

BOS BETTER ONLINE SOLUTIONS LTD  
Form SC 13G/A  
August 20, 2008

---

---

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

**B.O.S. Better Online Solutions Ltd.**

---

(Name of Issuer)

Ordinary Shares, NIS 4.00 par value per share

---

(Title of Class of Securities)

M20115107

---

(CUSIP Number)

December 31, 2007

---

(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).

---

---

<b>1</b>	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  DS Apex Holdings Ltd.		
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="radio"/> (b) <input type="radio"/>		
<b>3</b>	SEC USE ONLY		
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  Israel		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>5</b>	SOLE VOTING POWER  -	
	<b>6</b>	SHARED VOTING POWER  1,589,966 Ordinary Shares	
	<b>7</b>	SOLE DISPOSITIVE POWER  -	
	<b>8</b>	SHARED DISPOSITIVE POWER  1,589,966 Ordinary Shares	
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1589,966 Ordinary Shares <sup>1</sup>		
<b>10</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  <input type="radio"/>		
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  15.94%		
<b>12</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  CO		

<sup>1</sup> Includes nontraded options to purchase 270,907 Ordinary Shares.

<b>1</b>	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)		

	Apex Investments Ltd.		
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="radio"/> (b) <input type="radio"/>		
<b>3</b>	SEC USE ONLY		
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Israel		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>5</b>	SOLE VOTING POWER -	
	<b>6</b>	SHARED VOTING POWER 500,157 Ordinary Shares	
	<b>7</b>	SOLE DISPOSITIVE POWER -	
	<b>8</b>	SHARED DISPOSITIVE POWER 500,157 Ordinary Shares	
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 500,157 Ordinary Shares		
<b>10</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="radio"/>		
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 5%		
<b>12</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO		

<b>1</b>	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  Yuvalim Pension Fund Ltd.		
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="radio"/>		

	(b) o		
<b>3</b>	SEC USE ONLY		
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Israel		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>5</b>	SOLE VOTING POWER	
	<b>6</b>	SHARED VOTING POWER 440,798 Ordinary Shares	
	<b>7</b>	SOLE DISPOSITIVE POWER -	
	<b>8</b>	SHARED DISPOSITIVE POWER 440,798 Ordinary Shares	
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 440,798 Ordinary Shares <sup>2</sup>		
<b>10</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) o		
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 4.42%		
<b>12</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO		

<sup>2</sup> Includes nontraded options to purchase 75,894 Ordinary Shares.

CUSIP No. M8215W109

Page 5 of 11

<b>1</b>	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Yuvalim Provident and Hishtalmut Fund Management Ltd.		
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) o (b) o		

<b>3</b>	SEC USE ONLY		
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Israel		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>5</b>	SOLE VOTING POWER -	
	<b>6</b>	SHARED VOTING POWER 614,772 Ordinary Shares	
	<b>7</b>	SOLE DISPOSITIVE POWER	
	<b>8</b>	SHARED DISPOSITIVE POWER 614,772 Ordinary Shares	
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 614,772 Ordinary Shares <sup>3</sup>		
<b>10</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="radio"/>		
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 6.16%		
<b>12</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO		

<sup>3</sup> Includes nontraded options to purchase 195,013 Ordinary Shares.

<b>1</b>	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Apex Mutual Funds Ltd.		
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="radio"/> (b) <input type="radio"/>		
<b>3</b>	SEC USE ONLY		

<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Israel		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>5</b>	SOLE VOTING POWER	
		-	
	<b>6</b>	SHARED VOTING POWER	
		34,239 Ordinary Shares	
	<b>7</b>	SOLE DISPOSITIVE POWER	
	<b>8</b>	SHARED DISPOSITIVE POWER	
		34,239 Ordinary Shares	
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	34,239 Ordinary Shares		
<b>10</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		
	o		
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
	0.34%		
<b>12</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		
	CO		

Item 1(a) Name of Issuer:

B.O.S. Better Online SolutionsLtd.

