

AUDIOCODES LTD
Form 6-K
March 04, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16

of the Securities Exchange Act of 1934

For the Month of March, 2014

Commission file number 0-30070

AUDIOCODES LTD.

(Translation of registrant's name into English)

1 Hayarden Street • Airport City, Lod 70151 • ISRAEL

(Address of principal executive office)

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F

Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

The following documents are attached hereto and incorporated by reference herein:

Exhibit
1. Press release, dated March 4, 2014.

Exhibit
2. Addendum No. 2, dated November 6, 2013, to Sublease Agreement, dated December 30, 2003, between Continental Resources, Inc., as landlord, and AudioCodes USA Inc., as tenant.

The information set forth in the press release attached as Exhibit 1, and Addendum No. 2, dated November 6, 2013, to Sublease Agreement, dated December 30, 2003, between Continental Resources, Inc., as landlord, and AudioCodes USA Inc., as tenant, attached as Exhibit 2 to this Report on Form 6-K, are hereby incorporated by reference into (i) the Registrant's Registration Statement on Form S-8, File No. 333-11894; (ii) the Registrant's Registration Statement on Form S-8, File No. 333-13268; (iii) the Registrant's Registration Statement on Form S-8, File No. 333-105473; (iv) the Registrant's Registration Statement on Form S-8, File No. 333-144825; (v) the Registrant's Registration Statement on Form S-8, File No. 333-160330; (vi) the Registrant's Registration Statement on Form S-8, File No. 333-170676; (vii) the Registrant's Registration Statement on Form F-3, File No. 333-172268; (viii) the Registrant's Registration Statement on Form S-8, File No. 333-190437; and (ix) the Registrant's Registration Statement on Form F-3, File No. 333-193209.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

AUDIOCODES LTD.
(Registrant)

By: /s/ Guy Avidan
Guy Avidan
Chief Financial Officer

Dated: March 4, 2014

EXHIBIT INDEX

Exhibit No.	Description
1	Press release, dated March 4, 2014.
2	Addendum No. 2, dated November 6, 2013, to Sublease Agreement, dated December 30, 2003, between Continental Resources, Inc., as landlord, and AudioCodes USA Inc., as tenant.

>SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Hong Kong

	5	SOLE VOTING POWER	
			949,483,271
NUMBER OF SHARES	6	SHARED VOTING POWER	
BENEFICIALLY OWNED BY			0
EACH REPORTING PERSON	7	SOLE DISPOSITIVE POWER	
WITH			949,483,271
	8	SHARED DISPOSITIVE POWER	
			0
9		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
			949,483,271
10		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	

0

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

17.30%

12 TYPE OF REPORTING PERSON

CO

CUSIP No. 00756M40

Page 3 of 8 Pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Aintree Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

5 SOLE VOTING POWER

949,483,271

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

6 SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER

949,483,271

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

949,483,271

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

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

17.30%

12 TYPE OF REPORTING PERSON

CO

Page 3 of 8

CUSIP No. 00756M40

Page 4 of 8 Pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Jason C.S. Chang

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Republic of Singapore

5 SOLE VOTING POWER

1,012,987,283

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

6 SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER

1,012,987,283

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,012,987,283

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

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

18.46%

12 TYPE OF REPORTING PERSON

IN

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Item 1(a). Name of Issuer.

Advanced Semiconductor Engineering, Inc. (the “Company”)

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

26 Chin Third Road
Nantze Export Processing Zone
Kaohsiung, Taiwan
Republic of China

Item 2(a). Name of Person Filing.

ASE Enterprises Limited (“ASEE”)

Aintree Limited (“Aintree”)

Jason C.S. Chang

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

The business address of ASEE is: 1408 World-Wide House, 19 Des Voeux Road, Central, Hong Kong.

The address of the registered office of Aintree is: P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands.

The business address of Jason C.S. Chang is: Room 1901, World Trade Center, International Trade Building, 19/F, 333 Keelung Road, Sec. 1, Taipei, Taiwan, Republic of China.

Item 2(c). Citizenship.

ASEE is incorporated under the laws of Hong Kong.

Aintree is a company organized under the laws of the British Virgin Islands.

Jason C.S. Chang is a citizen of Republic of Singapore.

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

This statement relates to the Company’s Common Shares, par value NT\$10.00 per share (the “Shares”).

Item 2(e). CUSIP Number.

00756M40

Item 3. If this statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act;
- (b) Bank as defined in Section 3(a)(6) of the Act;
- (c) Insurance company as defined in Section 3(a)(19) of the Act;
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership.

ASEE beneficially owns 949,483,271 Shares, representing approximately 17.30% of the outstanding Shares. ASEE has sole power to vote and dispose of 949,483,271 Shares.

Aintree beneficially owns 949,483,271 Shares, representing approximately 17.30% of the outstanding Shares. Aintree holds 100% of ASEE in trust for the benefit of the family of Jason C.S. Chang. The sole shareholder and sole director of Aintree is Jason C.S. Chang. Aintree has sole power to vote and dispose of 949,483,271 Shares.

Jason C.S. Chang is the Chairman, Chief Executive Officer and a director of the Company and a director of ASEE. Jason C.S. Chang beneficially owns 949,483,271 Shares through ASEE and Aintree, representing approximately 17.30% of the outstanding Shares. In addition to the Shares he beneficially owns through ASEE and Aintree, Jason C.S. Chang directly owns 57,544,012 Shares. Furthermore, under the Company's share option plans, Jason C.S. Chang owns vested options convertible into 5,960,000 Shares. Jason C.S. Chang beneficially owns 1,012,987,283 Shares, representing approximately 18.46% of the outstanding Shares. He has sole power to vote and to dispose of 1,012,987,283 Shares.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

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.

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. Certification.

Not applicable.

SIGNATURES

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

Date: February 8, 2010

ASE ENTERPRISES LIMITED

By: /s/ Jason C.S. Chang
Name: JASON C.S. CHANG
Title: Director

AINTREE LIMITED

By: /s/ Jason C.S. Chang
Name: JASON C.S. CHANG
Title: Director

JASON C.S. CHANG

By: /s/ Jason C.S. Chang