

RADCOM LTD
Form 20-F/A
April 27, 2016

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

FORM 20-F/A
(Amendment No. 2)

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2015

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of event requiring this shell company report _____

Commission file number 0-29452

RADCOM LTD.
(Exact Name of Registrant as Specified in its Charter)

N/A
(Translation of Registrant's Name into English)

Israel
(Jurisdiction of Incorporation or Organization)

24 Raoul Wallenberg Street, Tel-Aviv 69719, Israel
(Address of Principal Executive Offices)

Uri Birenberg: (+972) 77-7745-060 (tel), (+972) 3-647-4681 (fax)

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24 Raoul Wallenberg Street, Tel Aviv 69719, Israel

(Name, Telephone, E-mail and/or Facsimile Number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

| Title of Each Class | Name of Each Exchange on Which Registered |
|---|---|
| Ordinary Shares, NIS 0.20 par value per share | NASDAQ Capital Market |

Securities registered or to be registered pursuant to Section 12(g) of the Act: None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report: As of December 31, 2015, there were 8,638,685 ordinary shares, NIS 0.20 par value per share, outstanding.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer Accelerated Filer Non-Accelerated Filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP

International Financial Reporting Standards as issued by the International Accounting Standards Board

Other

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If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant elected to follow.

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If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

EXPLANATORY NOTE

This Amendment No. 2 (the “Amendment”) to our annual report on Form 20-F for the fiscal year ended December 31, 2015, as originally filed with the Securities and Exchange Commission (the “Commission”) on March 29, 2016 (the “Form 20-F”), is being filed solely for the purpose of filing certain exhibits.

Therefore, this Amendment consists of a cover page, this explanatory note, a revised list of exhibits (Item 19 of Part III), a signature page and Exhibit 4.8, as well as Exhibits 12.1, 12.2, 13.1 and 13.2.

This Amendment speaks as of the date of the initial filing of the Form 20-F. Other than as described above, this Amendment does not, and does not purport to, amend, update or restate any other information or disclosure included in the Form 20-F and does not, and does not purport to, reflect any events that have occurred after the date of the initial filing of the Form 20-F. As a result, our annual report on Form 20-F for the fiscal year ended December 31, 2015, as amended by this Amendment, continues to speak as of the initial filing date of the Form 20-F.

ITEM 19. EXHIBITS

The exhibits filed with or incorporated into this Annual Report are listed below.

ExhibitDescription

- No.
- 1.1 Memorandum of Association, as amended (1).
 - 1.2 Amended and Restated Articles of Association, as amended. (previously filed)
 - 2.1 Form of ordinary share certificate (2).
 - 4.1 2003 Share Option Plan (2).
 - 4.2 2013 Share Option Plan, as amended. (previously filed)
 - 4.3 Lease Agreement, dated March 1, 2013, among Zisapel Properties (1992) Ltd., Klil and Michael Properties (1992) Ltd. and RADCOM Ltd. (English translations accompanied by Hebrew original)(2).
 - 4.4 Lease Agreement, dated December 1, 2000, as amended, among Zohar Zisapel Properties, Inc., Yehuda Zisapel Properties, Inc. and RADCOM Equipment, Inc. (3).
 - 4.5 Share and Warrant Purchase Agreement, dated as of April 23, 2013, by and between RADCOM Ltd. and the purchasers listed therein (4).
 - 4.6 Lease Extension, dated May 30, 2014, among Zohar Zisapel Properties, Inc., Yehuda Zisapel Properties, Inc. and RADCOM Equipment, Inc. (previously filed)
 - 4.8 Master Subcontract Agreement, dated March 23, 2015, by and between Amdocs Inc. and Radcom Inc. (5)*
 - 4.9 Value Added Reseller Agreement, dated December 30, 2015, by and between Amdocs Software Systems Limited and the Company.* (previously filed)
 - 4.10 Addendum to the Value Added Reseller Agreement, dated December 30, 2015, by and between Amdocs Software Systems Limited and the Company.* (previously filed)
 - 4.11 Supplemental Agreement, dated December 30, 2015, by and between Amdocs Software Systems Limited and the Company.* (previously filed)
 - 4.12 Radcom Compensation Policy for Executive Officers and Directors, as amended on December 30, 2015. (previously filed)
 - 8.1 List of Subsidiaries (previously filed)
 - 11.1 Code of Ethics (6).
 - 12.1 Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002(5).
 - 12.2 Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (5).

13.1 Certification of the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (7).

13.2 Certification of the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (7).

15.1 Consent of Kost Forer Gabbay & Kasierer, a member of Ernst and Young Global, dated March 29, 2016. (previously filed)

101 The following financial information from RADCOM Ltd.'s Annual Report on Form 20-F for the year ended December 31, 2015 formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Statements of Operations for the years ended December 31, 2015, 2014 and 2013; (ii) Consolidated Statement of Comprehensive Income (Loss) for the years ended December 31,

2015, 2014 and
2013 (iii)

Consolidated
Balance Sheets
at December 31,
2014 and 2013;
(iv)

Consolidated
Statements of
Changes in
Shareholders'
Equity for the
years ended
December 31,
2015, 2014 and
2013 ; (v)

Consolidated
Statements of
Cash Flows for
the years ended
December 31,
2015, 2014 and
2013; and (vi)

Notes to
Consolidated
Financial
Statements.

Users of this
data are advised,
in accordance
with Rule 406T
of Regulation
S-T

promulgated by
the SEC, that
this Interactive
Data File is
deemed not filed
or part of a
registration
statement or
prospectus for
purposes of
Sections 11 or
12 of the
Securities Act of
1933, is deemed
not filed for
purposes of
Section 18 of
the Exchange

Act, and
otherwise is not
subject to
liability under
these sections.
(previously
filed)

- (1) Incorporated herein by reference to the (i) Registration Statement on Form F-1 of RADCOM Ltd. (File No. 333-05022), filed with the SEC on June 12, 1996, (ii) Form 6-K of RADCOM Ltd., filed with the SEC on April 1, 2008 and (iii) Exhibit 99.2 to Form 6-K of RADCOM Ltd., filed with the SEC on November 23, 2015.
- (2) Incorporated herein by reference to the Form 20-F of RADCOM Ltd. for the fiscal year ended December 31, 2012, filed with the SEC on April 22, 2013.
- (3) Incorporated herein by reference to the Form 20-F of RADCOM Ltd. for the fiscal year ended December 31, 2000, filed with the SEC on June 29, 2001.
- (4) Incorporated herein by reference to the Form F-3/A of RADCOM Ltd., filed with the SEC on July 3, 2013.
- (5) Filed herewith.
- (6) Incorporated herein by reference to the Form 20-F of RADCOM Ltd. for the fiscal year ended December 31, 2003, filed with the SEC on May 6, 2004.
- (7) Furnished herewith.

* Confidential treatment was requested with respect to certain portions of this exhibit pursuant to 17.C.F.R. §240.24b-2. Omitted portions were filed separately with the SEC.

SIGNATURE

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this Amendment No.2 on its behalf.

RADCOM LTD.

By: /s/ Yaron Ravkaie

Name: Yaron Ravkaie

Title: Chief Executive Officer

Date: April 27, 2016
