Transaction

ITEM 4 OF THIS STATEMENT IS HEREBY AMENDED TO ADD THE FOLLOWING:

The 225,904 Ordinary Shares purchased by Mr. Haim Mer were purchased for investment purposes.

Other than as described in this Item 4 (including Item 3 incorporated by reference therein), the Reporting Persons have no plans or proposals which would relate to or result in any of the matters listed in paragraphs (a) through (j) of Item 4 of Schedule 13D (although the Reporting Persons reserve the right to formulate specific plans and proposals with respect to, or change their intentions regarding, any or all of the foregoing).

Item 5. Interest in Securities of the Issuer

ITEM 5 OF THIS STATEMENT IS HEREBY AMENDED AND RESTATED TO READ IN ITS ENTIRETY AS FOLLOWS:

(a)-(b). As of the date of this Schedule 13D/A, the Reporting Persons beneficially own 1,621,923 Ordinary Shares, which is 17.33% of the outstanding Ordinary Shares of the Issuer.

c. Except as set forth in this Schedule 13D/A, the Reporting Persons have not effected any transactions with respect to the Ordinary Shares during the past 60 days.

d. No person, other than the Reporting Persons, is known to have the right to receive, or the power to direct the receipt of dividends from, or the proceeds of sale of, the Ordinary Shares covered by this Schedule 13D/A.

e. Not applicable.

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Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Other than as described in Items 3, 4 and 5 and the agreements incorporated herein by reference to the knowledge of the Reporting Persons, there are no contracts, arrangements, understandings or relationships (legal or otherwise) between the persons named in this Schedule 13D/A and any person with respect to any securities of the Issuer, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

Item 7. Material to be Filed as Exhibits

1. Share Purchase Agreement dated August 14, 2017

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SIGNATURE

After reasonable inquiry and to the best of the knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this Statement on Schedule 13D/A is true, complete and correct.

August 23, 2017

(Date)

/s/ Mer Ofekim Ltd.

Mer Ofekim Ltd.

By: Haim Mer

Title: Director

/s/ Haim Mer

Haim Mer

/s/ Dora Mer

Dora Mer

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