

ATTUNITY LTD

FORM 20-F

(Annual and Transition Report (foreign private issuer))

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Sector	Technology
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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington D.C. 20549

FORM 20-F

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2016

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
Date of event requiring this shell company report _____

Commission file number: 001-20892

ATTUNITY LTD.

(Exact name of registrant as specified in its charter and translation of registrant's name into English)

Israel

(Jurisdiction of incorporation or organization)

16 Atir Yeda Street, Atir Yeda Industrial Park, Kfar Saba, 4464321, Israel
(Address of principal executive offices)

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Attunity Ltd, 16 Atir Yeda Street, Atir Yeda Industrial Park, Kfar Saba, 4464321, Israel
(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Name of Each Exchange on which Registered</u>
Ordinary Shares, NIS 0.4 par value per share	The NASDAQ Stock Market LLC
Ordinary Share Bonus Rights	The NASDAQ Stock Market LLC

Securities registered or to be registered pursuant to Section 12(g) of the Act: **None**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **None**

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report (December 31, 2016): 16,841,238

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of “accelerated filer and large accelerated filer” in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer Accelerated Filer Non-Accelerated Filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

- U.S. GAAP
- International Financial Reporting Standards as issued by the International Accounting Standards Board
- Other

If “Other” has been checked in response to the previous question indicate by check mark which financial statements the registrant has elected to follow:

Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

INTRODUCTION

Unless indicated otherwise by the context, all references in this annual report to “Attunity”, the “Company”, “we”, “us”, “our” or the “Registrant” are to Attunity Ltd and its subsidiaries.

When the following terms and abbreviations appear in the text of this annual report, they have the meanings indicated below:

- “APAC” means Asia Pacific region, including countries in the Far East and Australia;
- “Appfluent” means Appfluent Technology, Inc., a Delaware corporation we acquired in March 2015;
- “BI” means business intelligence;
- “Big Data” means very large and complex quantities of datasets that are difficult to process using traditional data processing applications;
- “BIReady” means BIReady B.V., a Netherlands company, from which we acquired its warehouse automation technology and certain related assets in November 2014;
- “CDC” means change data capture, a process that captures and replicates only the changes made to enterprise data sources rather than the entire data sources;
- “cloud computing” means the use of computing resources, hardware and software, that are generally delivered as a service over the Internet;
- “Companies Law” or the “Israeli Companies Law” mean the Israeli Companies Law, 5759-1999;
- “data lake” means a storage framework that holds a vast amount of raw data in its native format until it is needed;
- “dollars” or “\$” mean United States dollars;
- “GBP” means British Pounds;
- “Hadoop” means an open-source software framework for storage and large-scale processing of data-sets on clusters of commodity hardware;
- “Hayes” means Hayes Technology Group, Inc., an Illinois corporation we acquired in December 2013;
- “NIS” or “shekel” means New Israeli Shekels;
- “RepliWeb” means RepliWeb Inc., a Delaware corporation we acquired in September 2011; and
- “SEC” means the United States Securities and Exchange Commission.

We have obtained trademark registrations in the U.S. for, among others, Attunity, Attunity Connect, Attunity Replicate, RepliWeb, Gold Client, and Appfluent. Unless indicated otherwise by the context, any other trademarks and trade names appearing in this annual report are owned by their respective holders.

Our consolidated financial statements appearing in this annual report are prepared in dollars and in accordance with generally accepted accounting principles in the United States, or U.S. GAAP, and are audited in accordance with the standards of the Public Company Accounting Oversight Board in the United States.

On February 13, 2017, the exchange rate between the NIS and the dollar, as quoted by the Bank of Israel, was NIS 3.748 to \$1.00. Unless indicated otherwise by the context, statements in this annual report that provide the dollar equivalent of NIS amounts or provide the NIS equivalent of dollar amounts are based on such exchange rate.

On July 19, 2012, we effected a one-for-four reverse split of our ordinary shares, and accordingly the par value of our ordinary shares was changed from NIS 0.1 to NIS 0.4 per share. Unless indicated otherwise by the context, all ordinary share, option and per share amounts as well as stock prices in this annual report have been adjusted to give retroactive effect to the stock split for all periods presented.

Statements made in this annual report concerning the contents of any contract, agreement or other document are summaries of such contracts, agreements or documents and are not complete descriptions of all of their terms. If we filed any of these documents as an exhibit to this annual report or to any registration statement or annual report that we previously filed, you may read the document itself for a complete description of its terms, and the summary included herein is qualified by reference to the full text of the document which is incorporated by reference into this annual report.

Unless otherwise indicated, information contained in this annual report concerning our industry and the markets in which we operate, including our competitive position and market opportunity, is based on information from our own management estimates and research, as well as from industry and general publications and research, surveys and studies conducted by third parties. Management estimates are derived from publicly available information, our knowledge of our industry and assumptions based on such information and knowledge, which we believe to be reasonable. Our management estimates have not been verified by any independent source, and we have not independently verified any third-party information. In addition, assumptions and estimates of our and our industry's future performance are necessarily subject to a high degree of uncertainty and risk due to a variety of factors, including those described in Item 3.D "Risk Factors" below.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Except for the historical information contained in this annual report, the statements contained in this annual report are "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act, and the Private Securities Litigation Reform Act of 1995, as amended, and other federal securities laws with respect to our business, financial condition and results of operations. We urge you to consider that statements which use the terms "anticipate," "believe," "expect," "plan," "intend," "estimate," and similar expressions are intended to identify forward-looking statements. Such forward-looking statements reflect our current view with respect to future events and financial results.

We remind readers that forward-looking statements are merely predictions and therefore inherently subject to uncertainties and other factors and involve known and unknown risks that could cause the actual results, including revenues from agreements we signed, expansion of our operations, development and release of new products, performance, levels of activity, our achievements, or industry results, to be materially different from any future results, plans to expand our operations, plans to develop and release new products, performance, levels of activity, or our achievements, or industry results, expressed or implied by such forward-looking statements. Such forward-looking statements appear in Item 3.D "Risk Factors", Item 4 "Information on the Company" and Item 5 "Operating and Financial Review and Prospects" as well as elsewhere in this annual report. The forward-looking statements contained in this annual report are subject to risks and uncertainties, including those discussed under Item 3.D "Risk Factors" and in our other filings with the SEC. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof.

