

ELBIT IMAGING LTD
Form SC 13G
December 01, 2009

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

SCHEDULE 13G
(RULE 13D-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13D-1(B), (C), AND (D) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13D-2
UNDER THE SECURITIES EXCHANGE ACT OF 1934

Elbit Imaging Ltd.

(NAME OF ISSUER)

Ordinary Shares, NIS 1.00 par value per share

(TITLE OF CLASS OF SECURITIES)

M37605108

(CUSIP NUMBER)

September 30, 2008

(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 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 the disclosures provided in a prior cover page.

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 (however, see the Notes).

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1 NAME OF REPORTING PERSONS

Itshak Sharon (Tshuva)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See instructions)

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Israel

	5	SOLE VOTING POWER
		-
NUMBER OF	6	SHARED VOTING POWER
SHARES		1,392,376.50 (*)
BENEFICIALLY	7	SOLE DISPOSITIVE POWER
OWNED BY		-
EACH	8	SHARED DISPOSITIVE POWER
REPORTING		1,392,376.50 (*)
PERSON WITH		

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,392,376.50 (*)

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.47% (**)

12 TYPE OF REPORTING PERSON (See instructions)
IN

(*) This figure is as of August 28, 2009. When the obligation to file this Schedule 13G arose on September 30, 2008, this figure was 822,890.50. See Item 2(a) and Item 4(a).

(**)Based on 25,454,703 ordinary shares outstanding as of May 31, 2009 (as reported in the Issuer's Form 20-F filed with the Securities and Exchange Commission ("SEC") on June 26, 2009).

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1 NAME OF REPORTING PERSONS

Delek Group Ltd.

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Israel

	5	SOLE VOTING POWER	-
NUMBER OF			
SHARES	6	SHARED VOTING POWER	1,392,376.50 (*)
BENEFICIALLY			
OWNED BY	7	SOLE DISPOSITIVE POWER	-
EACH			
REPORTING	8	SHARED DISPOSITIVE POWER	1,392,376.50 (*)
PERSON WITH			

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,392,376.50 (*)

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
5.47% (**)

12 TYPE OF REPORTING PERSON (See instructions)
CO

(*) This figure is as of August 28, 2009. When the obligation to file this Schedule 13G arose on September 30, 2008, this figure was 822,890.50. See Item 2(a) and Item 4(a).

(**)Based on 25,454,703 ordinary shares outstanding as of May 31, 2009 (as reported in the Issuer's Form 20-F filed with the Securities and Exchange Commission ("SEC") on June 26, 2009).

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1 NAME OF REPORTING PERSONS

Delek Investments and Properties Ltd.

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

3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION
Israel

5 SOLE VOTING POWER
-
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

6 SHARED VOTING POWER
1,392,376.50 (*)

7 SOLE DISPOSITIVE POWER
-

8 SHARED DISPOSITIVE POWER
1,392,376.50 (*)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,392,376.50 (*)

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
5.47% (**)

12 TYPE OF REPORTING PERSON (See instructions)
CO

(*) This figure is as of August 28, 2009. When the obligation to file this Schedule 13G arose on September 30, 2008, this figure was 822,890.50. See Item 2(a) and Item 4(a).

(**)Based on 25,454,703 ordinary shares outstanding as of May 31, 2009 (as reported in the Issuer's Form 20-F filed with the SEC on June 26, 2009).

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1 NAME OF REPORTING PERSONS
The Phoenix Holding Ltd.

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Israel

5 SOLE VOTING POWER

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-

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	-----	6	SHARED VOTING POWER 1,392,376.50 (*)
	-----	7	SOLE DISPOSITIVE POWER -
	-----	8	SHARED DISPOSITIVE POWER 1,392,376.50 (*)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,392,376.50 (*)

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
5.47% (**)

12 TYPE OF REPORTING PERSON (See instructions)
CO

(*) This figure is as of August 28, 2009. When the obligation to file this Schedule 13G arose on September 30, 2008, this figure was 822,890.50. See Item 2(a) and Item 4(a).

