

ZISAPEL ZOHAR ET AL
Form SC 13G
February 14, 2003

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

SCHEDULE 13G

**UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 2)***

CERAGON NETWORKS LTD.

(Name of Issuer)

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

**M22013 10 2
(CUSIP Number)**

**December 31, 2002
(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 should 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 purposes of Section 18 of the Securities Exchange Act of 1934 (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 (however, see the Notes).

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| | | |
|--|--|--|
| 1 | NAMES OF REPORTING PERSONS Zohar Zisapel I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Not Applicable. | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION Israel | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER 2,885,250 |
| | 6 | SHARED VOTING POWER 0 |
| | 7 | SOLE DISPOSITIVE POWER 2,885,250 |
| | 8 | SHARED DISPOSITIVE POWER 0 |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON 2,885,250 | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 12.8% | |
| 12 | TYPE OR REPORTING PERSON IN | |

Item 1(a). Name of Issuer:

Ceragon Networks Ltd. (hereinafter referred to as the Company).

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

24 Raoul Wallenberg Street
 Tel Aviv 69719, Israel

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

Item 2(a). Name of Person Filing:

Zohar Zisapel

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

24 Raoul Wallenberg Street
Tel Aviv 69719, Israel

Item 2(c). Citizenship:

Israeli

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

This statement relates to Ordinary Shares, par value NIS 0.01 per share (hereinafter referred to as Ordinary Shares).

Item 2(e). CUSIP Number:

M22013 10 2

Item 3. Identification of Persons filing pursuant to Rules 13d-1(b) or 13d-2(b) or (c):

Not Applicable.

Item 4. Ownership

- (a) Amount beneficially owned:
As of December 31, 2002, Zohar Zisapel beneficially owned 2,885,250 Ordinary Shares.
- (b) Percent of Class:
12.8%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote:

2,885,250

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

0

(iii) Sole power to dispose or to direct the disposition of:

2,885,250

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

0

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

Not applicable.

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

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.

Not Applicable.

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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.

Date: February 13, 2003

/s/ Zohar Zisapel

Zohar Zisapel