Except as required by applicable law, including the securities laws of the United States, we undertake no obligation to publicly release any update or revision to any forward-looking statements to reflect new information, future events or circumstances, or otherwise after the date hereof.

TABLE OF CONTENTS

<u>PART I</u>		1
<u>ITEM 1</u>	<u>IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS</u>	1
<u>ITEM 2</u>	<u>OFFER STATISTICS AND EXPECTED TIMETABLE</u>	1
<u>ITEM 3</u>	<u>KEY INFORMATION</u>	1
A.	Selected Financial Data	1
B.	Capitalization and Indebtedness	2
C.	Reasons for the Offer and Use of Proceeds	2
D.	Risk Factors	2
<u>ITEM 4</u>	<u>INFORMATION ON THE COMPANY</u>	15
A.	History and Development of the Company	15
B.	Business Overview	16
C.	Organizational Structure	27
D.	Property, Plants and Equipment	27
<u>ITEM 4A</u>	<u>UNRESOLVED STAFF COMMENTS</u>	27
<u>ITEM 5</u>	<u>OPERATING AND FINANCIAL REVIEW AND PROSPECTS</u>	28
A.	Operating Results	28
B.	Liquidity and Capital Resources	28
C.	Research and Development, Patents and Licenses	40
D.	Trend Information	41
E.	Off-Balance Sheet Arrangements	41
F.	Tabular Disclosure of Contractual Obligations	41
<u>ITEM 6</u>	<u>DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES</u>	42
A.	Directors and Senior Management	42
B.	Compensation	44
C.	Board Practices	48
D.	Employees	55
E.	Share Ownership	56
<u>ITEM 7</u>	<u>MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS</u>	58
A.	Major Shareholders	58
B.	Related Party Transactions	60
<u>ITEM 8</u>	<u>FINANCIAL INFORMATION</u>	60
A.	Consolidated Statements and Other Financial Information	60
B.	Significant Changes	61
<u>ITEM 9</u>	<u>THE OFFER AND LISTING</u>	61
A.	Offer and Listing Details	61
B.	Plan of Distribution	62
C.	Markets	62
D.	Selling Shareholders	63
E.	Dilution	63
F.	Expenses of the Issue	63
<u>ITEM 10</u>	<u>ADDITIONAL INFORMATION</u>	63
A.	Share Capital	63
B.	Memorandum and Articles of Association	63

C.	Material Contracts	67
D.	Exchange Controls	69
E.	Taxation	69
F.	Dividends and Paying Agents	77
G.	Statement by Experts	77
H.	Documents on Display	78
I.	Subsidiary Information	78
<u>ITEM 11.</u>	<u>QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISKS</u>	78
<u>ITEM 12.</u>	<u>DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES</u>	80
<u>PART II</u>		80
<u>ITEM 13.</u>	<u>DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES</u>	80
<u>ITEM 14.</u>	<u>MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS</u>	80
<u>ITEM 15.</u>	<u>CONTROLS AND PROCEDURES</u>	80
<u>ITEM 16A.</u>	<u>AUDIT COMMITTEE FINANCIAL EXPERT</u>	82
<u>ITEM 16B.</u>	<u>CODE OF ETHICS</u>	82
<u>ITEM 16C.</u>	<u>PRINCIPAL ACCOUNTANT FEES AND SERVICES</u>	82
<u>ITEM 16D.</u>	<u>EXEMPTIONS FROM THE LISTING REQUIREMENTS AND STANDARDS FOR AUDIT COMMITTEES</u>	83
<u>ITEM 16E.</u>	<u>PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS</u>	83
<u>ITEM 16F.</u>	<u>CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT</u>	83
<u>ITEM 16G.</u>	<u>CORPORATE GOVERNANCE</u>	83
<u>ITEM 16H.</u>	<u>MINE SAFETY DISCLOSURE</u>	84
<u>PART III</u>		84
<u>ITEM 17.</u>	<u>FINANCIAL STATEMENTS</u>	84
<u>ITEM 18.</u>	<u>FINANCIAL STATEMENTS</u>	84
<u>ITEM 19.</u>	<u>EXHIBITS</u>	85
<u>SIGNATURES</u>		87

PART I

ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS

Not applicable.

ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not applicable.

ITEM 3. KEY INFORMATION

A. Selected Financial Data

The following selected consolidated statements of operations data for the years ended December 31, 2016, 2015 and 2014 and the selected consolidated balance sheet data as of December 31, 2016 and 2015, which have been prepared in accordance with U.S. GAAP, are derived from our audited consolidated financial statements set forth elsewhere in this annual report. The selected consolidated statements of operations data for the years ended December 31, 2013 and 2012 and the selected consolidated balance sheet data as of December 31, 2014, 2013 and 2012, which have also been prepared in accordance with U.S. GAAP, have been derived from audited consolidated financial statements not included in this annual report.

The selected consolidated financial data set forth below should be read in conjunction with, and are qualified by reference to, Item 5 “Operating and Financial Review and Prospects” and our consolidated financial statements and notes thereto and the other financial information appearing elsewhere in this annual report.

Balance Sheet Data:

	December 31,				
	2016	2015	2014	2013	2012
	(dollars in thousands)				
Working capital (deficiency) (1)	\$ (1,224)	\$ 203	\$ 11,387	\$ 12,146	\$ (3,067)
Total assets (1)	57,954	63,158	53,506	49,959	26,111
Current maturities of long term-debt, short-term convertible debt, including current maturities of long-term convertible debt	-	--	--	--	1,934
Contingent purchase consideration	271	2,234	4,262	3,280	--
Warrants and bifurcated conversion feature, and other liabilities presented at fair value	512	719	906	1,093	730
Shareholders' equity	32,616	38,291	31,157	30,098	9,562
Additional paid-in capital	149,685	144,836	133,931	130,944	110,318

(1) In November 2015, the Financial Accounting Standards Board, or the FASB, issued Accounting Standards Update, or ASU, No. 2015-17, “Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes”, which simplifies the presentation of deferred income taxes by requiring deferred tax assets and liabilities to be classified as noncurrent on the balance sheet. We chose to early adopt this standard and, consequently, reclassified all of our current deferred tax assets to noncurrent deferred tax assets, which has resulted in a change to previously published figures for the years ended December 31, 2012, 2013 and 2014 .