(**)Based on 25,454,703 ordinary shares outstanding as of May 31, 2009 (as reported in the Issuer's Form 20-F filed with the SEC on June 26, 2009).

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1 NAME OF REPORTING PERSONS
The Phoenix Insurance Company Ltd.

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Israel

	-----	5	SOLE VOTING POWER -
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	-----	6	SHARED VOTING POWER 196,185.50 (*)
	-----	7	SOLE DISPOSITIVE POWER

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REPORTING PERSON WITH -----

 8 SHARED DISPOSITIVE POWER
 196,185.50 (*)

 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 196,185.50 (*)

 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See
 instructions) []

 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 0.77% (**)

 12 TYPE OF REPORTING PERSON (See instructions)
 CO

(*) This figure is as of August 28, 2009. When the obligation to file this Schedule 13G arose on September 30, 2008, this figure was 280,453.50. See Item 2(a) and Item 4(a).

(**)Based on 25,454,703 ordinary shares outstanding as of May 31, 2009 (as reported in the Issuer's Form 20-F filed with the SEC on June 26, 2009).

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 1 NAME OF REPORTING PERSONS
 The Phoenix Pension and Provident Fund Management Ltd.

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See instructions)
 (a) []
 (b) [X]

 3 SEC USE ONLY

 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Israel

 5 SOLE VOTING POWER

 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
 6 SHARED VOTING POWER
 21,168 (*)

 7 SOLE DISPOSITIVE POWER

 8 SHARED DISPOSITIVE POWER
 21,168 (*)

 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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21,168 (*)

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0.08% (**)

12 TYPE OF REPORTING PERSON (See instructions)
CO

(*) This figure is as of August 28, 2009. When the obligation to file this Schedule 13G arose on September 30, 2008, this figure was 20,931. See Item 2(a) and Item 4(a).

(**)Based on 25,454,703 ordinary shares outstanding as of May 31, 2009 (as reported in the Issuer's Form 20-F filed with the SEC on June 26, 2009).

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1 NAME OF REPORTING PERSONS

The Phoenix Investment and Finances Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See instructions)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Israel

5 SOLE VOTING POWER

-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

6 SHARED VOTING POWER

1,196,191 (*)

7 SOLE DISPOSITIVE POWER

-

8 SHARED DISPOSITIVE POWER

1,196,191 (*)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,196,191 (*)

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

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4.70% (**)

12 TYPE OF REPORTING PERSON (See instructions)
CO

(*) This figure is as of August 28, 2009. When the obligation to file this Schedule 13G arose on September 30, 2008, this figure was 542,437. See Item 2(a) and Item 4(a).

(**)Based on 25,454,703 ordinary shares outstanding as of May 31, 2009 (as reported in the Issuer's Form 20-F filed with the SEC on June 26, 2009).

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1 NAME OF REPORTING PERSONS

The Phoenix Provident Funds Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See instructions)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Israel

5 SOLE VOTING POWER

-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

6 SHARED VOTING POWER

9,325 (*)

7 SOLE DISPOSITIVE POWER

-

8 SHARED DISPOSITIVE POWER

9,325 (*)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,325 (*)

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.04% (**)

12 TYPE OF REPORTING PERSON (See instructions)
CO

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(*) This figure is as of August 28, 2009. When the obligation to file this Schedule 13G arose on September 30, 2008, this figure was 11,241. See Item 2(a) and Item 4(a).

(**)Based on 25,454,703 ordinary shares outstanding as of May 31, 2009 (as reported in the Issuer's Form 20-F filed with the SEC on June 26, 2009).

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1 NAME OF REPORTING PERSONS

Excellence Investments Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See instructions)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Israel

5 SOLE VOTING POWER

-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

6 SHARED VOTING POWER

1,186,866 (*)

7 SOLE DISPOSITIVE POWER

-

8 SHARED DISPOSITIVE POWER

1,186,866 (*)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,186,866 (*)

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.66% (**)

12 TYPE OF REPORTING PERSON (See instructions)

CO

(*) This figure is as of August 28, 2009. When the obligation to file this Schedule 13G arose on September 30, 2008, this figure was 531,196. See Item 2(a) and Item 4(a).

