

ATTUNITY LTD
Form SC 13D/A
April 08, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 6)

Attunity, Inc.

(Name of Issuer)

Common Stock, Ordinary Shares, NIS .1 Each
(Title of Class of Securities)

M15332105
(CUSIP Number)

with a copy to:

Austin W. Marxe Allen B. Levithan, Esq.
153 East 53rd Street Lowenstein Sandler PC
New York, New York 10022 65 Livingston Avenue
 Roseland, New Jersey

07068

(973) 597-2424

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

March 31, 2004
(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 sections 240.13d-1(e), 240.13d-1(f) or 240.13d-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 section 240.13d-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.

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).

Cusip No. M15332105

1. Names of Reporting Persons. I.R.S. Identification Nos. of
above persons (entities only):

Austin W. Marxe and David M. Greenhouse

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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
- Number of Shares Beneficially Owned by Each Reporting Person With 764,905*
7. Sole Voting Power: 0*
8. Shared Voting Power:
9. Sole Dispositive Power: 0*
10. Shared Dispositive Power:
11. Aggregate Amount Beneficially Owned by Each Reporting Person: 764,905*
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): 4.9%
*
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 86,121 warrants owned by Special Situations Cayman Fund, L.P., 468,788 Warrants owned by Special Situations Fund III, L.P., 136,780 Warrants and 13,275 common shares owned by Special Situations Private Equity Fund, L.P., 9,729 Warrants owned by Special Situations Technology Fund, L.P. and 50,222 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 Einstein 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 Limited Partnership (?MGP?), the general partner of and investment adviser to Special Situations Fund III, L.P. (?SSF3?). Marxe and

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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. Marx 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. Marx 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 86,121 warrants, or .6% of the shares outstanding, SSF3 owns 468,788 Warrants, or 3.1% of the shares outstanding, SSPE owns 136,780 Warrants and 13,275 Common Shares, or 1.0% of the outstanding shares, Technology owns 9,729 Warrants or .1% of the shares outstanding and TECH2 50,222 warrants or .3% of the shares outstanding. Messrs. Marx and Greenhouse share the power to vote and direct the disposition of all shares/warrants owned by each of, the Funds. Messrs. Marx and Greenhouse are deemed to beneficially own a total of 751,630 Warrants and 13,275 Common Shares, or 4.9% 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:

No other transactions occurred within the last sixty days.

A. Special Situations Cayman Fund, L.P.

Date
Quantity
Average Price

February 2004

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Common stock received
from the exercise of
Warrants

March 2004
Common stock received
from the exercise of
Warrants
(Purchases)
6,130

6,300

\$1.75

\$1.75

Date
Quantity
Average Price

(Sales)

February 2004
6,130
3.04
March 2004
6,300
3.07

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

Date
Quantity
Average Price

(Purchases)

February 2004
Common stock received
from the exercise of
Warrants

March 2004
Common stock received
form the exercise of
Warrants

13,970

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27,475

\$1.75

\$1.75

Date

Quantity

Average Price

(Sales)

February 2004

March 2004

13,970

14,200

\$3.05

\$3.07

C. Special Situations Technology Fund, L.P.

Date

Quantity

Average Price

(Purchases)

February 2004

Common stock received
from the exercise of
Warrants

March 2004

Common stock received
from the exercise of
Warrants

1,840

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1,255

\$1.75

\$1.75

Date

Quantity

Average Price

(Sales)

February 2004

March 2004

1,840

1,255

\$3.04

\$3.07

D Special Situations Technology Fund II, L.P.

Date

Quantity

Average Price

(Purchases)

February 2004

Common stock received
from the exercise of
Warrants

March 2004

Common stock received
from the exercise of
Warrants

5,360

5,245

\$1.75

\$1.75

Date

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Quantity

Average Price

(Sales)

February 2004

March 2004

5,360

5,245

\$3.04

\$3.07

E. Special Situations Fund III, L.P.

Date

Quantity

Average Price

(Purchases)

February 2004

Common stock received
from the exercise of
Warrants

March 2004

Common stock received
from the exercise of
Warrants

42,300

40,000

\$1.75

\$1.75

Date

Quantity

Average Price

(Sales)

February 2004

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March 2004
42,300
40,000
\$3.06
\$3.07

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

Except for the Purchase Agreement described in Item 5 above,
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. Purchase Agreement.

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.

April 8, 2004

/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

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Austin W. Marx

/s/_David M. Greenhouse
David M. Greenhouse

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