Income Statement Data:

	Year ended December 31,				
	2016	2015	2014	2013	2012
	(dollars and share amounts in thousands, except per share data)				
Software licenses	\$ 28,653	\$ 26,568	\$ 20,128	\$ 13,364	\$ 14,437
Maintenance and services	25,841	21,600	15,524	11,833	11,042
Total revenues	54,494	48,168	35,652	25,197	25,479
Cost of software licenses	2,143	2,518	890	748	831
Cost of maintenance and services	6,637	4,760	2,431	1,384	1,525
Research and development expenses	13,283	11,139	9,316	7,756	7,748
Selling and marketing expenses	35,089	27,381	19,136	11,793	9,833
General and administrative expenses	4,594	4,857	3,944	3,574	3,024
Impairment of acquisition-related intangible assets	4,122	-	-	-	-
Total operating expenses	65,868	50,655	35,717	25,255	22,961
Operating income (loss)	(11,374)	(2,487)	(65)	(58)	2,518
Financial expenses, net	(54)	(576)	(893)	(627)	(1,241)
Income (loss) before taxes on income	(11,428)	(3,063)	(958)	(685)	1,277
Income tax benefit (taxes on income)	735	(546)	(734)	56	209
Net income (loss)	(10,693)	(3,609)	(1,692)	(629)	1,486
Basic net income /(loss) per share	\$ (0.64)	\$ (0.22)	\$ (0.11)	\$ (0.05)	\$ 0.14
Weighted average number of shares used in computing basic net income / (loss) per share	16,739	16,183	15,024	11,474	10,716
Diluted net income /(loss) per share	\$ (0.64)	\$ (0.22)	\$ (0.11)	\$ (0.05)	\$ 0.12
Weighted average number of shares used in computing diluted net income / (loss) per share	16,739	16,183	15,024	11,474	12,311

B. Capitalization and Indebtedness

Not applicable.

C. Reasons for the Offer and Use of Proceeds

Not applicable.

D. Risk Factors

The following risk factors, among others, could in the future affect our actual results of operations and could cause our actual results to differ materially from those expressed in forward-looking statements made by us. These forward-looking statements are based on current expectations and we assume no obligation to update this information. Before you decide to buy, hold, or sell our ordinary shares, you should carefully consider the risks described below, in addition to the other information contained elsewhere in this annual report. The following risk factors are not the only risk factors facing our Company. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also affect our business. Our business, financial condition and results of operation could be seriously harmed if any of the events underlying any of these risks or uncertainties actually occurs. In that event, the price for our ordinary shares could decline, and you may lose all or part of your investment.

Risk Factors Relating to Our Business

We have a history of operating losses and may not achieve or sustain profitability in the future.

We incurred operating losses in the past, including operating losses of approximately \$11.4 million and \$2.5 million in the fiscal years ended December 31, 2016 and 2015, respectively. Our ability to achieve and sustain profitability in the future depends in part on the rate of growth of, and changes in technology trends in, our market; the global economy; our ability to develop new products and technologies in a timely manner; the competitive position of our products; our ability to manage our operating expenses; and other factors and risks, some of which are described in this annual report. We may also seek to increase our operating expenses and make additional expenditures in anticipation of generating higher revenues, which we may not realize, if at all, until sometime in the future. For example, our operating expenses increased from approximately \$10.1 million in the fiscal year ended December 31, 2010 to approximately \$65.9 million in the fiscal year ended December 31, 2016, whereas our revenues rose at a lower pace during such years, from approximately \$10.1 million in 2010 to approximately \$54.5 million in 2016. As such, there can be no assurance that we will be able to achieve or sustain profitable operations in the future.

We have experienced growth in recent periods. If we fail to manage our growth effectively, we may be adversely affected.

We have increased our number of full-time employees from 161 at December 31, 2014 to 235 at December 31, 2016 and have increased our revenue from approximately \$35.7 million in 2014 to approximately \$54.5 million in 2016. This growth and expansion has placed, and our anticipated growth may continue to place, a significant strain on our managerial, administrative, operational, financial and other resources. We intend to continue to expand our overall business and customer base and, to a lesser extent, our headcount and operations. Continued growth increases the challenges involved in various ways, including the development of our internal administrative infrastructure; our ability to recruit, train and retain sufficient skilled personnel; the management of our international operations and the risks associated therewith; and effectively managing our expenses related to any future growth. If we fail to manage our growth effectively, we may be unable to execute our business plan or maintain high levels of service and our financial results could be negatively impacted.

Our business and operating results depend in part on the successful and timely implementation of our third party partner solutions.

We rely on our strategic partners to extend the functionality and facilitate the wider adoption of our software solutions. Specifically, our software solutions, which are designed to enable access, sharing, replication, consolidation, distribution and usage analytics of data across heterogeneous enterprise platforms, organizations and the cloud, are often licensed or incorporated as part of a broader offering through our strategic partners. For example, when one of our strategic partners introduces our Attunity Replicate solution to a customer who is considering such partner's data warehouse or Hadoop solution, our sale of Attunity Replicate to that customer will likely depend on our partner's successful sale and implementation of the data warehouse solution to that customer. As a result, our revenue and financial results depend in part on the timely and successful implementation of our partners' solutions. To the extent our partners' deliverables are not met in a timely manner or at all, our business and operating results could be adversely affected.

Our products have a lengthy sales cycle.