(**)Based on 25,454,703 ordinary shares outstanding as of May 31, 2009 (as reported in the Issuer's Form 20-F filed with the SEC on June 26, 2009).

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1 NAME OF REPORTING PERSONS

Excellence Nessuah Gemel & Pension Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See instructions)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Israel

5 SOLE VOTING POWER

-

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON WITH

6 SHARED VOTING POWER

145,480 (*)

7 SOLE DISPOSITIVE POWER

-

8 SHARED DISPOSITIVE POWER

145,480 (*)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

145,480 (*)

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.57% (**)

12 TYPE OF REPORTING PERSON (See instructions)

CO

(*) This figure is as of August 28, 2009. When the obligation to file this Schedule 13G arose on September 30, 2008, this figure was 60,046. See Item 2(a) and Item 4(a).

(**)Based on 25,454,703 ordinary shares outstanding as of May 31, 2009 (as reported in the Issuer's Form 20-F filed with the SEC on June 26, 2009).

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1 NAME OF REPORTING PERSONS

Excellence Tzmicha Securities & Investments Ltd

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See instructions)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Israel

5 SOLE VOTING POWER

-

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON WITH

6 SHARED VOTING POWER

1,041,386 (*)

7 SOLE DISPOSITIVE POWER

-

8 SHARED DISPOSITIVE POWER

1,041,386 (*)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,041,386 (*)

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.09% (**)

12 TYPE OF REPORTING PERSON (See instructions)

CO

(*) This figure is as of August 28, 2009. When the obligation to file this Schedule 13G arose on September 30, 2008, this figure was 471,150. See Item 2(a) and Item 4(a).

(**)Based on 25,454,703 ordinary shares outstanding as of May 31, 2009 (as reported in the Issuer's Form 20-F filed with the SEC on June 26, 2009).

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1 NAME OF REPORTING PERSONS

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Excellence Nessuah Mutual Funds Management Ltd.

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Israel

	5	SOLE VOTING POWER
		-
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER
		101,888 (*)
	7	SOLE DISPOSITIVE POWER
		-
	8	SHARED DISPOSITIVE POWER
		101,888 (*)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
101,888 (*)

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0.40% (**)

12 TYPE OF REPORTING PERSON (See instructions)
CO

(*) This figure is as of August 28, 2009. When the obligation to file this Schedule 13G arose on September 30, 2008, this figure was 35,203. See Item 2(a) and Item 4(a).

(**)Based on 25,454,703 ordinary shares outstanding as of May 31, 2009 (as reported in the Issuer's Form 20-F filed with the SEC on June 26, 2009).

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1 NAME OF REPORTING PERSONS

Excellence Mutual Funds Ltd.

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

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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Israel

	5	SOLE VOTING POWER	-
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	101,888 (*)
	7	SOLE DISPOSITIVE POWER	-
	8	SHARED DISPOSITIVE POWER	101,888 (*)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
101,888 (*)

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0.40% (**)

12 TYPE OF REPORTING PERSON (See instructions)
CO

(*) This figure is as of August 28, 2009. When the obligation to file this
Schedule 13G arose on September 30, 2008, this figure was 35,203. See Item 2(a)
and Item 4(a).

(**)Based on 25,454,703 ordinary shares outstanding as of May 31, 2009 (as
reported in the Issuer's Form 20-F filed with the SEC on June 26, 2009).

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1 NAME OF REPORTING PERSONS

K.S.M. Sal Certificates Holdings Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See instructions)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Israel

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	5	SOLE VOTING POWER	-
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	939,498 (*)
	7	SOLE DISPOSITIVE POWER	-
	8	SHARED DISPOSITIVE POWER	939,498 (*)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 939,498 (*)		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See instructions) <input type="checkbox"/>		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 3.69% (**)		
12	TYPE OF REPORTING PERSON (See instructions) CO		

(*) This figure is as of August 28, 2009. When the obligation to file this Schedule 13G arose on September 30, 2008, this figure was 435,947. See Item 2(a) and Item 4(a).

