

China Digital TV Holding Co., Ltd.
Form SC 13G/A
February 13, 2017

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G/A
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO § 240.13d-2

(Amendment No. 4)*

China Digital TV Holding Co., Ltd.

(Name of Issuer)

Ordinary Shares, par value \$0.0005 per share

(Title of Class of Securities)

16938G 107

(CUSIP Number)

December 31, 2016

(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 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, as amended (the “Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

CUSIP

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NAMES OF REPORTING PERSONS

1.

Aurec Capital Ltd.

CHECK THE APPROPRIATE BOX
 IF A MEMBER OF A GROUP (See
 Instructions)

2.

(a)

(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF
 ORGANIZATION

4.

Israel

SOLE VOTING POWER

5.

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON WITH

3,419,551

SHARED VOTING POWER

6.

0

SOLE DISPOSITIVE POWER

7.

3,419,551

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT
 BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

9.

3,419,551

10.

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

11. PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)
- 5.7% (1)
12. TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)
- CO

(1) This percentage is based on 60,285,087 Ordinary Shares of the Issuer outstanding as of December 31, 2016, which number was provided by the Issuer to the Reporting Person in response to the inquiry of the Reporting Person.

CUSIP

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- | | |
|--------------|-----------------------------------|
| | NAMES OF REPORTING PERSONS |
| 1. | Shmuel Meitar |
| | CHECK THE APPROPRIATE BOX |
| | IF A MEMBER OF A GROUP (See |
| 2. | Instructions) |
| | (a) |
| | (b) |
| 3. | SEC USE ONLY |
| | CITIZENSHIP OR PLACE OF |
| 4. | ORGANIZATION |
| | Israel |
| | SOLE VOTING POWER |
| 5. | 0 |
| NUMBER OF | SHARED VOTING POWER |
| SHARES | 6. |
| BENEFICIALLY | 3,419,551 (1) |
| OWNED BY | SOLE DISPOSITIVE POWER |
| EACH | 7. |
| REPORTING | 0 |
| PERSON WITH | SHARED DISPOSITIVE POWER |
| | 8 |
| | 3,419,551 (1) |
| | AGGREGATE AMOUNT |
| | BENEFICIALLY OWNED BY EACH |
| 9. | REPORTING PERSON |
| | 3,419,551 (1) |
| | CHECK IF THE AGGREGATE |
| | AMOUNT IN ROW (9) EXCLUDES |
| 10. | CERTAIN SHARES (See Instructions) |

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

5.7% (2)

12. TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

IN

Consists of 3,419,551 Ordinary Shares of the Issuer held by Aurec Capital Ltd., with respect to which the
(1) Reporting Person possesses shared voting and dispositive power due to his ultimate beneficial ownership of
substantially all equity interests of Aurec Capital Ltd.

(2) This percentage is based on 60,285,087 Ordinary Shares of the Issuer outstanding as of December 31, 2016, which
number was provided by the Issuer to the Reporting Person in response to the inquiry of the Reporting Person.

Item 1(a). Name of Issuer:

The name of the issuer is China Digital Holding Co, Ltd. (the “Issuer”).

Item 1(b). Address of Issuer’s Principal Executive Offices:

The Issuer’s principal executive offices are located at Jingmeng High-Tech Building B, 4th Floor, No. 5 Shangdi East Road, Haidian District, Beijing, China 100085.

Item 2(a). Name of Person Filing:

The following entity and individual, listed in (i)-(ii) below and referred to herein collectively as the “Reporting Persons”, are filing this Amendment No. 4 (this “Amendment No. 4”) to their Statement of Beneficial Ownership on Schedule 13G, filed with the Securities and Exchange Commission (the “SEC”) on February 6, 2014 (the “Statement”), as previously amended by Amendment No. 1 thereto, filed with the SEC on February 11, 2015 (“Amendment No. 1”), Amendment No. 2 thereto, filed with the SEC on February 11, 2016 (“Amendment No. 2”), and Amendment No. 3 thereto, filed with the SEC on April 14, 2016 (“Amendment No. 3”):

(i) Aurec Capital Ltd. (“Aurec Capital”)

(ii) Shmuel Meitar

Shmuel Meitar is the ultimate beneficial owner of essentially all equity interests of Aurec Capital.

The Reporting Persons are filing this Amendment No. 4 in order to report open-market sales by Aurec Capital of an aggregate of 378,389 Ordinary Shares (as defined in Item 2(d) below) during 2016.

In addition, as reported in Amendment No. 3, Parker International Limited, which was a reporting person in the Statement and in Amendments No. 1 through No. 3, is no longer the beneficial owner of 5% or more of the Issuer’s Ordinary Shares and has therefore been omitted from this Amendment No. 4.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The principal business office of each Reporting Person is as follows:

(i) Aurec Capital: 2 Hayetzira Street, Ramat Gan, 52521, Israel

(ii) Shmuel Meitar: 16 Abba Hillel Road, Ramat Gan 5250608, Israel

Item 2(c). Citizenship:

The citizenship or state of organization, as applicable, of each Reporting Person is as follows:

- (i) Aurec Capital— Israel
- (ii) Shmuel Meitar— Israel

Item 2(d). Title of Class of Securities:

This Amendment No. 4 relates to the ordinary shares, par value \$0.0005 per share (“Ordinary Shares”), of the Issuer.

Item 2(e). CUSIP Number:

The CUSIP number of the Ordinary Shares is 16938G 107.

Item 3. If this statement is filed pursuant to §§ 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 as 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 § 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §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) A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with §240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:

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.

I. Aurec Capital

- (a) Amount beneficially owned: 3,419,551 Ordinary Shares
- (b) Percent of class*: 5.7%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 3,419,551

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose of or to direct the disposition of: 3,419,551

(iv) Shared power to dispose of or to direct the disposition of: 0

II. Shmuel Meitar

- (a) Amount beneficially owned: 3,419,551 Ordinary Shares
- (b) Percent of class*: 5.7%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 3,419,551**
 - (iii) Sole power to dispose of or to direct the disposition of: 0
 - (iv) Shared power to dispose of or to direct the disposition of: 3,419,551**

* All ownership percentages reflected in this Amendment No. 4 are based on 60,285,087 Ordinary Shares outstanding as of December 31, 2016, which number was provided by the Issuer to the Reporting Persons in response to the inquiry of the Reporting Persons.

** Comprised of 3,419,551 Ordinary Shares held by Aurec Capital, with respect to which Mr. Meitar possesses shared voting and dispositive power due to his ultimate beneficial ownership of substantially all equity interests of Aurec Capital.

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:

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 or Control Person.

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. Certifications.

Each of the Reporting Persons hereby certifies as follows:

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, other than activities solely in connection with a nomination under § 240.14a-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.

AUREC CAPITAL LTD.

By: /s/ Avi Heller

Name: Avi Heller

Title: Chief Executive Officer

By: /s/ Noa Drieblatt

Name: Noa Drieblatt

Title: Chief Financial Officer

/s/ Shmuel Meitar

SHMUEL MEITAR

Dated: February 13, 2017

EXHIBITS

Exhibit 1 – Joint Filing Agreement pursuant to Rule 13d-1(k)(1) (incorporated by reference to Exhibit 1 to Amendment No. 3 to the Statement).