Our customers typically use our products to deploy and enable the use of applications that are critical to their business. As a result, the licensing and implementation of our products generally involves a significant commitment of attention and resources by prospective customers and, at times, the sales cycle for some of our products extends to 12 months. Because of the long approval process that typically accompanies strategic initiatives or capital expenditures by companies, and particularly with respect to the sale of our large-scale solutions, our sales process is often delayed, with little or no control by us over any delays. Our sales cycles can be further extended for sales made through or with the involvement of third party distributors or partners. We cannot control such delays and cannot control the timing of sales cycles or our sales revenue. Delay in the sales cycles of our products could result in significant fluctuations in our quarterly operating results or difficulty in forecasting revenues for any given period.

Our business and operating results may be adversely affected by competition.

The markets for our software products are intensely competitive and, particularly in the file replication and application release automation, or ARA, markets, also fragmented. Competition in our industry is generally based on product performance, depth of product line, technical support and price. We compete both with international and local software providers, many of whom have significantly greater financial, technical and marketing resources than us. In addition, we may compete with new entrants introducing new competing solutions, some of which may be superior or disruptive to ours, including open source offerings of competing solutions. In the fields of ARA, web deployment and enterprise file replication, we also compete with existing providers of open source and freeware solutions, which are substantially less expensive than our solutions. We anticipate continued growth and competition in the software products market. In the past, we have identified a trend of consolidation in the software industry in general, and in the real-time data integration market in particular. For example, in December 2013, International Business Machines Corporation, or IBM, acquired Aspera, Inc., which engages, among other things, in the sale of managed file transfer, or MFT, solutions. If this trend of consolidation and mergers in our market resumes, it may result in stronger competition by larger companies that threaten our market positioning.

Our existing and potential competitors, such as the EPI-USE Group, or EPI-USE; IBM; Informatica Corporation, or Informatica; Oracle Corporation, or Oracle (through GoldenGate); SAP and WhereScape, who compete with different products or services we offer, may offer or be able to develop software products and services that are as effective as, or more effective or easier to use than, those offered by us. Such existing and potential competitors may also enjoy substantial advantages over us in terms of research and development expertise, manufacturing efficiency, name recognition, sales and marketing expertise and distribution channels, as well as financial resources. There can be no assurance that we will be able to compete successfully against current or future competitors or that competition will not have a material adverse effect on our future revenues and, consequently, on our business, operating results and financial condition.

We face risks associated with acquisition of businesses and technologies.

We completed the acquisitions of Appfluent, Hayes and RepliWeb in March 2015, December 2013 and September 2011, respectively, and, in November 2014, we acquired BIReady's data warehouse automation technology and certain related assets. As part of our growth strategy, we may continue to evaluate and pursue additional acquisitions of, or significant investments in, other complementary companies or technologies to increase our technological capabilities and expand our product offerings. Acquisitions and the successful integration of new technologies, products, assets or businesses that we have acquired, or will acquire in the future, continue to require, and will require, significant attention from our management and could result in a diversion of resources from our existing business, which in turn could have an adverse effect on our business operations. Other risks typically encountered with acquisitions include disruption of our ongoing business; difficulties in integration of the acquired operations and personnel; inability of our management to maximize our financial and strategic position by the successful implementation or integration of the acquired technology into our product offerings; being subject to known or unknown contingent liabilities, including taxes, expenses and litigation costs; and inability to realize expected synergies or other anticipated benefits. We cannot assure you that we will be successful in overcoming these risks or any other problems we may encounter in connection with recent acquisitions or other potential future acquisitions. Our inability to successfully integrate the operations of an acquired business, including a successful implementation of the technologies we acquire, and realize anticipated benefits associated with an acquisition, could have a material adverse effect on our business, financial condition, results of operations and cash flows. Acquisitions or other strategic transactions may also result in dilution to our existing shareholders if we issue additional equity securities as consideration or partial consideration (as we have done with all of our acquisitions in the past several years) as well as in the incurrence of indebtedness if we borrow funds to finance such transactions. We may also be required to amortize significant amounts of intangible assets or record impairment of goodwill in connection with future acquisitions, such as due to lower sales performance of products that are based on the acquired technology, which would adversely affect our operating results. For example, in 2016, we recorded an impairment charge of \$4.1 million, mainly related to amortization of core technology acquired in connection with our acquisition of Appfluent.

Severe global economic conditions may materially adversely affect our business.

Our business and financial condition is affected by global economic conditions and their impact on levels of spending by customers, which may be disproportionately affected by economic downturns. While the global economy has recently shown some improvement in the past couple of years, there are still uncertainties surrounding the strength of the recovery in many regions. For example, in June 2016, the United Kingdom held a referendum in which a majority of voters voted for the United Kingdom to exit the European Union, or Brexit, the announcement of which resulted in significant currency exchange rate fluctuations and volatility in global stock markets. It is expected that the British government will commence negotiations to determine the terms of Brexit. Given the lack of comparable precedent, the implications of Brexit or how such implications might affect us are unclear. Uncertainty about current global economic conditions continues to pose a risk as customers may postpone or reduce spending in response to restraints on credit. Should the economic slowdown resume and/or companies in our target markets reduce capital expenditures, it may cause our customers to reduce or postpone their technology spending significantly, which could result in reductions in sales of our products, longer sales cycles, slower adoption of new technologies and increased price competition. In addition, if the market is flat and customers experience low visibility we may not be able to increase our sales (whether direct sales or indirect sales through our distributors). Each of the above scenarios would have a material adverse effect on our business, operating results and financial condition.

The loss of one or more of our significant customers or a decline in demand from one or more of these customers could harm our business.

Historically, a limited number of customers accounted for a substantial portion of our total sales. For example, in 2015, our largest customer for that year accounted for 12.6% of our revenues. There can be no assurance that such customers will continue to order our products in the same level or at all. A reduction or delay in orders from such customers, including reductions or delays due to market, economic or competitive conditions, could have a material adverse effect on our business, operating results and financial condition.

The success of our Visibility products is dependent on the development of, and our ability to penetrate, the market for Hadoop and other open source distributed data platforms.