(**)Based on 25,454,703 ordinary shares outstanding as of May 31, 2009 (as reported in the Issuer's Form 20-F filed with the SEC on June 26, 2009).

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1	NAME OF REPORTING PERSONS K.S.M. Financial Instruments Ltd.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION Israel		
	5	SOLE VOTING POWER	-
NUMBER OF SHARES BENEFICIALLY	6	SHARED VOTING POWER	147,315.15 (*)

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OWNED BY -----
 EACH 7 SOLE DISPOSITIVE POWER
 REPORTING -
 PERSON WITH -----
 8 SHARED DISPOSITIVE POWER
 147,315.15 (*)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 147,315.15 (*)

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 0.58% (**)

12 TYPE OF REPORTING PERSON (See instructions)
 CO

(*) This figure is as of August 28, 2009. When the obligation to file this
 Schedule 13G arose on September 30, 2008, this figure was 123,139.15. See Item
 2(a) and Item 4(a).

(**)Based on 25,454,703 ordinary shares outstanding as of May 31, 2009 (as
 reported in the Issuer's Form 20-F filed with the SEC on June 26, 2009).

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1 NAME OF REPORTING PERSONS

K.S.M. Medadim Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See instructions)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Israel

5 SOLE VOTING POWER

-

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON WITH

6 SHARED VOTING POWER

302,802 (*)

7 SOLE DISPOSITIVE POWER

-

8 SHARED DISPOSITIVE POWER

302,802 (*)

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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
302,802 (*)

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
1.19% (**)

12 TYPE OF REPORTING PERSON (See instructions)
CO

(*) This figure is as of August 28, 2009. When the obligation to file this Schedule 13G arose on September 30, 2008, this figure was 52,032. See Item 2(a) and Item 4(a).

(**)Based on 25,454,703 ordinary shares outstanding as of May 31, 2009 (as reported in the Issuer's Form 20-F filed with the SEC on June 26, 2009).

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1 NAME OF REPORTING PERSONS
KSM Sal Indices Certificates Ltd.

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Israel

	5	SOLE VOTING POWER
		-
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER
		187,719.42 (*)
	7	SOLE DISPOSITIVE POWER
		-
	8	SHARED DISPOSITIVE POWER
		187,719.42 (*)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
187,719.42 (*)

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

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0.74% (**)

12 TYPE OF REPORTING PERSON (See instructions)
CO

(*) This figure is as of August 28, 2009. When the obligation to file this Schedule 13G arose on September 30, 2008, this figure was 926.42. See Item 2(a) and Item 4(a).

(**)Based on 25,454,703 ordinary shares outstanding as of May 31, 2009 (as reported in the Issuer's Form 20-F filed with the SEC on June 26, 2009).

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1 NAME OF REPORTING PERSONS

K.S.M. Financial Products Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See instructions)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Israel

5 SOLE VOTING POWER

-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

6 SHARED VOTING POWER

301,661.43 (*)

7 SOLE DISPOSITIVE POWER

-

8 SHARED DISPOSITIVE POWER

301,661.43 (*)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

301,661.43 (*)

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
1.19% (**)

12 TYPE OF REPORTING PERSON (See instructions)
CO

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(*) This figure is as of August 28, 2009. When the obligation to file this Schedule 13G arose on September 30, 2008, this figure was 259,849.43. See Item 2(a) and Item 4(a).

(**)Based on 25,454,703 ordinary shares outstanding as of May 31, 2009 (as reported in the Issuer's 6-K filed with the SEC on June 24, 2009).

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ITEM 1. (a) NAME OF ISSUER:

Elbit Imaging Ltd.

