# SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

## SCHEDULE 13G

(Rule 13d-102)

# INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2

(Amendment No. 2)*						
Perion Network Ltd.						
(Name of Issuer)						
Ordinary Shares, par value NIS 0.01 per share						
(Title of Class of Securities)						
M78673106						
(CUSIP Number)						
December 31, 2015						
(Date of Event Which Requires Filing of this Statement)						
Check the appropriate box to designate the rule pursuant to which this Schedule is filed:						
□ Rule 13d-1(b)						
$\square$ Rule 13d-1(c) x Rule 13d-1(d)						
x Rule 15u-1(u)						
*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).						
(Continued on following pages)						
Page 1 of 12 Pages						
Exhibit Index Contained on Page 11						

1	NAMES OF REPORTING PERSONS Benchmark Israel II, L.P. ("BI")									
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) $\Box$ (b) $x$									
3	SEC USE ONLY									
4	CITIZENSHIP OR Pl Delaware	LACE OF O	RGANIZATION							
NU	MBER OF	5	SOLE VOTING POWER 9,293,742 shares, except that BCPI Partners II, L.P. ("BCPI-P"), the general partner of BI, may be deemed to have sole power to vote these shares, BCPI Corporation II ("BCPI-C"), the general partner of BCPI-P, may be deemed to have sole power to vote these shares and Michael A. Eisenberg ("Eisenberg") and Arad Naveh ("Naveh"), the directors of BCPI-C, may be deemed to have shared power to vote these shares.							
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		6	SHARED VOTING POWER See response to row 5.							
		7	SOLE DISPOSITIVE POWER 9,293,742 shares, except that BCPI-P, the general partner of BI, may be deemed to have sole pow dispose of these shares, BCPI-C, the general partner of BCPI-P, may be deemed to have sole pow dispose of these shares and Eisenberg and Naveh, the directors of BCPI-C, may be deemed to have shared power to dispose of these shares.							
8 SHARED DISPOSITIVE POWER See response to row 7.										
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9,293,742									
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)						]			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 12.2%									
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN									

13G

Page 2 of 12 Pages

CUSIP NO. M78673106

CUSIP NO.	M78673106			13G				Page 3	3 of 12 Pages	
					-					
1	NAMES OF REPORTING PERSONS BCPI Partners II, L.P.									
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  (a)   (b) x									
3	SEC USE ONLY									
4	CITIZENSHIP OR PI Delaware	LACE OF O	RGANIZATION							
	LIMBED OF	5	SOLE VOTING POWER 9,576,772 shares, of which 9,293 for the benefit of persons associa to have sole power to vote these have sole power to vote these sh deemed to have shared power to	nted with BCPI-C. E shares, BCPI-C, the ares and Eisenberg	BCPI-P, the ge e general partr	neral p ner of E	artner of 3CPI-P, r	BI, may	be deemed eemed to	
BE	UMBER OF SHARES NEFICIALLY NED BY EACH	6	SHARED VOTING POWER See response to row 5.							
	REPORTING PERSON WITH	7	SOLE DISPOSITIVE POWER 9,576,772 shares, of which 9,293 for the benefit of persons associate to have sole power to dispose of to have sole power to dispose of be deemed to have shared power	nted with BCPI-C. E these shares, BCPI- these shares and Ei	BCPI-P, the ge -C, the genera senberg and N	neral p l partn	er of BC	BI, may PI-P, may	be deemed be deemed	
	8 SHARED DISPOSITIVE POWER See response to row 7.									
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9,576,772									
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)									
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 12.6%									
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN									

