

VOCALTEC COMMUNICATIONS LTD
Form SC 13D
December 05, 2005

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. __)*

VocalTec Communications Ltd.

(Name of Issuer)

Ordinary Shares, New Israeli Shekel 0.13 par value per share

(Title of Class of Securities)

M97601112

(CUSIP Number)

Edgar Filing: VOCALTEC COMMUNICATIONS LTD - Form SC 13D

Fritz Meijaard

Dennis D. Powell

Managing Director

Senior Vice President and Chief Financial Officer

Cisco Systems International B.V.

Cisco Systems, Inc.

Haarlerbergpark

170 West Tasman Drive

Haarlerbergweg 13-19

San Jose, CA 95134

1101 CH Amsterdam

(408) 526-4000

The Netherlands

31 (0)20 357 1000

Copies to:

Daniel J. Winnike, Esq.

Fenwick & West LLP

801 California Street

Mountain View, CA 94041

(650) 988-8500

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

November 24, 2005

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

Edgar Filing: VOCALTEC COMMUNICATIONS LTD - Form SC 13D

The information required on 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).

SCHEDULE 13D

CUSIP No. M97601112

Page 1 of 17 Pages

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Cisco Systems International B.V. (*CSIBV*)

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

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

The Netherlands

NUMBER OF 7 **SOLE VOTING POWER**

SHARES

BENEFICIALLY

None

OWNED BY

8 SHARED VOTING POWER

EACH

REPORTING

1,673,549*(1)(2)

PERSON

9 SOLE DISPOSITIVE POWER

WITH

None

10 SHARED DISPOSITIVE POWER

1,673,549*(1)(2)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,673,549*(1)(2)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

(2)

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

36.1%**

14 TYPE OF REPORTING PERSON (See Instructions)

CO

- (1) Shared with the other Reporting Persons (defined below) solely by virtue of the fact that CSIBV is a direct wholly owned subsidiary of Cisco Systems Netherlands Holdings B.V. and an indirect wholly owned subsidiary of each other Reporting Person.
 - (2) Excludes shares held by other parties to the Shareholders Agreement (defined below), the Acquisition Agreement (defined below) and any other agreement described herein. See Items 4, 5 and 6.
- * Reflects shares beneficially owned as of November 24, 2005.
- ** Based on 4,642,007 ordinary shares of the Issuer outstanding (as adjusted for the Reverse Split (defined below)), as reported for November 28, 2005 in Exhibit 99.1 to the Issuer's Report of Foreign Private Issuer on Form 6-K filed with the Commission on November 28, 2005, which the Reporting Persons understand was the number of ordinary shares outstanding as of November 24, 2005.

SCHEDULE 13D

CUSIP No. M97601112

Page 2 of 17 Pages

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Cisco Systems Netherlands Holdings B.V. (*CSNHBV*)

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

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

The Netherlands

NUMBER OF 7 **SOLE VOTING POWER**

SHARES

BENEFICIALLY

None

OWNED BY

8 **SHARED VOTING POWER**

EACH

REPORTING

1,673,549*(3)(4)

PERSON

9 **SOLE DISPOSITIVE POWER**

WITH

None

10 **SHARED DISPOSITIVE POWER**

Edgar Filing: VOCALTEC COMMUNICATIONS LTD - Form SC 13D

1,673,549*(3)(4)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,673,549*(3)(4)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

x(4)

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

36.1%**

14 TYPE OF REPORTING PERSON (See Instructions)

CO

(3) Shared with the other Reporting Persons (defined below), solely by virtue of the fact that CSIBV, the record holder of these shares, is a direct wholly owned subsidiary of CSNHBV and an indirect wholly owned subsidiary of each other Reporting Person. CSNHBV disclaims beneficial ownership of the shares pursuant to Rule 13d-4.

(4) Excludes shares held by parties to the Shareholders Agreement (defined below), the Acquisition Agreement (defined below) and any other agreement described herein, other than CSIBV. See Items 4, 5 and 6.

* Reflects shares beneficially owned by CSIBV as of November 24, 2005. CSNHBV disclaims beneficial ownership of the shares pursuant to Rule 13d-4.

** Based on 4,642,007 ordinary shares of the Issuer outstanding (as adjusted for the Reverse Split (defined below)), as reported for November 28, 2005 in Exhibit 99.1 to the Issuer's Report of Foreign Private Issuer on Form 6-K filed with the Commission on November 28, 2005, which the Reporting Persons understand was the number of ordinary shares outstanding as of November 24, 2005.