(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

2 Weitzman Street, Tel Aviv 64239, Israel

ITEM 2. (a) NAME OF PERSON FILING:

1. Itshak Sharon (Tshuva)
2. Delek Group Ltd.
3. Delek Investments and Properties Ltd.
4. The Phoenix Holding Ltd.
5. The Phoenix Insurance Company Ltd.
6. The Phoenix Pension and Provident Fund Management Ltd.
7. The Phoenix Investment and Finances Ltd.
8. The Phoenix Provident Funds Ltd.
9. Excellence Investments Ltd.
10. Excellence Nessuah Gemel & Pension Ltd.
11. Excellence Tzmicha Securities & Investments Ltd.
12. Excellence Nessuah Mutual Funds Management Ltd.
13. Excellence Mutual Funds Ltd.
14. K.S.M. Sal Certificates Holdings Ltd.
15. K.S.M. Financial Instruments Ltd.
16. K.S.M. Medadim Ltd.
17. KSM Sal Indices Certificates Ltd.
18. K.S.M. Financial Products Ltd.

The securities reported herein are beneficially owned by The Phoenix Insurance Company Ltd. ("Phoenix Insurance"), provident

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funds managed by The Phoenix Provident Funds Ltd. ("Phoenix Provident"), pension funds managed by The Phoenix Pension and Provident Fund Management Ltd. ("Phoenix Pension"), pension and provident funds managed by Excellence Nessuah Gemel & Pension Ltd. ("Excellence Gemel"), mutual funds managed by Excellence Mutual Funds Ltd. ("Excellence Mutual"), K.S.M. Financial Instruments Ltd. ("KSM Instruments"), K.S.M. Medadim Ltd. ("KSM Medadim"), KSM Sal Indices Certificates Ltd. ("KSM Indices") and K.S.M. Financial Products Ltd. ("KSM Products").

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Each of Phoenix Insurance, Phoenix Provident, and Phoenix Pension (the "Phoenix Subsidiaries") is a direct or indirect wholly-owned subsidiary of The Phoenix Holding Ltd. ("Phoenix Holding"). Phoenix Provident is a direct wholly owned subsidiary of The Phoenix Investment and Finances Ltd. ("Phoenix Investment"), which is a direct wholly owned subsidiary of Phoenix Holding. The Phoenix Subsidiaries operate under independent management and make their own independent voting and investment decisions.

Excellence Investments Ltd. ("Excellence Investments") is a majority owned subsidiary of Phoenix Investment, which is a direct wholly owned subsidiary of Phoenix Holding.

Each of Excellence Gemel, KSM Instruments, KSM Medadim, KSM Indices and KSM Products is a direct or indirect wholly-owned subsidiary of Excellence Investments. Excellence Mutual is a direct wholly owned subsidiary of Excellence Nessuah Mutual Funds Management Ltd., which is a majority owned subsidiary of Excellence Tzmicha Securities & Investments Ltd. ("Tzmicha"), which is a direct wholly owned subsidiary of Excellence Investments. Each of KSM Instruments, KSM Medadim, KSM Indices and KSM Products, (collectively with Excellence Gemel, Excellence Mutual, KSM Instruments, KSM Medadim and KSM Indices, called the "Excellence Subsidiaries") is a wholly owned subsidiary of K.S.M. Sal Certificates Holdings Ltd., which is a majority owned subsidiary of Tzmicha. The Excellence Subsidiaries operate under independent management and make their own independent voting and investment decisions.

The Phoenix Holding Ltd. is an indirect majority-owned subsidiary of Delek Investments and Properties Ltd. ("Delek Investments"). Delek Investments is a wholly-owned subsidiary of Delek Group Ltd. As of August 28, 2009, approximately 64.03% of Delek Group Ltd.'s outstanding share capital and 65.99% of Delek Group Ltd.'s voting rights are owned, directly and indirectly, by Itshak Sharon (Tshuva) through private companies wholly owned by him, and the remainder is held by the public.

(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE:

The address of Itshak Sharon (Tshuva), Delek Group Ltd. and Delek Investments and Properties Ltd. is 7 Giborei Israel Street, P.O.B. 8464, Netanya, 42504, Israel.

