

Edgar Filing: ATTUNITY LTD - Form SC 13D/A

2. Check the Appropriate Box if a Member of a Group (See Instructions):
(a) Not Applicable
(b)
3. SEC Use Only
4. Source of Funds (See Instructions): 00
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):
Not Applicable
6. Citizenship or Place of Organization: United States
7. Sole Voting Power: 0*
Number of Shares Beneficially Owned by Each Reporting Person With 7,329,302*
8. Shared Voting Power:
9. Sole Dispositive Power: 0*
10. Shared Dispositive Power: 7,329,302*
11. Aggregate Amount Beneficially Owned by Each Reporting Person: 7,329,302*
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): Not Applicable
13. Percent of Class Represented by Amount in Row (11): 39.3%
*
14. Type of Reporting Person (See Instructions): IA, IN

* This is a joint filing by Austin W. Marxe (?Marxe?) and David M. Greenhouse (?Greenhouse?). Marxe and Greenhouse share sole voting and investment power over 344,600 shares of Common Stock and 384,600 warrants owned by Special Situations Cayman Fund, L.P., 1,857,596 shares of Common Stock and 2,077,056 Warrants owned by Special Situations Fund III, L.P., 841,150 shares of Common Stock and 923,000 Warrants owned by Special Situations Private Equity Fund, L.P., 71,776 shares of Common Stock and 75,524 Warrants owned by Special Situations Technology Fund, L.P. and 368,024 shares of common stock and 385,976 warrants owned by Special Situations Technology Fund II, L.P. See Items 2 and 5 of this Schedule 13D for additional information.

Item 1. Security and Issuer.

This schedule related to the common stock and warrants of Attunity Ltd, Inc. (the ?Issuer?). The Issuer?s principal executive officers are located at Eistein Building, Tirat, Carmel, Haifa 39101, Israel

Item 2. Identity and Background.

The persons filing this report are Austin W. Marxe (?Marxe?) and David M. Greenhouse (?Greenhouse?), who are the controlling principals of AWM Investment Company, Inc. (?AWM?), the general partner of and investment adviser to Special Situations Cayman Fund, L.P. (?Cayman?). AWM also serves as the general partner of MGP Advisers

Edgar Filing: ATTUNITY LTD - Form SC 13D/A

Limited Partnership (?MGP?), the general partner of and investment adviser to Special Situations Fund III, L.P. (?SSF3?). Marxe and Greenhouse are also members of MG Advisers L.L.C. (?MG?), the general partner of and investment adviser to Special Situations Private Equity Fund, L.P. (?SSPE?), and members of SST Advisers, L.L.C. (?SSTA?), the general partner of and investment adviser to Special Situations Technology Fund, L.P. (?Technology?) and Special Situations Technology Fund II, L.P. (?TECH2?). (SSF3, Cayman, SSPE, Technology and TECH2 will hereafter be referred to as, the ?Funds?).

The principal office and business address of the Reporting Persons, is 153 East 53rd Street, 55th Floor, New York NY 10022.

The principal business of each Fund is to invest in equity and equity-related securities and other securities of any kind or nature.

Mr. Marxe and Mr. Greenhouse have never been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors), nor have either of them been a party to any civil proceeding commenced before a judicial or administrative body of competent jurisdiction as a result of which he was or is now subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws. Mr. Marxe and Mr. Greenhouse are citizens of the United States.

Item 3. Source and Amount of Funds or Other Consideration.

Each Fund utilized its own available net assets to purchase the securities referred to in this Schedule.

Item 4. Purpose of Transaction.

The securities referred to in this Schedule have been acquired by each of the Funds for investment purposes and not with the purpose or effect of changing or influencing control of the Issuer. Each Fund acquired the securities in the ordinary course of business and is holding the securities for the benefit of its investors.

Item 5. Interest in Securities of the Issuer.

Cayman owns 344,600 shares of Common Stock and 384,600 warrants, or 4.8% of the shares outstanding, SSF3 owns 1,857,596 shares of Common Stock and 2,077,056 Warrants, or 23.3% of the shares outstanding, SSPE owns 841,150 shares of Common Stock and 923,000 Warrants, or 11.2% of the outstanding shares, Technology owns 71,776 shares of Common Stock and 75,524 Warrants or .9% of the shares outstanding and TECH2 owns 368,024 shares of commons stock and 385,976 warrants or 4.9% of the shares outstanding. Messrs. Marxe and Greenhouse share the power to vote and direct the disposition of all shares of Common Stock owned by each of, the Funds. Messrs. Marxe and Greenhouse are deemed to beneficially own a total of 3,483,146 shares of Common Stock and 3,846,156 Warrants or 39.3% of the outstanding shares.

The following table reflects the acquisitions and dispositions by each of the Funds during the sixty days preceding the date of the event that requires the filing of this statement (each of which were effected in ordinary brokers transactions):

Edgar Filing: ATTUNITY LTD - Form SC 13D/A

A. Special Situations Cayman Fund, L.P.

Date
Quantity
Average Price

(Purchases)

Date
Quantity
Average Price

(Sales)

During August 2003
500
\$1.15
During September2003
19,500
\$1.18

B. Special Situations Private Equity Fund, L.P.

Date
Quantity
Average Price

(Purchases)

Date
Quantity
Average Price

(Sales)

During August 2003
1,500
\$1.15
During September2003
43,650
\$1.18

C. Special Situations Technology Fund, L.P.

Date
Quantity
Average Price

(Purchases)

Date
Quantity

Edgar Filing: ATTUNITY LTD - Form SC 13D/A

Average Price

(Sales)

D. Special Situations Technology Fund, L.P.

Date

Quantity

Average Price

(Purchases)

Date

Quantity

Average Price

(Sales)

E. Special Situations Fund III, L.P.

Date

Quantity

Average Price

(Purchases)

Date

Quantity

Average Price

(Sales)

During August 2003

5,000

\$1.15

During September2003

109,500

\$1.18

Item 6. Contracts, Arrangements, Understandings or Relationships
With Respect to Securities of the Issuer.

No contracts, arrangements, understandings or similar
relationships exist with respect to the securities of the Company
between Messrs. Marxe and Greenhouse and any other individual or entity.

Item 7. Material to be Filed as Exhibits.

Joint Filing Agreement.

Edgar Filing: ATTUNITY LTD - Form SC 13D/A

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.

October 7, 2003

/s/_Austin W. Marxe
Austin W. Marxe

/s/_David M. Greenhouse
David M. Greenhouse

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001).

JOINT FILING AGREEMENT

Austin W. Marxe and David M. Greenhouse hereby agree that the Schedule 13D to which this agreement is attached is filed on behalf of each of them.

/s/_Austin W. Marxe
Austin W. Marxe

/s/_David M. Greenhouse
David M. Greenhouse

-6-
S5313/1
10/07/03 1278889.03
-2-

S5313/1
1278889.03