CUSIP NO	). M78673106			13G		Page 4 of 12 Pages					
1		NAMES OF REPORTING PERSONS BCPI Corporation II									
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) $\Box$ (b) $x$									
3	SEC USE ONLY										
4	CITIZENSHIP OR P Delaware	LACE OF C	ORGANIZATION								
5 SOLE VOTING POWER 9,576,772 shares, of which 9,293,742 are directly owned by BI and 283,030 are held in nomine for the benefit of persons associated with BCPI-C. BCPI-P, the general partner of BI, may be do to have sole power to vote these shares, BCPI-C, the general partner of BCPI-P, may be deemed have sole power to vote these shares and Eisenberg and Naveh, the directors of BCPI-C, may be deemed to have shared power to vote these shares.											
NUMBER OF SHARES BENEFICIALLY		6	SHARED VOTING POWER See response to row 5.								
Ov	VNED BY EACH REPORTING PERSON WITH	7	SOLE DISPOSITIVE POWE 9,576,772 shares, of which 9, for the benefit of persons asso to have sole power to dispose to have sole power to dispose be deemed to have shared po	293,742 are directly own ociated with BCPI-C. BC of these shares, BCPI-C of these shares and Eise	CPI-P, the general partner of the general partner of enberg and Naveh, the	ner of BI, may be deemed f BCPI-P, may be deemed					
	8 SHARED DISPOSITIVE POWER See response to row 7.										
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9,576,772										
10		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)									
11	PERCENT OF CLAS	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 12.6%									
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)										

CO

CUSIP N	O. M78673106			13G		Page 5	5 of 12 Pages			
1	NAMES OF REPOR	NAMES OF REPORTING PERSON Michael A. Eisenberg								
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  (a)   (b) x								
3	SEC USE ONLY	SEC USE ONLY								
4		CITIZENSHIP OR PLACE OF ORGANIZATION Dual citizen of the United States and Israel								
		5	SOLE VOTING POWER See response to row 6.							
NUMBER OF SHARES BENEFICIALLY			SHARED VOTING POWER 9,576,772 shares, of which 9,293 for the benefit of persons associa to have sole power to vote these have sole power to vote these shared power to vote these share	nted with BCPI-C. B shares, BCPI-C, the ares and Eisenberg,	CPI-P, the general par general partner of BC	rtner of BI, may CPI-P, may be d	be deemed eemed to			
	WNED BY EACH REPORTING PERSON	7	SOLE DISPOSITIVE POWER See response to row 8.							
WITH  8 SHARED DISPOSITIVE POWER 9,576,772 shares, of which 9,293,742 are directly owned by BI and 283,030 are held ir for the benefit of persons associated with BCPI-C. BCPI-P, the general partner of BI, n to have sole power to dispose of these shares, BCPI-C, the general partner of BCPI-P, n to have sole power to dispose of these shares and Eisenberg, a director of BCPI-C, may have shared power to dispose of these shares.						rtner of BI, may of BCPI-P, may	y be deemed y be deemed			
9		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9,576,772								
10		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)								
11	PERCENT OF CLA	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 12.6%								
12	TYPE OF REPORTI	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)								

IN

CUSIP N	IO. M78673106			13G		Page	6 of 12 Pages			
1	NAMES OF REPOR	NAMES OF REPORTING PERSON Arad Naveh								
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) $\Box$ (b) x								
3	SEC USE ONLY	SEC USE ONLY								
4	CITIZENSHIP OR PLACE OF ORGANIZATION Dual citizen of the United States and Israel									
		5	SOLE VOTING POWER See response to row 6.							
	NUMBER OF SHARES BENEFICIALLY WNED BY EACH	6	SHARED VOTING POWER 9,576,772 shares, of which 9, for the benefit of persons asset to have sole power to vote the have sole power to vote these power to vote these shares.	293,742 are directly ov ociated with BCPI-C. E ese shares, BCPI-C, the	BCPI-P, the general pa e general partner of B0	rtner of BI, may CPI-P, may be d	y be deemed leemed to			
	REPORTING PERSON	7	SOLE DISPOSITIVE POWE See response to row 8.	ER						
WITH  8 SHARED DISPOSITIVE POWER 9,576,772 shares, of which 9,293,742 are directly owned by BI and 283,030 are held in no for the benefit of persons associated with BCPI-C. BCPI-P, the general partner of BI, may to have sole power to dispose of these shares, BCPI-C, the general partner of BCPI-P, may to have sole power to dispose of these shares and Naveh, a director of BCPI-C, may be declared by the shared power to dispose of these shares.						y be deemed ly be deemed				
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9,576,772									
10	CHECK BOX IF THE EXCLUDES CERTA	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)								
11	PERCENT OF CLA	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 12.6%								
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)									

IN

CUSIP NO. M78673106	13G	Page 7 of 12 Pages

This Amendment No. 2 amends and restates in its entirety the Schedule 13G previously filed by Benchmark Israel II, L.P., a Delaware limited partnership ("BI"), BCPI Partners II, L.P., a Delaware limited partnership ("BCPI-P"), BCPI Corporation II, a Delaware corporation ("BCPI-C"), and Michael A. Eisenberg ("Eisenberg") and Arad Naveh ("Naveh") (together will all prior and current amendments thereto, this "Schedule 13G").