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The address of The Phoenix Holding Ltd., The Phoenix Insurance Company Ltd., The Phoenix Pension and Provident Fund Management Ltd., The Phoenix Investment and Finances Ltd. and The Phoenix Provident Funds Ltd. is Derech Hashalom 53, Givataim, 53454, Israel

The address of Excellence Investments Ltd., Excellence Nessuah Gemel & Pension Ltd., Excellence Tzmicha Securities & Investments Ltd., Excellence Nessuah Mutual Funds Management Ltd., Excellence Mutual Funds Ltd., K.S.M. Sal Certificates Holdings Ltd., K.S.M. Financial Instruments Ltd., K.S.M. Medadim Ltd., KSM Sal Indices Certificates Ltd. and K.S.M. Financial Products Ltd. is Jabotinsky 7, Ramat Gan, 52520, Israel

(c) CITIZENSHIP:

1. Itshak Sharon (Tshuva) - Israel
2. Delek Group Ltd. - Israel
3. Delek Investments and Properties Ltd. - Israel
4. The Phoenix Holding Ltd. - Israel
5. The Phoenix Insurance Company Ltd. - Israel
6. The Phoenix Pension and Provident Fund Management Ltd. - Israel
7. The Phoenix Investment and Finances Ltd. - Israel
8. The Phoenix Provident Funds Ltd. - Israel
9. Excellence Investments Ltd. - Israel
10. Excellence Nessuah Gemel & Pension Ltd. - Israel
11. Excellence Tzmicha Securities & Investments Ltd. - Israel
12. Excellence Nessuah Mutual Funds Management Ltd. - Israel
13. Excellence Mutual Funds Ltd. - Israel
14. K.S.M. Sal Certificates Holdings Ltd. - Israel
15. K.S.M. Financial Instruments Ltd. - Israel
16. K.S.M. Medadim Ltd. - Israel
17. KSM Sal Indices Certificates Ltd. - Israel
18. K.S.M. Financial Products Ltd. - Israel

(d) TITLE OF CLASS OF SECURITIES:

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Ordinary Shares, NIS 1.00 par value per share

(e) CUSIP NUMBER:

M37605108

ITEM 3. N.A.

ITEM 4. OWNERSHIP:

(a) AMOUNT BENEFICIALLY OWNED:

See row 9 of cover page of each reporting person.

The Phoenix Subsidiaries and the Excellence Subsidiaries operate under independent management and make their own independent voting and investment decisions. Neither the filing of this Schedule 13G nor any of its contents shall be deemed to constitute an admission that a group exists for purposes of Section 13(d) of the Securities Exchange Act of 1934 or for any other purpose, and each reporting person disclaims the existence of any such group. Any economic interest or beneficial ownership in any of the securities covered by this report, is held for the benefit of the holders of the exchange-traded notes or for the benefit of the members of the pension funds, provident funds, or mutual funds, as the case may be. Each of the Phoenix Subsidiaries and the Excellence Subsidiaries disclaims any beneficial ownership of the securities covered by this report in excess of their actual pecuniary interest therein. This Statement shall not be construed as an admission by Itshak Sharon (Tshuva), Delek Group Ltd., Delek Investments, Phoenix Holding, Phoenix Investment, Excellence Investments, Tzmicha, Excellence Mutual Funds Management Ltd. and K.S.M. Sal Certificates Holdings Ltd. that they are the beneficial owners of any of the Ordinary Shares covered by this Statement.

(b) PERCENT OF CLASS:

See row 11 of cover page of each reporting person

(c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

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

See row 5 of cover page of each reporting person

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

See row 6 of cover page of each reporting person and note in Item 4(a) above

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

See row 7 of cover page of each reporting person

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

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See row 8 of cover page of each reporting person and note in Item 4(a) above

- ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:
N.A.
- ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER:
N.A.
- ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON:
N.A.
- ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:
N.A.
- ITEM 9. NOTICE OF DISSOLUTION OF GROUP:
N.A.

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

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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.

November 29, 2009

ITSHAK SHARON (TSHUVA)

/s/ Itshak Sharon

By: Itshak Sharon (Tshuva)

DELEK GROUP LTD.

