

Edgar Filing: GILAT SATELLITE NETWORKS LTD - Form SC 13G

GILAT SATELLITE NETWORKS LTD  
Form SC 13G  
August 03, 2007

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G  
(Rule 13d-102)

Information Statement Pursuant to Rules 13d-1 and 13d-2  
Under the Securities Exchange Act of 1934  
(Amendment No. )\*

Gilat Satellite Networks Ltd.

-----  
(Name of Issuer)

Ordinary Shares

-----  
(Title of Class of Securities)

M51474118

-----  
(CUSIP Number)

July 30, 2007

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Date of Event Which Requires Filing of the 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 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 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).

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-----  
1. NAME OF REPORTING PERSON

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S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Citadel Limited Partnership

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)  |X|  
(b)  |\_|

---

3. SEC USE ONLY

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4. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware limited partnership

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER	0
	6. SHARED VOTING POWER	2,140,424 shares
	7. SOLE DISPOSITIVE POWER	0
	8. SHARED DISPOSITIVE POWER	See Row 6 above.

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9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
See Row 6 above.

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10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES  |\_|

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
Approximately 5.5%(1) as of the date of this filing

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12. TYPE OF REPORTING PERSON  
PN; HC

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(1) Based on 39,096,114 outstanding shares of Ordinary Shares of Issuer, as reported in publicly available sources of information.

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1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Citadel Investment Group, L.L.C.

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)  |X|  
(b)  |\_|

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3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware limited liability company

5. SOLE VOTING POWER  
NUMBER OF SHARES 0

6. SHARED VOTING POWER  
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 2,140,424 shares

7. SOLE DISPOSITIVE POWER  
0

8. SHARED DISPOSITIVE POWER  
See Row 6 above.

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
See Row 6 above.

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

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

Approximately 5.5%(2) as of the date of this filing

12. TYPE OF REPORTING PERSON OO; HC

(2) See footnote 1 above.

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1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Kenneth Griffin

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
U.S. Citizen

5. SOLE VOTING POWER  
NUMBER OF SHARES 0

6. SHARED VOTING POWER  
BENEFICIALLY OWNED BY EACH 2,140,424 shares

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REPORTING PERSON WITH

7. SOLE DISPOSITIVE POWER  
0

8. SHARED DISPOSITIVE POWER  
See Row 6 above.

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
See Row 6 above.

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
Approximately 5.5%(3) as of the date of this filing

12. TYPE OF REPORTING PERSON  
IN; HC

(3) See footnote 1 above.

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1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Citadel Equity Fund Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)   
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands company

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER  
0

6. SHARED VOTING POWER  
2,140,424 shares

7. SOLE DISPOSITIVE POWER  
0

8. SHARED DISPOSITIVE POWER  
See Row 6 above.

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
See Row 6 above.

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10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
Approximately 5.5%(4) as of the date of this filing

12. TYPE OF REPORTING PERSON  
CO

(4) See footnote 1 above.

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Item 1(a) Name of Issuer: Gilat Satellite Networks, Ltd.  
1(b) Address of Issuer's Principal Executive Offices:

Gilat House, Yegia Kapayim Street  
Daniv Park, Kiryat Arye, Petah Tikva, Israel

Item 2(a) Name of Person Filing(5)  
Item 2(b) Address of Principal Business Office  
Item 2(c) Citizenship

Citadel Limited Partnership  
131 S. Dearborn Street  
32nd Floor  
Chicago, Illinois 60603  
Delaware limited partnership

Citadel Investment Group, L.L.C.  
131 S. Dearborn Street  
32nd Floor  
Chicago, Illinois 60603  
Delaware limited liability company

Kenneth Griffin  
131 S. Dearborn Street  
32nd Floor  
Chicago, Illinois 60603  
U.S. Citizen

Citadel Equity Fund Ltd.  
c/o Citadel Investment Group, L.L.C.  
131 S. Dearborn Street  
32nd Floor  
Chicago, Illinois 60603  
Cayman Islands company

(5) Citadel Holdings Ltd., a Cayman Islands company ("CH"), is a subsidiary of Citadel Wellington LLC, a Delaware limited liability company ("CW"), and Citadel Kensington Global Strategies Fund Ltd., a Bermuda company ("CKGSF"). Citadel Equity Fund Ltd. ("CEF") is a subsidiary of CH. None of CW, CKGSF or CH has any control over the voting or disposition of securities held by CEF.

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2(d) Title of Class of Securities:  
Ordinary Shares, par value NIS 0.20

2(e) CUSIP Number: M51474118

Item 3 If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under Section 15 of the Exchange Act;
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d)  Investment company registered under Section 8 of the Investment Company Act;
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

Item 4 Ownership:

CITADEL LIMITED PARTNERSHIP  
CITADEL INVESTMENT GROUP, L.L.C.  
KENNETH GRIFFIN  
CITADEL EQUITY FUND LTD.

(a) Amount beneficially owned:  
2,140,424 shares

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(b) Percent of Class:

Approximately 5.5%(6) as of the date of this filing

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

0

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

See Item 4(a) above.

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

0

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

See Item 4(a) above.

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:

See Item 2 above.

Item 8 Identification and Classification of Members of the Group:

Not Applicable.

Item 9 Notice of Dissolution of Group:

Not Applicable.

(6) Based on 39,096,114 outstanding shares of Ordinary Shares of Issuer, as reported in publicly available sources of information.

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Item 10 Certification:

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

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with or as a participant in any transaction having that purpose or effect.

\* John C. Nagel is signing on behalf of Kenneth Griffin as attorney-in-fact pursuant to a power of attorney previously filed with the Securities and Exchange Commission on February 24, 2006, and hereby incorporated by reference herein. The power of attorney was filed as an attachment to a filing by Citadel Limited Partnership on Schedule 13G for Morgans Hotel Group Co.

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

Dated this 3rd day of August, 2007

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KENNETH GRIFFIN

CITADEL EQUITY FUND LTD.

By: /s/ John C. Nagel  
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By: Citadel Limited Partnership,  
its Portfolio Manager

John C. Nagel, attorney-in-fact\*

CITADEL LIMITED PARTNERSHIP

By: Citadel Investment Group, L.L.C.,  
its General Partner

By: Citadel Investment Group, L.L.C.,  
its General Partner

By: /s/ John C. Nagel  
-----

John C. Nagel, Director and  
Associate General Counsel

By: /s/ John C. Nagel  
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John C. Nagel, Director and  
Associate General Counsel

CITADEL INVESTMENT GROUP, L.L.C.

By: /s/ John C. Nagel  
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John C. Nagel, Director and  
Associate General Counsel  
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