The market for Hadoop and other open source distributed data platforms is a relatively new and rapidly evolving market. Our future success of selling our Visibility line of products will depend to some extent on Hadoop's ability to penetrate the existing market for open source distributed data platforms, as well as the continued growth, maturity and expansion of the market for other open source distributed data platforms. In particular, the evolving nature of Hadoop technology and architecture, including lack of established standards or practices in the implementation thereof, may cause delays in the development of this market and adoption of technologies and solutions associated therewith. If the market for Hadoop and other open source distributed data platforms fails to grow or expand or decreases in size, our business could be harmed. In addition, even if the market for Hadoop and other open source distributed data platforms continues to grow and develop, the success of our Visibility products is dependent on our ability to penetrate this market, including to demonstrate the advantages and strengths of our Visibility products compared to other solutions. In this respect, we expect that new competitive solutions, which may also have monitoring and analyzing data usage capabilities, will be introduced into this market, which, in turn, could adversely impact the future sales of our Visibility products.

We must develop new products and solutions as well as enhancements and new features to existing products to remain competitive and our future growth will depend upon market acceptance of our products.

We compete in a market that is characterized by technological changes and improvements and frequent new product introductions and enhancements, such as the introduction of innovative real time and streaming data integration solutions. The introduction of new technologies and products could render existing products and services obsolete and unmarketable and could exert price pressures on our products and services. Our future success and growth will depend upon our ability to address the increasingly sophisticated needs of our customers by, among others:

- supporting existing and emerging hardware, software, databases and networking platforms;
- developing and introducing new and enhanced applications that keep pace with such technological developments, emerging new markets and changing customer requirements; and
- gaining and consecutively increasing market acceptance of our products.

We are currently developing new products as well as enhancements and new features to our existing products and solutions. We may not be able to successfully complete the development and market introduction of new products or product enhancements or new features. If we fail to develop and deploy new products and product enhancements or features on a timely basis or if we fail to gain market acceptance of our new products, our revenues will decline and we may lose market share to our competitors.

We are subject to risks associated with international operations.

We are based in Israel and generate a material portion of our sales outside the United States. Our sales outside of the United States accounted for approximately 29%, 25% and 27% of our total revenues for the years ended December 31, 2016, 2015 and 2014, respectively. Although we commit significant management time and financial resources to developing direct and indirect international sales and support channels, we cannot be certain that we will be able to maintain or increase international market demand for our products. To the extent that we cannot do so in a timely manner, our business, operating results and financial condition may be adversely affected.

As we conduct business globally, our future results could also be adversely affected by a variety of uncontrollable and changing factors and inherent risks, including the following:

- the impact of the recessionary environments in multiple foreign markets, such as in some European countries;
- longer receivables collection periods and greater difficulty in accounts receivable collection;
- unexpected changes in regulatory requirements;
- difficulties and costs of staffing and managing foreign operations;
- reduced protection for intellectual property rights in some countries;
- potential tax consequences;

- fluctuations in currency exchange rates;
- political and economic instability; and
- the direct or indirect impact on our business, including the effect on the availability of and premiums on insurance, resulting from various forms of hostilities, such as the threat or occurrence of war, terrorist incidents or cyber-attacks or responses to such threatened or actual incidents or attacks.

We cannot be certain that the foregoing factors will not have a material adverse effect on our future revenues and, as a result, on our business, operating results and financial condition.

The loss of the services of our key personnel would negatively affect our business.

Our future success depends to a large extent on the continued services of our senior management and key personnel, including, in particular, Shimon Alon, the Chairman of our Board of Directors and our Chief Executive Officer. Any loss of the services of members of our senior management or other key personnel, and especially those of Mr. Alon, would adversely affect our business.

We may need to raise additional capital in the future, which may not be available to us.

As of December 31, 2016, we had cash and cash equivalents of approximately \$9.2 million and a \$5.0 million line of credit (under which we had \$0.65 million outstanding as of that date). Although we anticipate that our existing capital resources will be adequate to satisfy our working capital and capital expenditure requirements in the next 12 months, we may need to raise additional funds in the future in order to satisfy our future working capital and capital expenditure requirements, including acquisitions. There is no assurance that we will be able to obtain additional funds on a timely basis, on acceptable terms or at all. If we cannot raise needed funds on acceptable terms, we may be required to delay, scale back or eliminate some aspects of our operations. In addition, if additional funds are raised through the issuance of equity securities, the percentage ownership of then current shareholders would be diluted.

We are subject to risks relating to proprietary rights and risks of infringement.

We are dependent upon our proprietary software technology and we rely primarily on a combination of copyright and trademark laws, trade secrets, confidentiality procedures and contractual provisions to protect our proprietary rights. Except for our trademark registrations in the United States, we do not have any other registered trademarks, patents or copyrights. To protect our software, documentation and other written materials, we rely on trade secret and copyright laws, which afford only limited protection. It is possible that others will develop technologies that are similar or superior to our technology. Despite our efforts to protect our proprietary rights, unauthorized parties may attempt to copy aspects of our products or to obtain and use information that we regard as proprietary. It is difficult to police the unauthorized use of products in our field, and we expect software piracy to be a persistent problem, although we are unable to determine the extent to which piracy of our software products exists. In addition, the laws of some foreign countries do not protect our proprietary rights as fully as do the laws of the United States. We cannot be certain that our means of protecting our proprietary rights in the United States or abroad will be adequate or that our competition will not independently develop similar technology.

We are not aware that we have infringed any proprietary rights of third parties. It is possible, however, that third parties will claim that we have infringed upon their intellectual property rights. It would be time consuming for us to defend any such claims, with or without merit, and any such claims could:

- result in costly litigation;
- divert management's attention and resources;
- cause product shipment delays; and
- require us to enter into royalty or licensing agreements. Such royalty or licensing agreements, if required, may not be available on terms acceptable to us, if at all.

If there is a successful claim of infringement against us and we are not able to license the infringed or similar technology or other intellectual property, our business, operating results and financial condition would be materially adversely affected.

We incorporate open source technology in our products which may expose us to liability and have a material impact on our product development and sales.

Some of our products utilize open source technologies. These technologies are licensed to us under varying license structures, including the General Public License, or the GPL, a software license that is, in general, designed to guarantee end users the freedom to use and modify the licensed software under the GPL while ensuring such freedom is preserved whenever the work is distributed. If we have improperly integrated, or in the future improperly integrate software that is subject to such licenses into our products, in such a way that our software becomes subject to the GPL or similar licenses, we may be required to disclose our own source code to the public. This could enable our competitors to eliminate any technological advantage that our products may have over theirs. Any such requirement to disclose our source code or other confidential information related to our products could materially and adversely affect our competitive position and impact our business, results of operations and financial condition.