/s/ Leora Pratt Levin

By: Leora Pratt Levin*

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Title: V.P. Legal Affairs

DELEK GROUP LTD.

/s/ Gabi Last

By: Gabi Last*
Title: Chairman

DELEK INVESTMENTS AND PROPERTIES LTD.

/s/ Leora Pratt Levin

By: Leora Pratt Levin*
Title: V.P. Legal Affairs

DELEK INVESTMENTS AND PROPERTIES LTD.

/s/ Gabi Last

By: Gabi Last*
Title: Chairman

THE PHOENIX HOLDING LTD.

/s/ Dror Nagel

By: Dror Nagel*
Title: CEO of Phoenix Investment and Finances Ltd.

THE PHOENIX HOLDING LTD.

/s/ Orly Kronman-Dagan

By: Orly Kronman-Dagan*
Title: Legal Counsel and Company Secretary

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THE PHOENIX INSURANCE COMPANY LTD.

/s/ Dror Nagel

By: Dror Nagel*
Title: CEO of Phoenix Investment and Finances Ltd.

THE PHOENIX INSURANCE COMPANY LTD.

/s/ Orly Kronman-Dagan

By: Orly Kronman-Dagan*
Title: Legal Counsel and Company Secretary

THE PHOENIX PENSION AND PROVIDENT FUND MANAGEMENT LTD.

/s/ Orly Kronman-Dagan

By: Orly Kronman-Dagan*
Title: Legal Counsel and Company Secretary

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THE PHOENIX PENSION AND PROVIDENT FUND MANAGEMENT LTD.

/s/ David David

By: David David*
Title: CFO

THE PHOENIX INVESTMENT AND FINANCES LTD.

/s/ Dror Nagel

By: Dror Nagel*
Title: CEO

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THE PHOENIX INVESTMENT AND FINANCES LTD.

/s/ Orly Kronman-Dagan

By: Orly Kronman-Dagan*
Title: Legal Counsel and Company Secretary

THE PHOENIX PROVIDENT FUNDS LTD.

/s/ David David

By: David David*
Title: CFO

THE PHOENIX PROVIDENT FUNDS LTD.

/s/ Orly Kronman-Dagan

By: Orly Kronman-Dagan*
Title: Legal Counsel and Company Secretary

EXCELLENCE INVESTMENTS LTD.

/s/ David Baruch

By: David Baruch*
Title: CEO of Excellence Investments Ltd.

EXCELLENCE INVESTMENTS LTD.

/s/ Gil Deutch

By: Gil Deutch*
Title: Chairman of the Board of excellence nessuah

EXCELLENCE NESSUAH GEMEL & PENSION LTD.

/s/ Yoram Menahem

By: Yoram Menahem*
Title: CEO

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EXCELLENCE NESSUAH GEMEL & PENSION LTD.

/s/ Gil Deutch

By: Gil Deutch*
Title: Chairman of the Board of excellence nessuah

EXCELLENCE NESSUAH GEMEL & PENSION LTD.

/s/ David Baruch

By: David Baruch*
Title: CEO of Excellence Investments Ltd.

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EXCELLENCE TZMICHA SECURITIES & INVESTMENTS LTD.

/s/ Roni Biram

By: Roni Biram*
Title: Chairman of the Board of Excellence Nessuah

EXCELLENCE TZMICHA SECURITIES & INVESTMENTS LTD.

/s/ Gil Deutch

By: Gil Deutch*
Title: Chairman of the Board of Excellence Nessuah

EXCELLENCE NESSUAH MUTUAL FUNDS MANAGEMENT LTD.

/s/ Gil Deutch

By: Gil Deutch*
Title: Chairman of the Board of Excellence Nessuah

EXCELLENCE NESSUAH MUTUAL FUNDS MANAGEMENT LTD.

/s/ David Baruch

By: David Baruch*
Title: CEO of Excellence Investments Ltd.

EXCELLENCE MUTUAL FUNDS LTD.

/s/ Meir Mazuz

By: Meir Mazuz*
Title: Chairman of the Board of Directors

EXCELLENCE MUTUAL FUNDS LTD.

