

NACHT MARIUS
Form SC 13G/A
February 16, 2010

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)

CHECK POINT SOFTWARE TECHNOLOGIES LTD.

(Name of Issuer)

Ordinary Shares, NIS .01 nominal value

(Title of Class of Securities)

M22465 10 4

(CUSIP Number)

December 31, 2009

(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 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.

Page 1 of 5 pages

CUSIP No. M22465 10 4

13G

Page 2 of 5 Pages

NAME OF REPORTING PERSON

1 Marius Nacht

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Israel

SOLE VOTING POWER

5

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

19,101,796 * ordinary shares

SHARED VOTING POWER

6

0

SOLE DISPOSITIVE POWER

7

19,101,796 * ordinary shares

SHARED DISPOSITIVE POWER

8

0

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

19,101,796 * ordinary shares

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

x

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

9.13%

12 TYPE OF REPORTING PERSON

IN

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Item 1(a). Name of Issuer:

Check Point Software Technologies Ltd. (the "Issuer")

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

5 Ha'solelim Street
Tel Aviv, Israel

Item 2(a). Name of Person Filing:

Marius Nacht (the "Reporting Person")

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

5 Ha'solelim Street
Tel Aviv, Israel

Item 2(c). Citizenship:

Israel

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

Ordinary shares, NIS .01 nominal value

Item 2(e). CUSIP Number:

M22465 10 4

Item 3. Not applicable.

Item 4. Ownership

Set forth below is information with respect to the Reporting Person's ownership of ordinary shares as of December 31, 2009:

(a) Amount Beneficially Owned:

19,101,796* ordinary shares

The number of ordinary shares set forth above includes (1) 15,482,096 ordinary shares, (2) 600,000 ordinary shares that the Reporting Person has the right to acquire pursuant to stock options that are exercisable within 60 days after December 31, 2009, and (3) 3,019,700 ordinary shares which are the subject of trading programs that the Reporting Person has established in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934 in order to authorize the brokers managing the programs to write covered call options on behalf of the Reporting Person.

The Issuer had, as of December 31, 2009, 209,099,392 ordinary shares outstanding.

(b) Percent of Class:

9.13%

- (c) Number of shares as to which the Reporting Person has:
- (i) Sole power to vote or to direct the vote:
19,101,796* ordinary shares
 - (ii) Shared power to vote or to direct the vote:
-0-
 - (iii) Sole power to dispose or to direct the disposition of
19,101,796* ordinary shares
 - (iv) Shared power to dispose or to direct the disposition of
-0-

*In addition to the 19,101,796 ordinary shares for which the Reporting Person claims beneficial ownership, the Reporting Person is also the beneficiary of a trust that was established by the Reporting Person and holds 1,960,000 ordinary shares. The Reporting Person does not control the trust and has limited access to information concerning activities and holdings of the trust. The Reporting Person disclaims beneficial ownership of the ordinary shares held in the trust.

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 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

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 16, 2010

/s/ Marius Nacht

Marius Nacht

5