We may be required to pay additional taxes due to tax positions that we undertook.

We operate our business in various countries, and we attempt to utilize an efficient operating model to optimize our tax payments based on the laws in the countries in which we operate. This can cause disputes between us and various tax authorities in the countries in which we operate whether due to tax positions that we have taken regarding filing of various tax returns or in cases where we determined not to file tax returns. In particular, not all of the tax returns of our operations are final and may be subject to further audit and assessment by the applicable tax authorities. There can be no assurance that the applicable tax authorities will accept our tax positions. In such event, we may be required to pay additional taxes, as a result of which, our future results may be adversely affected. For example, in February 2017, we reached an agreement with the Israeli Tax Authority, or the ITA, related to the ITA's examination of income tax returns of RepliWeb Ltd., our subsidiary, for 2011 through 2014, whereby we agreed to pay approximately \$430,000 in connection with certain internal organizational changes we executed in RepliWeb Ltd.

Our operating results fluctuate significantly and are affected by sales cycles, seasonality and various other factors.

Our quarterly results have fluctuated significantly in the past and may fluctuate significantly in the future. Our future operating results will depend on many factors, including, but not limited to, the following:

- the size and timing of significant orders and their timely fulfillment;
- demand for our products;
- sales cycles (see also above under “*Our products have a lengthy sales cycle*”);

- seasonal trends, as more fully described below;
- domestic and international economic and political conditions;
- changes in our pricing policies or those of our competitors;
- the number, timing and significance of product enhancements;
- new product announcements by us and our competitors;
- our ability to successfully market newly acquired products and technologies;
- our ability to develop, introduce and market new and enhanced products on a timely basis;
- changes in the level of our operating expenses;
- budgeting cycles of our customers;
- customer order deferrals in anticipation of enhancements or new products that we or our competitors offer;
- product life cycles;
- software bugs and other product quality problems;
- personnel changes;
- changes in our strategy;
- currency exchange rate fluctuations and economic conditions in the geographic areas where we operate; and
- the inherent uncertainty in marketing new products or technologies.

In addition, our operating results reflect seasonal trends. We have often recognized a substantial portion of our revenues in the fourth quarter ending December 31 and, within each quarter, often in the last month, or even weeks or days, of a quarter. This is primarily because many customers of ours tend to make greater capital expenditures towards the end of their own fiscal years, thereby increasing our sales for the fourth quarter. We expect to continue to be affected by such trends in the future, including the relatively lower sales that we typically experience in the first quarter ending March 31, mainly as a result of reduced sales activity during the beginning of the calendar year following the increased purchase activity of our customers in the fourth quarter. Since our expense levels are relatively fixed in the short term, if revenue levels fall below expectations, our quarterly results are likely to be disproportionately adversely affected because a proportionately smaller amount of our expenses varies with our revenues.

Due to the foregoing factors, quarterly revenues and operating results are difficult to forecast, and period-to-period comparisons of our operating results may not necessarily be meaningful. In addition, in some future quarter our operating results may be below the expectations of public market analysts and investors. In such event, it is likely that the price of our ordinary shares would be materially adversely affected.

Our financial results may be adversely affected by currency fluctuations.

Since we report our financial results in dollars, fluctuations in rates of exchange between the dollar and non-dollar currencies may have a material adverse effect on our results of operations. We generate a majority of our revenues in dollars or in dollar-linked currencies, but some of our revenues and expenses are generated in other currencies such as the Euro and the GBP. As a result, some of our financial assets are denominated in these currencies, and fluctuations in these currencies could adversely affect our financial results. In addition, a material portion of our expenses, principally salaries and related personnel expenses, are paid in NIS. For instance, during 2013, we witnessed a strengthening of the average exchange rate of the NIS against the dollar, which increased the dollar value of Israeli expenses. If the NIS strengthens against the dollar, as it did in 2013, the dollar value of our Israeli expenses will increase. While we engage, from time to time, in currency hedging transactions intended to reduce the effect of fluctuations in foreign currency exchange rates on our results of operations, we cannot guarantee that such measures will adequately protect us against currency fluctuations in the future. Although exposure to currency fluctuations to date has not had a material adverse effect on our business, there can be no assurance such fluctuations in the future will not have a material adverse effect on our operating results and financial condition.

Cyber-attacks or other data security incidents may compromise the integrity of our products, harm our reputation and adversely impact our business and financial results.

Despite our efforts to protect our proprietary rights, including maintaining the security and integrity of our product source code, the threats to network and data security are increasingly diverse and sophisticated. We and our software solutions could be targets of cyber-attacks (including, among others, malware, viruses and other disruptive activities of individuals or groups) designed to impede the performance of our solutions, penetrate our network security or the security of our solutions, misappropriate proprietary information or cause other interruptions to our business. The impact of such incidents could, among other things, disrupt the proper functioning of our software products, cause errors in the output of our customers' work and allow unauthorized access to sensitive, proprietary or confidential information of ours or our customers and other destructive outcomes. Although we have not identified any such incidents of sabotage or unauthorized access by a third party, if we experience an actual or perceived breach of security in our internal systems or to our software products, it may compromise the integrity of our products, harm our reputation and we could also face lawsuits and potential liability. If any of these events happen, our business and financial results could suffer. In addition, the cost and operational consequences of implementing further data protection measures is expected to increase and such increases may be significant. Also, we could be negatively impacted, including by incurring compliance costs, by existing and proposed laws and regulations related to privacy and data protection.

Although our internal control over financial reporting was considered effective as of December 31, 2016, there is no assurance that our internal control over financial reporting will continue to be effective in the future, which could result in our financial statements being unreliable, government investigation or loss of investor confidence in our financial reports.