Item 1(b) Address of Issuer's Principle Executive Offices:

20 Freiman Street, Rishon LeZion, 75100, Israel

Item 2(a) Name of Person Filing:

1. DS Apex Holdings Ltd.
2. Apex Investments Ltd.
3. Yuvalim Pension Fund Ltd.
4. Yuvalim Provident and Hishtalmut Fund Management Ltd.
5. Apex Mutual Funds Ltd.

Apex Investments Ltd. ( Investments ), Yuvalim Pension Fund Ltd ( Pension ) and Apex Mutual Funds Ltd. ( Mutual ) are wholly-owned subsidiaries of DS Apex Holdings Ltd. ( Holdings ). Yuvalim Provident and Hishtalmut Fund Management Ltd. ( Provident ) is a wholly-owned subsidiary of Pension.

Edgar Filing: BOS BETTER ONLINE SOLUTIONS LTD - Form SC 13G/A

- Item 2(b) Address of Principle Business Office or, if None, Residence:  
23 Yehuda Halevy Street, Tel Aviv 65136 Israel
- Item 2(c) Citizenship:  
DS Apex Holdings Ltd. - Israel  
Apex Investments Ltd. - Israel  
Yuvalim Pension Fund Ltd. - Israel  
Yuvalim Provident and Hishtalmut Fund Management Ltd. - Israel  
Apex Mutual Funds Ltd. - Israel
- Item 2(d) Title of Class of Securities:  
Ordinary Shares, NIS 4.00 par value per share
- Item 2(e) CUSIP Number: M20115107
- Item 3 If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b):
- 
- 

Page 8 of 11

- Item 4 Ownership:
- (a) Amount Beneficially Owned:
- See row 9 of cover page of each reporting person. Pension, Provident and Mutual hold the investment power and the voting power over the securities owned by the pension funds, the provident funds and the mutual funds managed by them. Any economic interest or beneficial ownership in any of the securities beneficially owned by Pension, Provident and Mutual is held for the benefit of the members of the pension funds, the provident funds and the mutual funds, as the case may be. Holdings is the beneficial owner of the shares held by Investments.
- (b) Percent of Class:
- See row 11 of cover page of each reporting person
- (c) Number of Shares as to which such person has:
- (i) sole power to vote  
See row 5 of cover page of each reporting person
- (ii) shared power to vote  
See row 6 of cover page of each reporting person and note in Item 4(a) above
- (iii) sole power to dispose or to direct the disposition of  
See row 7 of cover page of each reporting person
- (iv) shared power to dispose or to direct the disposition of  
See row 8 of cover page of each reporting person and note in Item 4(a) above
- 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 persons has ceased to be the beneficial owner of more than five percent of the class of securities, check the following N.A.
- Item 6 Ownership of More Than Five Percent on Behalf of Another Person:

The pension funds, provident funds and mutual funds managed by Pension, Provident and Mutual have the right to receive dividends and proceeds from the sale of the securities reported on this statement for the benefit of the members of such funds.

---

---

Page 9 of 11

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:

N.A.

Item 9 Notice of Dissolution of the Group:

N.A.

Item 10 Certification:

N.A.

---

---

Page 10 of 11

**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 23, 2008

**DS Apex Holdings Ltd.**

/s/ Ido Neuberger

By: Ido Neuberger

Title: CEO

**Apex Investments Ltd.**

/s/ Ido Neuberger

By: Ido Neuberger

Title: CEO

**Yuvalim Pension Fund Ltd.**

/s/ Eyal Shlesinger



By: Eyal Shlesinger  
Title: CEO

**Yuvalim Provident and Hishtalmut Fund Management Ltd.**

/s/ Barouch Sagi

By: Barouch Sagi  
Title: Acting CEO

**Apex Mutual Funds Ltd.**

/s/ Dudi Katash

By: Dudi Katash  
Title: CEO

---

---

Page 11 of 11

EXHIBIT INDEX

<b>EXHIBIT NO.</b>	<b>DESCRIPTION</b>
Exhibit 1	Agreement of Joint Filing

---

---