

GILAT SATELLITE NETWORKS LTD

Form 6-K

April 11, 2016

FORM 6 – K

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Report on Foreign Issuer

Pursuant to Rule 13a – 16 or 15d – 16
of the Securities Exchange Act of 1934

For the Month of April, 2016

Gilat Satellite Networks Ltd.
(Translation of Registrant’s Name into English)

Gilat House, Yegia Kapayim Street
Daniv Park, Kiryat Arye, Petah Tikva, Israel
(Address of Principal Corporate Offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If “Yes” is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): N/A

Attached hereto and incorporated by reference herein is Registrant's proxy card issued in connection with the proxy statement to shareholders published on April 7, 2016.

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

Gilat Satellite Networks Ltd.
(Registrant)

Date: April 11, 2016

By: /s/ Ran Tal
Ran Tal
VP General Counsel

GILAT SATELLITE NETWORKS LTD.

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned hereby appoints Dov Baharav, Ran Tal, Yael Shofar and Daniel Neiger, or any of them, attorneys or attorney-in-fact, for and in the name(s) of the undersigned, with power of substitution and revocation in each to vote any and all ordinary shares, nominal value NIS 0.20 per share, of Gilat Satellite Networks Ltd. (the "Company"), which the undersigned would be entitled to vote as fully as the undersigned could if personally present at the Annual General Meeting of Shareholders of the Company to be held on Monday, May 16, 2016 at 2 p.m. (Israel time) at the offices of the Company, 21 Yegia Kapayim Street, Kiryat Arye, Petah Tikva 4913020, Israel, and at any adjournment or adjournments thereof (the "Meeting"), hereby revoking any prior proxies to vote said shares, upon the following items of business more fully described in the notice of and proxy statement for such Annual General Meeting (receipt of which is hereby acknowledged):

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED AS SPECIFIED.

(Continued and to be signed on the reverse side)

ANNUAL GENERAL MEETING OF SHAREHOLDERS OF
GILAT SATELLITE NETWORKS LTD.

May 16, 2016

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:
The Notice of Meeting, proxy statement and proxy card
are available at www.gilat.com

Please sign, date and mail
your proxy card in the
envelope provided as soon
as possible.

Please detach along perforated line and mail in the envelope provided.

THE BOARD OF DIRECTORS RECOMMENDS A
VOTE "FOR" THE ELECTION OF THE NOMINEES
FOR DIRECTOR IN ITEM 2 AND
"FOR" THE APPROVAL OF THE PROPOSALS UNDER
ITEMS 1 AND 3 THROUGH 7.
PLEASE SIGN, DATE AND RETURN PROMPTLY IN
THE ENCLOSED ENVELOPE. PLEASE MARK YOUR
VOTE IN BLUE OR BLACK INK AS SHOWN HERE

| | FOR | AGAINST | ABSTAIN | | FOR | AGAINST | ABSTAIN |
|---|-----------------------|-----------------------|-----------------------|---|-----------------------|-----------------------|-----------------------|
| (1) To increase the number of directors on our Board of Directors from eight to nine directors. | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | (3b) To approve the annual cash bonus plan for Mr. Yona Ovadia as the Company's Chief Executive Officer, as described in Item 3 of the Proxy Statement and in Annex A | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| (2) To elect seven members of the Board of Directors until our next annual general meeting of shareholders and until their successors have been duly elected and qualified. | | | | | | | |
| | | | | | YES | NO | |
| Dov Baharav (re-elect) | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | DO YOU HAVE A PERSONAL INTEREST IN | <input type="radio"/> | <input type="radio"/> | |

| | | | | | | | |
|--|-----------------------|-----------------------|-----------------------|---|-----------------------|-----------------------|-----------------------|
| | | | | ITEM 3(B) ABOVE? | | | |
| | | | | ARE YOU A CONTROLLING SHAREHOLDER? | | | |
| Amiram Boehm (re-elect) | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | | <input type="radio"/> | <input type="radio"/> | |
| Ishay Davidi (re-elect) | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | | | | FOR AGAINST ABSTAIN |
| Amir Ofek (re-elect) | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | (3c) To approve the grant of the Equity Compensation to Mr. Yona Ovadia as Chief Executive Officer of the Company as described in Item 3 of the Proxy Statement | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| Aylon (Lonny) Rafaeli (elect) | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | | | | |
| Meir Shamir (elect) | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | | | | YES NO |
| Dafna Sharir (elect) | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | DO YOU HAVE A PERSONAL INTEREST IN ITEM 3(C) ABOVE? | <input type="radio"/> | <input type="radio"/> | |
| (3a) To approve the terms of employment and the Base Compensation of Mr. Yona Ovadia as Chief Executive Officer of the Company as described in Item 3 of the Proxy Statement | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | ARE YOU A CONTROLLING SHAREHOLDER? | <input type="radio"/> | <input type="radio"/> | |
| | | | | | | | FOR AGAINST ABSTAIN |
| | | | | (4) To approve an annual cash bonus plan for the Chairman of the Company's Board of Directors. | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| | | | | (5a) To approve the grant of options to Aylon (Lonny) Rafaeli upon commencement of his term of service. | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| | | | | (5b) To approve the grant of options to Meir Shamir upon commencement of his term of service. | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| | | | | (5c) To approve the grant of options to Dafna Sharir upon commencement of her term of service. | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| | | | | (6) To readopt Company's compensation policy for the Company's | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| DO YOU HAVE A PERSONAL INTEREST IN ITEM 3(A) ABOVE? | <input type="radio"/> | <input type="radio"/> | | | | | |
| ARE YOU A CONTROLLING SHAREHOLDER? | <input type="radio"/> | <input type="radio"/> | | | | | |