The Sarbanes-Oxley Act of 2002, or SOX, imposes certain duties on us. In particular, continued compliance with Section 404 of SOX and the related regulations regarding our assessment of our internal control over financial reporting and the required auditor attestation of such internal control requires the commitment of significant financial and managerial resources. If we fail to maintain the adequacy of our internal controls, we may not be able to ensure that we can conclude on an ongoing basis that we have effective internal control over financial reporting. We may also identify material weaknesses or significant deficiencies in our internal control over financial reporting. In the future, if we are unable to assert that our internal controls are effective, our investors could lose confidence in the accuracy and completeness of our financial reports, which in turn could cause our stock price to decline. Failure to maintain effective internal control over financial reporting could also result in investigation or sanctions by regulatory authorities.

Risk Factors Relating to Our Ordinary Shares

Provisions of the Plenus Loan may make an acquisition of us more costly or difficult, which could depress the price of our shares.

Pursuant to the loan agreement between Attunity and Plenus Technologies Ltd. (and certain of its affiliates, or Plenus), dated as of January 31, 2007, as amended, or the Plenus Loan, if on or before December 31, 2017, we enter into a “Fundamental Transaction”, which is defined to include a sale through a merger, selling all or substantially all of our assets, or a transaction in which a person or entity acquires more than 50% of our outstanding shares, then we will be required to pay Plenus an amount equal to, in general, the higher of \$300,000 or 15% of the aggregate proceeds payable to our shareholders or us in connection with such Fundamental Transaction. Plenus’ right to such payment, or the Plenus Right, remains outstanding despite us having repaid the Plenus Loan in full. As a result, an acquisition of our Company that triggers the Plenus Right will be more costly to a potential acquirer and these provisions, taken as a whole, may have the effect of making an acquisition of our Company more difficult. In addition, these provisions could cause our ordinary shares to trade at prices below the price for which third parties might be willing to pay to gain control of us.

Provisions of our OEM agreements with Microsoft may make an acquisition of us more difficult, which could depress the price of our shares.

Pursuant to the OEM agreements we entered with Microsoft with respect to our CDC and open database connectivity, or ODBC, technologies, Microsoft is entitled to a right of first offer, whereby we are required to notify Microsoft in the event that we wish to sell our Company or sell or grant an exclusive license of the technology underlying the CDC or ODBC products, as the case may be, and, if the offer is accepted by Microsoft, negotiate such transaction with Microsoft, or, if rejected by Microsoft, we may enter into such transaction with a third party only on substantially the same or more favorable terms than the initial offer made by us to Microsoft. Microsoft is also entitled to terminate the OEM agreements under certain circumstances, including upon a change of control of our Company. These provisions, taken as a whole, may have the effect of making an acquisition of our Company more difficult. In addition, these provisions could cause our ordinary shares to trade at prices below the price for which third parties might be willing to pay to gain control of us.

The market price of our ordinary shares may fluctuate and could be substantially affected by various factors.

Our ordinary shares have experienced significant market price and volume fluctuations in the past and may experience significant market price and volume fluctuations in the future. For example, the closing sale price of our ordinary shares on the NASDAQ Stock Market LLC on August 10, 2015 was \$15.82, compared with \$8.75 on February 28, 2017, the last trading day before filing this annual report. Numerous factors, many of which are beyond our control, may cause our market price and trade volume to fluctuate and decrease in the future, including the following factors:

- quarterly variations in our operating results;
- changes in expectations as to our future financial performance and cash position, including financial estimates by securities analysts and investors;
- announcements of technological innovations or new products by us or our competitors;
- announcements by us or our competitors of significant contracts, acquisitions, strategic partnerships, joint ventures or capital commitments;
- changes in the status of our intellectual property rights;
- announcements by third parties of significant claims or proceedings against us;
- future substantial sales of our ordinary shares; and
- any of the events underlying any of the other risks or uncertainties set forth elsewhere in this annual report actually occurs.

Domestic and international stock markets and electronic trading platforms often experience extreme price and volume fluctuations. Market fluctuations, as well as general political and economic conditions, such as a recession or interest rate or currency rate fluctuations or political events or hostilities in or surrounding Israel, could also adversely affect the price of our ordinary shares.

Our directors and executive officers own a substantial percentage of our ordinary shares.

As of February 13, 2017, our directors and executive officers beneficially own approximately 18.13% of our outstanding ordinary shares. As a result, if these shareholders acted together, they could exert significant influence on the election of our directors and on decisions by our shareholders on matters submitted to shareholder vote, including mergers, consolidations and the sale of all or substantially all of our assets. This concentration of ownership of our ordinary shares could delay or prevent proxy contests, mergers, tender offers, or other purchases of our ordinary shares that might otherwise give our shareholders the opportunity to realize a premium over the then-prevailing market price for our ordinary shares and, as a result, may also adversely affect our share price.

Issuance of a significant amount of additional ordinary shares and/or substantial future sales of our ordinary shares may depress our share price.

As of February 13, 2017, we had approximately 16.9 million ordinary shares issued and outstanding and approximately 2.3 million of additional ordinary shares which are issuable upon exercise of outstanding stock options and vesting of outstanding restricted share units, or RSUs, granted to our employees. The issuance of a significant amount of additional ordinary shares on account of these outstanding securities will dilute our current shareholders' holdings and may depress our share price.

If our existing shareholders or holders of our options or RSUs sell substantial amounts of our ordinary shares, the market price of our ordinary shares may be adversely affected. Any substantial sales of our shares in the public market might also make it more difficult for us to sell equity or equity related securities in the future at a time and on terms we deem appropriate. Even if a substantial number of sales do not occur, the mere existence of this "market overhang" could have a negative impact on the market for, and the market price of, our ordinary shares.

If securities analysts do not publish research, or if securities analysts or other third parties publish inaccurate or unfavorable research, about us, the price of our ordinary shares could decline .

The trading market for our ordinary shares will rely in part on the research and reports that securities analysts and other third parties choose to publish about us. We do not control these analysts or other third parties. The price of our ordinary shares could decline if one or more securities analysts downgrade our ordinary shares or if one or more securities analysts or other third parties publish inaccurate or unfavorable research about us or cease publishing reports about us.