SCHEDULE 13D

CUSIP No. M97601112

Page 3 of 17 Pages

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Cisco Systems Luxembourg S.a.r.l. (*CSLS*)

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

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Luxembourg

NUMBER OF 7 **SOLE VOTING POWER**

SHARES

BENEFICIALLY None

OWNED BY 8 **SHARED VOTING POWER**

EACH

REPORTING 1,673,549*(3)(4)

PERSON 9 **SOLE DISPOSITIVE POWER**

WITH

None

10 **SHARED DISPOSITIVE POWER**

Edgar Filing: VOCALTEC COMMUNICATIONS LTD - Form SC 13D

1,673,549*(3)(4)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,673,549*(3)(4)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

x(4)

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

36.1%**

14 TYPE OF REPORTING PERSON (See Instructions)

CO

(3) Shared with the other Reporting Persons (defined below), solely by virtue of the fact that CSIBV, the record holder of these shares, is a direct wholly owned subsidiary of CSNHBV and an indirect wholly owned subsidiary of each other Reporting Person. CSLS disclaims beneficial ownership of the shares pursuant to Rule 13d-4.

(4) Excludes shares held by parties to the Shareholders Agreement (defined below), the Acquisition Agreement (defined below) and any other agreement described herein, other than CSIBV. See Items 4, 5 and 6.

* Reflects shares beneficially owned by CSIBV as of November 24, 2005. CSLS disclaims beneficial ownership of the shares pursuant to Rule 13d-4.

** Based on 4,642,007 ordinary shares of the Issuer outstanding (as adjusted for the Reverse Split (defined below)), as reported for November 28, 2005 in Exhibit 99.1 to the Issuer's Report of Foreign Private Issuer on Form 6-K filed with the Commission on November 28, 2005, which the Reporting Persons understand was the number of ordinary shares outstanding as of November 24, 2005.

SCHEDULE 13D

CUSIP No. M97601112

Page 4 of 17 Pages

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Cisco Systems Luxembourg International S.a.r.l. (*CSLIS*)

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

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Luxembourg

NUMBER OF 7 **SOLE VOTING POWER**

SHARES

BENEFICIALLY None

OWNED BY 8 **SHARED VOTING POWER**

EACH

REPORTING 1,673,549*(3)(4)

PERSON 9 **SOLE DISPOSITIVE POWER**

WITH

None

10 **SHARED DISPOSITIVE POWER**

1,673,549*(3)(4)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,673,549*(3)(4)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

(4)

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

36.1%**

14 TYPE OF REPORTING PERSON (See Instructions)

CO

- (3) Shared with the other Reporting Persons (defined below), solely by virtue of the fact that CSIBV, the record holder of these shares, is a direct wholly owned subsidiary of CSNHBV and an indirect wholly owned subsidiary of each other Reporting Person. CSLIS disclaims beneficial ownership of the shares pursuant to Rule 13d-4.
- (4) Excludes shares held by parties to the Shareholders Agreement (defined below), the Acquisition Agreement (defined below) and any other agreement described herein, other than CSIBV. See Items 4, 5 and 6.
 - * Reflects shares beneficially owned by CSIBV as of November 24, 2005. CSLIS disclaims beneficial ownership of the shares pursuant to Rule 13d-4.
 - ** Based on 4,642,007 ordinary shares of the Issuer outstanding as of November 28, 2005 (as adjusted for the Reverse Split (defined below)), as reported in Exhibit 99.1 to the Issuer's Report of Foreign Private Issuer on Form 6-K filed with the Commission on November 28, 2005.

SCHEDULE 13D

CUSIP No. M97601112

Page 5 of 17 Pages

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Cisco Systems International S.a.r.l. (**CSIS**)

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

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Switzerland

NUMBER OF 7 **SOLE VOTING POWER**

SHARES

BENEFICIALLY None

OWNED BY 8 **SHARED VOTING POWER**

EACH

REPORTING 1,673,549*(3)(4)

PERSON 9 **SOLE DISPOSITIVE POWER**

WITH

None

10 SHARED DISPOSITIVE POWER

1,673,549*(3)(4)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,673,549*(3)(4)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

(4)

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

36.1%**

14 TYPE OF REPORTING PERSON (See Instructions)

CO

(3) Shared with the other Reporting Persons (defined below), solely by virtue of the fact that CSIBV, the record holder of these shares, is a direct wholly owned subsidiary of CSNHBV and an indirect wholly owned subsidiary of each other Reporting Person. CSIS disclaims beneficial ownership of the shares pursuant to Rule 13d-4.

