

LAPIS TECHNOLOGIES INC  
Form SC 13G/A  
December 20, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G/A**

**(Amendment No. 1)**

**Under the Securities Exchange Act of 1934**

**LAPIS TECHNOLOGIES, INC.**

**(Name of Issuer)**

**Common stock, par value \$0.001 per share**

**(Title of Class of Securities)**

**51664Q102**

**(CUSIP Number)**

**January 5, 2013<sup>1</sup>**

**(Date of Event Which Requires Filing of this Statement)**

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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).

<sup>1</sup> This represents the date that is 60 days prior to the exercisability of the Second Warrant described herein.

CUSIP No. 51664Q102

(1) Names of reporting persons

UTA Capital LLC (1)

(2) Check the appropriate box if a member of a group

(a)  (b)

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of

shares 1,552,227 (2)  
(6) Shared voting power

beneficially

owned by

each (7) Sole dispositive power

reporting

person 1,552,227 (2)  
(8) Shared dispositive power

with

(9) Aggregate amount beneficially owned by each reporting person

1,552,227 (3)

(10) Check if the aggregate amount in Row 9 excludes certain shares

(11) Percent of class represented by amount in Row 9

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19.3% (3)

(12) Type of reporting person

OO (limited liability company)

- (1) This Schedule 13G is being jointly filed by (i) UTA Capital LLC; (ii) the members or beneficial owners of membership interests in UTA Capital LLC, which include (a) YZT Management LLC, a New Jersey limited liability company and the managing member of UTA Capital LLC, and (b) Alleghany Capital Corporation, a Delaware corporation and a member of UTA Capital LLC; (iii) Alleghany Corporation, a publicly-traded Delaware corporation of which Alleghany Capital Corporation is a wholly-owned subsidiary; and (iv) Udi Toledano, the managing member of YZT Management LLC.
- (2) Represents (i) 952,227 shares of Common Stock issuable upon exercise of a warrant issued to UTA Capital LLC pursuant to that certain Amended and Restated Note and Warrant Purchase Agreement by and between the Issuer and UTA Capital LLC dated September 7, 2012 (the First Warrant ) and (ii) a second warrant issued to UTA Capital LLC to purchase 600,000 shares of Common Stock of the Issuer (the Second Warrant ).
- (3) Calculated based on 8,035,227 shares of Common Stock, representing (i) 6,483,000 shares of Common Stock outstanding on November 14, 2012, as reported in the most recent Form 10-Q of the Issuer for the period ending September 30, 2012; and (ii) (A) 952,227 shares of Common Stock issuable upon exercise of the First Warrant and (B) 600,000 shares of Common Stock issuable upon exercise of the Second Warrant.

CUSIP No. 51664Q102

(1) Names of reporting persons

YZT Management LLC (1)

(2) Check the appropriate box if a member of a group

(a)  (b)

(3) SEC use only

(4) Citizenship or place of organization

New Jersey

(5) Sole voting power

Number of

shares (6) Shared voting power

beneficially

owned by 1,552,227 (2)  
(7) Sole dispositive power

each

reporting

person (8) Shared dispositive power

with

1,552,227 (2)

(9) Aggregate amount beneficially owned by each reporting person

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CUSIP No. 51664Q102

(1) Names of reporting persons

Alleghany Capital Corporation (1)

(2) Check the appropriate box if a member of a group

(a)  (b)

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of

shares

(6) Shared voting power

beneficially

owned by

1,552,227 (2)

each

(7) Sole dispositive power

reporting

person

(8) Shared dispositive power

with

1,552,227 (2)

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19.3% (3)

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(12) Type of reporting person

CO

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CUSIP No. 51664Q102

(1) Names of reporting persons

Alleghany Corporation

(2) Check the appropriate box if a member of a group

(a)  (b)

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of

shares 1,552,227 (2)  
(6) Shared voting power

beneficially

owned by

each (7) Sole dispositive power

reporting

person (8) Shared dispositive power

with

1,552,227 (2)

(9) Aggregate amount beneficially owned by each reporting person

1,552,227 (3)

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19.3% (3)

(12) Type of reporting person

CO

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CUSIP No. 51664Q102

(1) Names of reporting persons

Udi Toledano

(2) Check the appropriate box if a member of a group

(a)  (b)

(3) SEC use only

(4) Citizenship or place of organization

United States

(5) Sole voting power

Number of

shares

(6) Shared voting power

beneficially

owned by

1,552,227 (2)

each

(7) Sole dispositive power

reporting

person

(8) Shared dispositive power

with

1,552,227 (2)

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(11) Percent of class represented by amount in Row 9

19.3% (3)

(12) Type of reporting person

IN

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**Item 1(a). Name of Issuer:**

Lapis Technologies, Inc., a Delaware corporation (the Issuer )

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

70 Kinderkamack Road, Emerson, New Jersey 07630

**Item 2(a). Name of Persons Filing:**

UTA Capital LLC

YZT Management LLC

Alleghany Capital Corporation

Alleghany Corporation

Udi Toledano

**Item 2(b). Address of Principal Business Office or, if None, Residence:**

The principal office of each of UTA Capital LLC, YZT Management LLC and Udi Toledano is located at 100 Executive Drive, Suite 330, West Orange, NJ 07052

The principal office of each of Alleghany Capital Corporation and Alleghany Corporation is located at 7 Times Square Tower, New York, New York 10036

**Item 2(c). Citizenship:**

UTA Capital LLC is a Delaware limited liability company

YZT Management LLC is a New Jersey limited liability company

Alleghany Capital Corporation is a Delaware corporation

Alleghany Corporation is a Delaware corporation

Udi Toledano is a citizen of the United States of America

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

Common Stock, par value \$0.001 per share

**Item 2(e). CUSIP Number:**

51664Q102

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

Not applicable

**Item 4. Ownership.**

(a) Amount beneficially owned:

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1,552,227 shares of the Issuer's common stock

(b) Percent of class: Approximately 19.3%

(c) Number of shares as to which the person has:

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

(ii) Shared power to vote or direct the vote: 1,552,227

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

(iv) Shared power to dispose or direct the disposition of: 1,552,227

This Schedule 13G is being jointly filed by (i) UTA Capital LLC; (ii) the members or beneficial owners of membership interests in UTA Capital LLC, which include (a) YZT Management LLC, a New Jersey limited liability company and the managing member of UTA Capital LLC, and (b) Alleghany Capital Corporation, a Delaware corporation and a member of UTA Capital LLC; (iii) Alleghany Corporation, a publicly-traded Delaware corporation of which Alleghany Capital Corporation is a wholly-owned subsidiary; and (iv) Udi Toledano, the managing member of YZT Management LLC.

**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.**

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.

**SIGNATURE**

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

**UTA Capital LLC**

By: YZT Management LLC,  
its managing member

Date: December 20, 2012

By: /s/ Udi Toledano  
Udi Toledano  
its managing member

**YZT Management LLC**

By: /s/ Udi Toledano  
Udi Toledano  
its managing member

**Alleghany Capital Corporation**

By: /s/ Peter R. Sismondo  
Peter R. Sismondo  
Vice President and Treasurer

**Alleghany Corporation**

By: /s/ Peter R. Sismondo  
Peter R. Sismondo  
Vice President

/s/ Udi Toledano  
Udi Toledano

Exhibit Index

Exhibit 1 Joint Filing Agreement dated as of December 20, 2012.

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