

GILAT SATELLITE NETWORKS LTD

Form 6-K

April 11, 2016

FORM 6 – K

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Report on Foreign Issuer

Pursuant to Rule 13a – 16 or 15d – 16
of the Securities Exchange Act of 1934

For the Month of April, 2016

Gilat Satellite Networks Ltd.
(Translation of Registrant's Name into English)

Gilat House, Yegia Kapayim Street
Daniv Park, Kiryat Arye, Petah Tikva, Israel
(Address of Principal Corporate Offices)

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

Form 20-F ☒ Form 40-F ☐

Indicate by check mark whether the registrant by furnishing the information contained in this form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes ☐ No ☒

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): N/A

Attached hereto and incorporated by reference herein is Registrant's proxy card issued in connection with the proxy statement to shareholders published on April 7, 2016.

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.

Gilat Satellite Networks Ltd.
(Registrant)

Date: April 11, 2016

By: /s/ Ran Tal
Ran Tal
VP General Counsel

GILAT SATELLITE NETWORKS LTD.

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned hereby appoints Dov Baharav, Ran Tal, Yael Shofar and Daniel Neiger, or any of them, attorneys or attorney-in-fact, for and in the name(s) of the undersigned, with power of substitution and revocation in each to vote any and all ordinary shares, nominal value NIS 0.20 per share, of Gilat Satellite Networks Ltd. (the "Company"), which the undersigned would be entitled to vote as fully as the undersigned could if personally present at the Annual General Meeting of Shareholders of the Company to be held on Monday, May 16, 2016 at 2 p.m. (Israel time) at the offices of the Company, 21 Yegia Kapayim Street, Kiryat Arye, Petah Tikva 4913020, Israel, and at any adjournment or adjournments thereof (the "Meeting"), hereby revoking any prior proxies to vote said shares, upon the following items of business more fully described in the notice of and proxy statement for such Annual General Meeting (receipt of which is hereby acknowledged):

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED AS SPECIFIED.

(Continued and to be signed on the reverse side)

ANNUAL GENERAL MEETING OF SHAREHOLDERS OF
GILAT SATELLITE NETWORKS LTD.

May 16, 2016

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:

The Notice of Meeting, proxy statement and proxy card
are available at www.gilat.com

Please sign, date and mail
your proxy card in the
envelope provided as soon
as possible.

Please detach along perforated line and mail in the envelope provided.

THE BOARD OF DIRECTORS RECOMMENDS A
VOTE "FOR" THE ELECTION OF THE NOMINEES
FOR DIRECTOR IN ITEM 2 AND
"FOR" THE APPROVAL OF THE PROPOSALS UNDER
ITEMS 1 AND 3 THROUGH 7.
PLEASE SIGN, DATE AND RETURN PROMPTLY IN
THE ENCLOSED ENVELOPE. PLEASE MARK YOUR
VOTE IN BLUE OR BLACK INK AS SHOWN HERE

	FOR	AGAINST	ABSTAIN		FOR	AGAINST	ABSTAIN
(1) To increase the number of directors on our Board of Directors from eight to nine directors.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	(3b) To approve the annual cash bonus plan for Mr. Yona Ovadia as the Company's Chief Executive Officer, as described in Item 3 of the Proxy Statement and in Annex A	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(2) To elect seven members of the Board of Directors until our next annual general meeting of shareholders and until their successors have been duly elected and qualified.							
					YES	NO	
Dov Baharav (re-elect)	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	DO YOU HAVE A PERSONAL INTEREST IN	<input type="radio"/>	<input type="radio"/>	

				ITEM 3(B) ABOVE?			
				ARE YOU A			
Amiram Boehm (re-elect)	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	CONTROLLING SHAREHOLDER?	<input type="radio"/>	<input type="radio"/>	
Ishay Davidi (re-elect)	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>		FOR	AGAINST	ABSTAIN
Amir Ofek (re-elect)	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	(3c) To approve the grant of the Equity Compensation to Mr. Yona Ovadia as Chief Executive Officer of the Company as described in Item 3 of the Proxy Statement	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Aylon (Lonny) Rafaeli (elect)	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>				
Meir Shamir (elect)	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>		YES	NO	
Dafna Sharir (elect)	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	DO YOU HAVE A PERSONAL INTEREST IN ITEM 3(C) ABOVE?	<input type="radio"/>	<input type="radio"/>	
To approve the terms of employment and the Base Compensation of Mr. Yona Ovadia as Chief Executive Officer of the Company as described in Item 3 of the Proxy Statement	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	ARE YOU A CONTROLLING SHAREHOLDER?	<input type="radio"/>	<input type="radio"/>	
(3a)					FOR	AGAINST	ABSTAIN
				(4)			
				To approve an annual cash bonus plan for the Chairman of the Company's Board of Directors.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
				(5a) To approve the grant of options to Aylon (Lonny) Rafaeli upon commencement of his term of service.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
	YES	NO		(5b) To approve the grant of options to Meir Shamir upon commencement of his term of service.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
DO YOU HAVE A PERSONAL INTEREST IN ITEM 3(A) ABOVE?	<input type="radio"/>	<input type="radio"/>		(5c) To approve the grant of options to Dafna Sharir upon commencement of her term of service.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
ARE YOU A CONTROLLING SHAREHOLDER?	<input type="radio"/>	<input type="radio"/>		(6) To readopt Company's compensation policy for the Company's	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

directors and officers

YES NO

DO YOU HAVE A
PERSONAL INTEREST IN o o
ITEM 6 ABOVE?

ARE YOU A
CONTROLLING o o
SHAREHOLDER?

FOR AGAINST ABSTAIN

(7) To ratify and approve o o o
the reappointment of
Kost Forer Gabbay &
Kasierer, a member of
Ernst & Young Global,
as our independent
registered public
accountants for the
fiscal year ending
December 31, 2016,
and for such additional
period until the next
annual general meeting
of shareholders

To change the address on your account,
please check the box at right and indicate
your new address in the address space
above. Please note that changes to the
registered name(s) on the account may not
be submitted via this method.

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Items 3(a), 3(b), 3(c) and 6
require an indication of
“Personal Interest” in the
resolution and whether the
undersigned is a “Controlling
Shareholder” (as such terms
are defined under the Israeli
Companies Law).

For information regarding
the definitions of “Personal
Interest” and “Controlling
Shareholder”, please see the
explanation in Proposal III
of the Proxy Statement.

Signature of
Shareholder

Date:

Signature of
Shareholder

Date:

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