directors and officers

YES NO

DO YOU HAVE A PERSONAL INTEREST IN ITEM 6 ABOVE? YES NO

ARE YOU A CONTROLLING SHAREHOLDER? YES NO

FOR AGAINST ABSTAIN

(7) To ratify and approve the reappointment of Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global, as our independent registered public accountants for the fiscal year ending December 31, 2016, and for such additional period until the next annual general meeting of shareholders FOR AGAINST ABSTAIN

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Items 3(a), 3(b), 3(c) and 6 require an indication of “Personal Interest” in the resolution and whether the undersigned is a “Controlling Shareholder” (as such terms are defined under the Israeli Companies Law).

For information regarding the definitions of “Personal Interest” and “Controlling Shareholder”, please see the explanation in Proposal III of the Proxy Statement.

Signature of Shareholder

Date:

Signature of Shareholder

Date:

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

mily:Times New Roman; font-size:10pt"> (1) 273,000 shares (2) 198,000 shares (3) 471,000 shares (Henry Investment Trust, L.P. may be deemed a beneficial owner of the shares held by Henry Partners, L.P. and Matthew Partners, L.P. solely because Henry Investment Trust, L.P. is the general partner of those partnerships) iv. Shared power to dispose or to direct the disposition of: (1) -0- (2) -0- (3) -0-

The percentages set forth in this Schedule 13G are based upon the total number of shares of the issuer's outstanding common stock of 4,840,628 shares as reported in the Issuer's Form 10-K report for its year ended December 31, 2013.

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. "

SCHEDULE 13G

CUSIP No. 832156103

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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.

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.

SCHEDULE 13G

CUSIP No. 832156103

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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.

HENRY PARTNERS, L.P. by its General Partner,
HENRY INVESTMENT TRUST, L.P., by its
General Partner, CANINE PARTNERS, LLC

Date: April 1, 2014

By: /s/ David W. Wright
David W. Wright,
President

MATTHEW PARTNERS, L.P. by its General
Partner, HENRY INVESTMENT TRUST, L.P., by
its

General Partner, CANINE PARTNERS, LLC

Date: April 1, 2014

By: /s/ David W. Wright
David W. Wright,
President

HENRY INVESTMENT TRUST, L.P., by its
General Partner, CANINE PARTNERS, LLC

Date: April 1, 2014

By: /s/ David W. Wright
David W. Wright,
President

SCHEDULE 13G

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JOINT FILING AGREEMENT

The undersigned, the Reporting Persons named in this Schedule 13G (the Schedule 13G), hereby agree that the Schedule 13G is filed on behalf of each of them and that each Reporting Person is responsible for the timely filing of any amendments to the Schedule 13G. Each Reporting Person further agrees that each of them is responsible for the completeness and accuracy of the information concerning such Reporting Person, respectively, contained in the Schedule 13G and that each of them is not responsible for the completeness or accuracy of the information concerning the other Reporting Persons.

IN WITNESS WHEREOF, the undersigned have executed this Joint Filing Agreement as of the 1st day of April, 2014.

HENRY PARTNERS, L.P., by its General Partner,

HENRY INVESTMENT TRUST, L.P., by its General Partner, CANINE PARTNERS, LLC

By: /s/ David W. Wright
David W. Wright,
President

MATTHEW PARTNERS, L.P., by its General Partner, HENRY INVESTMENT TRUST, L.P., by its General Partner, CANINE PARTNERS, LLC

By: /s/ David W. Wright
David W. Wright,
President

HENRY INVESTMENT TRUST, L.P., by its General Partner, CANINE PARTNERS, LLC

By: /s/ David W. Wright
David W. Wright,
President