

Yaron-Eldar Tali
Form 4
November 16, 2018

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Yaron-Eldar Tali

2. Issuer Name **and** Ticker or Trading
Symbol
MAGICJACK VOCALTEC LTD
[CALL]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O MAGICJACK VOCALTEC
LTD., 560 VILLAGE BLVD.,
SUITE 120

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/14/2018

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

WEST PALM BEACH, FL 33409

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Ordinary shares	11/14/2018		D	25,108 (1) (2) (3)	\$ 8.71	0	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Yaron-Eldar Tali C/O MAGICJACK VOCALTEC LTD. 560 VILLAGE BLVD., SUITE 120 WEST PALM BEACH, FL 33409	X

Signatures

/s/ Tali
Yaron-Eldar 11/15/2018

**Signature of
Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) On November 14, 2018 (the "Closing Date"), B. Riley Financial, Inc. ("B. Riley") acquired the Issuer pursuant to the Agreement and Plan of Merger, dated as of November 9, 2017 (the "Merger Agreement"), by and among the Issuer, B. Riley, and B. R. Acquisition Ltd., a wholly-owned subsidiary of B. Riley ("Merger Sub"). On the Closing Date, in accordance with the Merger Agreement, Merger Sub merged with and into the Issuer, with the Issuer surviving the merger (the "Merger") as a wholly owned subsidiary of B. Riley.

At the effective time of the Merger (the "Effective Time"), each ordinary share of the Issuer issued and outstanding immediately prior to the Effective Time (other than, if any, shares owned by B. Riley or Merger Sub, or by any wholly-owned subsidiary of B. Riley, Merger Sub, or the Issuer (except to the extent held for the benefit of a customer or a third party)), was automatically converted into the right to receive \$8.71 per share in cash (the "Per Share Merger Consideration"), without interest and less any applicable withholding taxes required by law.

(3) Includes 7,000 shares issued as restricted shares on April 23, 2014 as non-employee director compensation pursuant to the Issuer's equity compensation plan and exempt from Section 16 pursuant to Rule 16b-3. The initial grant vested in equal installments on April 23, 2015, April 23, 2016 and April 23, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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