#### Item 1(a) Name of Issuer:

Perion Network Ltd. (the "Issuer")

#### Item 1(b) Address of issuer's principal executive offices:

1 Azrieli Center, Building A, 4<sup>th</sup> Floor 26 HaRokmim Street, Holon, Israel 5885849

#### Items 2(a) Name of person filing:

This Statement is filed by BI, BCPI-P, BCPI-C, and Eisenberg and Naveh. The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

BCPI-P, the general partner of BI, may be deemed to have sole power to vote and sole power to dispose of shares of the Issuer directly owned by BI. BCPI-C, the general partner BCPI-P, may be deemed to have sole power to vote and sole power to dispose of shares of the Issuer directly owned by BI. Eisenberg and Naveh are the directors of BCPI-C and may be deemed to have shared power to vote and shared power to dispose of shares of the Issuer directly owned by BI.

### Item 2(b) Address or principal business office or, if none, residence:

The address for each of the Reporting Persons is:

Benchmark Capital 2965 Woodside Road Woodside, California 94062

#### Item 2(c) Citizenship:

BI and BCPI-P are Delaware limited partnerships. BCPI-C is a Delaware corporation. Eisenberg and Naveh are dual citizens of the United States and Israel.

## Item 2(d) Title of class of securities:

**Ordinary Shares** 

## Item 2(e) CUSIP No.:

M78673106

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

Not applicable.

USIP NO. M78673106	13G	Page 8 of 12 Pages

#### Item 4 Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) <u>Amount beneficially owned:</u>

See Row 9 of cover page for each Reporting Person.

(b) <u>Percent of Class</u>:

See Row 11 of cover page for each Reporting Person.

- (c) <u>Number of shares as to which such person has:</u>
  - (i) <u>Sole power to vote or to direct the vote</u>:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

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

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

#### Item 5 Ownership of 5 Percent or Less of a Class

Not applicable.

#### Item 6 Ownership of More than 5 Percent on Behalf of Another Person

Under certain circumstances set forth in the limited partnership agreements of BI and BCPI-P, and the certificate of incorporation of BCPI-C, the general and limited partners or shareholders, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner or shareholder.

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.

CUSIP NO. M78673106 Page 9 of 12 Pages

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.

CUSIP NO. M78673106 13G Page 10 of 12 Pages

### **SIGNATURES**

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.

Date: February 10, 2016

BENCHMARK ISRAEL II, L.P., a Delaware limited partnership

By: BCPI PARTNERS II, L.P., a Delaware limited partnership

Its: General Partner

By: BCPI Corporation II, a Delaware corporation

Its: General Partner

By: /s/ Steven M. Spurlock

Steven M. Spurlock

Officer

BCPI PARTNERS II, L.P., a Delaware limited partnership

By: BCPI Corporation II, a Delaware corporation

Its: General Partner

By: /s/ Steven M. Spurlock

Steven M. Spurlock

Officer

BCPI CORPORATION II, a Delaware corporation

By: /s/ Steven M. Spurlock

Steven M. Spurlock

Officer

MICHAEL EISENBERG

ARAD NAVEH

By: /s/ Steven M. Spurlock

Steven M. Spurlock Attorney-in-Fact\*

<sup>\*</sup>Signed pursuant to a Power of Attorney already on file with the appropriate agencies.

EXHIBIT INDEX	
Exhibit	Found on Sequentially Numbered Page
Exhibit A: Agreement of Joint Filing	12

CUSIP NO. M78673106

13G

Page 11 of 12 Pages

CUSIP NO. M78673106	13G	Page 12 of 12 Pages

## EXHIBIT A

## Agreement of Joint Filing

The Reporting Persons agree that a single Schedule 13G (or any amendment thereto) relating to the Ordinary Shares of Perion Network Ltd. shall be filed on behalf of each of the Reporting Persons. Note that copies of the applicable Agreement of Joint Filings are already on file with the appropriate agencies.