/s/ Gil Deutch

By: Gil Deutch*
Title: Chairman of the Board of Excellence Nessuah

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EXCELLENCE MUTUAL FUNDS LTD.

/s/ David Baruch

By: David Baruch*
Title: CEO of Excellence Investments Ltd.

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K.S.M. SAL CERTIFICATES HOLDINGS LTD.

/s/ Boaz Nagar

By: Boaz Nagar*
Title: Joint CEO

K.S.M. SAL CERTIFICATES HOLDINGS LTD.

/s/ David Baruch

By: David Baruch*
Title: CEO of Excellence Investments Ltd.

K.S.M. FINANCIAL INSTRUMENTS LTD.

/s/ Boaz Nagar

By: Boaz Nagar*
Title: Joint CEO

K.S.M. FINANCIAL INSTRUMENTS LTD.

/s/ David Baruch

By: David Baruch*
Title: CEO of Excellence Investments Ltd.

K.S.M. MEDADIM LTD.

/s/ Boaz Nagar

By: Boaz Nagar*
Title: Joint CEO

K.S.M. MEDADIM LTD.

/s/ David Baruch

By: David Baruch*
Title: CEO of Excellence Investments Ltd.

KSM SAL INDICES CERTIFICATES LTD.

/s/ Boaz Nagar

By: Boaz Nagar*
Title: Joint CEO

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KSM SAL INDICES CERTIFICATES LTD.

/s/ David Baruch

By: David Baruch*
Title: CEO of Excellence Investments Ltd.

K.S.M. FINANCIAL PRODUCTS LTD.

/s/ Boaz Nagar

By: Boaz Nagar*
Title: Joint CEO

K.S.M. FINANCIAL PRODUCTS LTD.

/s/ David Baruch

By: David Baruch*
Title: CEO of Excellence Investments Ltd.

* Signature duly authorized by resolution of the Board of Directors, notice of which is attached as an exhibit to this Schedule 13G.

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EXHIBIT NO.	DESCRIPTION
Exhibit 1	Agreement of Joint Filing.
Exhibit 2	Notice of resolution of the Board of Directors of Delek Group Ltd. dated November 25, 2009.
Exhibit 3	Notice of resolution of the Board of Directors of Delek Investments & Properties Ltd. dated November 25, 2009.
Exhibit 4	Notice of resolution of the Board of Directors of The Phoenix Holdings Ltd. dated May 14, 2009.
Exhibit 5	Notice of resolution of the Board of Directors of The Phoenix Insurance Company Ltd. dated December 31, 2008.
Exhibit 6	Notice of resolution of the Board of Directors of The Phoenix Pension and Provident Fund Management Ltd. dated November 4, 2009 (unofficial English translation from Hebrew).
Exhibit 7	Notice of resolution of the Board of Directors of The Phoenix Investment and Finances Ltd. dated October 11, 2009 (unofficial English translation from Hebrew).
Exhibit 8	Notice of resolution of the Board of Directors of The Phoenix Provident Funds Ltd. dated November 4, 2009 (unofficial English translation from Hebrew).
Exhibit 9	Notice of resolution of the Board of Directors of Excellence Investments Ltd. dated November 29, 2009.
Exhibit 10	Notice of resolution of the Board of Directors of Excellence Nessuah Gemel & Pension Ltd. dated November 26, 2009.

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- Exhibit 11 Notice of resolution of the Board of Directors of Excellence Tzmicha Securities & Investments Ltd. dated November 26, 2009.
- Exhibit 12 Notice of resolution of the Board of Directors of Excellence Nessuah Mutual Funds Management Ltd. dated November 29, 2009.
- Exhibit 13 Notice of resolution of the Board of Directors of Excellence Mutual Funds Ltd. dated November 29, 2009.
- Exhibit 14 Notice of resolution of the Boards of Directors of KSM Financial Instruments Ltd., KSM Madadim Ltd., KSM Sal Certificates Holdings Ltd., KSM Sal Indices Certificates Ltd., and KSM Financial Products Ltd. dated November 26, 2009.