

TOWER SEMICONDUCTOR LTD
Form SC 13G/A
February 12, 2016

SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549

SCHEDULE
13G/A

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

Tower
Semiconductor
Ltd.
(Name of Issuer)

Ordinary Shares,
NIS 15.00 par
value
(Title of Class of
Securities)

IL0010823792**
(CUSIP Number)

December 31,
2015
(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)

(Page 1 of 7
Pages)

*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 Ordinary Shares do not have a CUSIP number. The ISIN number for the Ordinary Shares is IL0010823792.

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. IL0010823792 13G/A Page 2 of 7
Pages

	NAME OF REPORTING PERSON
1	
	Senvest Management, LLC CHECK THE APPROPRIATE
2	BOX IF A MEMBER (b) "
	OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR
	PLACE OF
4	ORGANIZATION
	Delaware
	SOLE VOTING
5	POWER
	0
	SHARED VOTING
6	POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6,076,675 SOLE DISPOSITIVE
7	POWER
	0
	SHARED DISPOSITIVE
8	POWER
	6,076,675
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING

PERSON

6,076,675

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

AMOUNT IN ROW

(9)

7.88%

TYPE OF

REPORTING

PERSON

OO, IA

1

NAME OF
REPORTING
PERSON

Richard Mashaal
CHECK
THE
APPROPRIATE

BOX IF A
MEMBER (b) "
OF A
GROUP

SEC USE ONLY
CITIZENSHIP OR
PLACE OF
ORGANIZATION

Canada

5 SOLE
VOTING
POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

0
SHARED
VOTING
6 POWER

6,076,675
SOLE
DISPOSITIVE
7 POWER

0
SHARED
DISPOSITIVE
8 POWER

6,076,675
AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH

REPORTING
PERSON

6,076,675
CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..

10

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

7.88%
TYPE OF
REPORTING
12 PERSON

IN, HC

CUSIP No. IL0010823792 13G/A Page 4 of 7
Pages

Item 1(a). Name of Issuer.

Tower Semiconductor Ltd. (the "Issuer")

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

Ramat Gavriel Industrial Park
P.O. Box 619
Migdal Haemek, 23105 Israel

Item 2(a). Name of Person Filing.

This statement is filed by Senvest Management, LLC and Richard Mashaal.

The reported securities are held in the accounts of Senvest Master Fund, L.P., Senvest Israel Partners, L.P., and a separately managed account (collectively with the Senvest Funds, the "Investment Vehicles").

Senvest Management, LLC may be deemed to beneficially own the securities held by the Investment Vehicles by virtue of Senvest Management, LLC's position as investment manager of each of the Investment Vehicles. Mr. Mashaal may be deemed to beneficially own the securities held by the Investment Vehicles by virtue of Mr. Mashaal's status as the managing member of Senvest Management, LLC. None of the foregoing should be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of the Ordinary Shares reported herein.

Item 2(b). Address of Principal Business Office.

Senvest Management, LLC

540 Madison Avenue, 32nd Floor

New York, New York 10022

Richard Mashaal

c/o Senvest Management, LLC

540 Madison Avenue, 32nd Floor

New York, New York 10022

Item 2(c). Place of Organization.

Senvest Management, LLC – Delaware
Richard Mashaal – Canada

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

Ordinary Shares, NIS 15.00 par value

CUSIP No. IL0010823792 13G/A **Page 5 of 7**
Pages

Item 2(e).CUSIP Number.

The Ordinary Shares do not have a CUSIP number. The ISIN number for the Ordinary Shares is IL0010823792.

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);
An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (f) "

- A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (g) "

- A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (h) "

- 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);
- (i) "

- (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.

The information required by Items 4(a) – (c) is set forth in Rows (5) – (11) of the cover page for each Reporting Person hereto and is incorporated herein by reference for each such Reporting Person. The percentages set forth in this Schedule 13G are calculated based upon an aggregate of 77,140,297 Ordinary Shares outstanding as of April 30, 2014 as reported in Exhibit 99.1 to the Issuer's Report of Foreign Private Issuer on Form 6-K filed on August 6, 2015.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

CUSIP No. IL0010823792 13G/A **Page 6 of 7**
Pages

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

The Investment Vehicles have the right to receive and the power to direct the receipt of dividends from, and the proceeds from the sale of, the Ordinary Shares.

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. Certification.

By signing below each Reporting Person certifies that, to the best of his or its 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.

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

SENVEST MANAGEMENT,
LLC

By: /s/ George Malikotsis
Name: George Malikotsis
Title: Chief Financial Officer

/s/ Richard Mashaal
RICHARD MASHAAL