(4) Excludes shares held by parties to the Shareholders Agreement (defined below), the Acquisition Agreement (defined below) and any other agreement described herein, other than CSIBV. See Items 4, 5 and 6.

* Reflects shares beneficially owned by CSIBV as of November 24, 2005. CSIS disclaims beneficial ownership of the shares pursuant to Rule 13d-4.

** Based on 4,642,007 ordinary shares of the Issuer outstanding (as adjusted for the Reverse Split (defined below)), as reported for November 28, 2005 in Exhibit 99.1 to the Issuer's Report of Foreign Private Issuer on Form 6-K filed with the Commission on November 28, 2005, which the Reporting Persons understand was the number of ordinary shares outstanding as of November 24, 2005.

SCHEDULE 13D

CUSIP No. M97601112

Page 6 of 17 Pages

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Cisco Systems (Bermuda) Limited (*CSBL*)

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

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda

NUMBER OF 7 **SOLE VOTING POWER**

SHARES

BENEFICIALLY None

OWNED BY 8 **SHARED VOTING POWER**

EACH

REPORTING 1,673,549*(3)(4)

PERSON 9 **SOLE DISPOSITIVE POWER**

WITH

None

10 **SHARED DISPOSITIVE POWER**

1,673,549*(3)(4)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,673,549*(3)(4)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

x(4)

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

36.1%**

14 TYPE OF REPORTING PERSON (See Instructions)

CO

(3) Shared with the other Reporting Persons (defined below), solely by virtue of the fact that CSIBV, the record holder of these shares, is a direct wholly owned subsidiary of CSNHBV and an indirect wholly owned subsidiary of each other Reporting Person. CSBL disclaims beneficial ownership of the shares pursuant to Rule 13d-4.

(4) Excludes shares held by parties to the Shareholders Agreement (defined below), the Acquisition Agreement (defined below) and any other agreement described herein, other than CSIBV. See Items 4, 5 and 6.

* Reflects shares beneficially owned by CSIBV as of November 24, 2005. CSBL disclaims beneficial ownership of the shares pursuant to Rule 13d-4.

** Based on 4,642,007 ordinary shares of the Issuer outstanding (as adjusted for the Reverse Split (defined below)), as reported for November 28, 2005 in Exhibit 99.1 to the Issuer's Report of Foreign Private Issuer on Form 6-K filed with the Commission on November 28, 2005, which the Reporting Persons understand was the number of ordinary shares outstanding as of November 24, 2005.

SCHEDULE 13D

CUSIP No. M97601112

Page 7 of 17 Pages

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Cisco Systems International Holdings Limited (*CSIHL*)

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

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda

NUMBER OF 7 **SOLE VOTING POWER**

SHARES

BENEFICIALLY None

OWNED BY 8 **SHARED VOTING POWER**

EACH

REPORTING 1,673,549*(3)(4)

PERSON 9 **SOLE DISPOSITIVE POWER**

WITH

None

10 **SHARED DISPOSITIVE POWER**

1,673,549*(3)(4)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,673,549*(3)(4)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

x(4)

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

36.1%**

14 TYPE OF REPORTING PERSON (See Instructions)

CO

- (3) Shared with the other Reporting Persons (defined below), solely by virtue of the fact that CSIBV, the record holder of these shares, is a direct wholly owned subsidiary of CSNHBV and an indirect wholly owned subsidiary of each other Reporting Person. CSIHL disclaims beneficial ownership of the shares pursuant to Rule 13d-4.
- (4) Excludes shares held by parties to the Shareholders Agreement (defined below), the Acquisition Agreement (defined below) and any other agreement described herein, other than CSIBV. See Items 4, 5 and 6.
 - * Reflects shares beneficially owned by CSIBV as of November 24, 2005. CSIHL disclaims beneficial ownership of the shares pursuant to Rule 13d-4.
 - ** Based on 4,642,007 ordinary shares of the Issuer outstanding (as adjusted for the Reverse Split (defined below)), as reported for November 28, 2005 in Exhibit 99.1 to the Issuer's Report of Foreign Private Issuer on Form 6-K filed with the Commission on November 28, 2005, which the Reporting Persons understand was the number of ordinary shares outstanding as of November 24, 2005.

SCHEDULE 13D

CUSIP No. M97601112

Page 8 of 17 Pages

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Cisco Technology, Inc. (**CTI**), I.R.S. Identification No. 77-0462351

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

(a)

(b)

3 SEC USE ONLY

4