Our shareholder rights plan, provisions of our articles of association and of Israeli law and the terms of compensation of some of our senior management may delay, prevent or make difficult an acquisition of us, which could depress the price of our shares.

In June 2016, we have adopted a shareholder bonus rights plan, or the rights plan, in order to encourage anyone seeking to acquire us to negotiate with our Board of Directors prior to attempting a takeover. While the rights plan, which is currently scheduled to expire on June 30, 2017, is designed to guard against coercive or unfair tactics to gain control of us, the rights plan may have the effect of making more difficult or delaying any attempts by others to obtain control of us. In addition, the provisions in our articles of association relating to the submission of shareholder proposals for shareholders meetings, and requiring a special majority vote in order to amend certain provisions of our articles of association relating to such proposals as well as to the election and removal of directors, may have the effect of delaying or making an acquisition of our Company more difficult. In addition, provisions of Israeli corporate and tax laws, including the ability of our Board of Directors to extend the term of the rights plan without further shareholder approval, may have the effect of delaying, preventing or making an acquisition of our Company more difficult. For example, under the Israeli Companies Law, upon the request of a creditor of either party to a proposed merger, the court may delay or prevent the merger if it concludes that there exists a reasonable concern that as a result of the merger the surviving company will be unable to satisfy the obligations of any of the parties to the merger. In addition, our executive officers and certain other key employees are entitled to certain benefits in connection with a change of control of the Company. These provisions could cause our ordinary shares to trade at prices below the price for which third parties might be willing to pay to gain control of us. Third parties who are otherwise willing to pay a premium over prevailing market prices to gain control of us may be unable or unwilling to do so because of these provisions of Israeli law.

We do not intend to pay cash dividends.

Our policy is to retain earnings for use in our business. We have never declared or paid cash dividends, and we do not anticipate paying cash dividends in the foreseeable future.

Risk Factors Relating to Our Operations in Israel

Security, political and economic instability in the Middle East may harm our business.

We are incorporated under the laws of the State of Israel, and our principal offices and research and development facilities are located in Israel. Accordingly, security, political and economic conditions in the Middle East in general, and in Israel in particular, directly affect our business.

Over the past several decades, a number of armed conflicts have taken place between Israel and its Arab neighbors and a state of hostility, varying in degree and intensity, has led to security and economic problems for Israel. Since late 2000, there has also been a high level of violence between Israel and the Palestinians including during the summer of 2014, when Israel was engaged in armed conflicts with Hamas, a militia group and political party operating in the Gaza Strip. This violence has strained Israel's relationship with its Arab citizens, Arab countries and, to some extent, with other countries around the world. Since the end of 2010 several countries in the region, including Egypt and Syria, have been experiencing increased political instability, which led to changes in government in some of these countries, the effects of which are currently difficult to assess. In addition, Israel faces threats from more distant neighbors, such as Iran (which is believed to be an ally of Hamas in Gaza and Hezbollah in Lebanon) and the militant group known as the Islamic State of Iraq and Syria. This situation may potentially escalate in the future and may also lead to deterioration of the political and trade relationships that exist between the State of Israel and these countries. In addition, this instability may affect the global economy and marketplace. Any armed conflicts or political instability in the region, including acts of terrorism as well as cyber-attacks or any other hostilities involving or threatening Israel, would likely negatively affect business conditions and could make it more difficult for us to conduct our operations in Israel, which could increase our costs and adversely affect our financial results. Our commercial insurance does not cover losses that may occur as a result of events associated with the security situation in the Middle East, such as damages to our facilities resulting in disruption of our operations. Although the Israeli government currently covers the reinstatement value of direct damages that are caused by terrorist attacks or acts of war, we cannot assure you that this government coverage will be maintained or will be adequate in the event we submit a claim.

Furthermore, some neighboring countries, as well as certain companies, organizations and movements, continue to participate in a boycott of Israeli firms and others doing business with Israel or with Israeli companies. Similarly, Israeli companies are limited in conducting business with entities from several countries. For example, in 2008, the Israeli legislature passed a law forbidding any investments in entities that transact business with Iran. Restrictive laws, policies or practices directed towards Israel or Israeli businesses could have an adverse impact on the expansion of our business.

In addition, we could be adversely affected by the interruption or curtailment of trade between Israel and its trading partners, a significant increase in the rate of inflation, or a significant downturn in the economic or financial condition of Israel.

Because we received grants from the Israel Innovation Authority, we are subject to ongoing restrictions.

We have in the past received royalty-bearing grants from the Israel Innovation Authority (formerly known as the Office of the Chief Scientist of the Israeli Ministry of Economy), or the IAA, for research and development programs that meet specified criteria pursuant to the Law for the Encouragement of Research, Development and Technological Innovation, 1984 (formerly known as the Law for Encouragement of Research and Development in the Industry, 1984), and the regulations promulgated thereunder, or the R&D Law. Although we have no further obligation to pay royalties to the IIA in respect of sales of our products, the terms of the IIA's grants limit our ability to transfer know-how developed under an approved research and development program outside of Israel. Pursuant to the R&D Law, any non-Israeli citizen, resident or entity that, among other things, becomes a holder of 5% or more of our share capital or voting rights, is entitled to appoint one or more of our directors or our chief executive officer, or serves as a director or the chief executive officer of our Company, is generally required to undertake to observe the law governing the grant programs of the IIA, some of the principal restrictions of which are the transferability limits described above. The IIA may establish new guidelines regarding the R&D Law, which may affect our existing and/or future IIA programs and incentives for which we may be eligible. We cannot predict what changes, if any, the IIA may make.

It may be difficult to enforce a U.S. judgment against us or our officers and directors and to assert U.S. securities laws claims in Israel.

We are incorporated under the laws of the State of Israel. Service of process upon us, our Israeli subsidiaries, our directors and officers and the Israeli experts, if any, named in this annual report, substantially all of whom reside outside the United States, may be difficult to obtain within the United States. Furthermore, because the majority of our assets and investments, and substantially all of our directors, officers and such Israeli experts are located outside the United States, any judgment obtained in the United States against us or any of them may be difficult to collect within the United States.

We have been informed by our legal counsel in Israel that it may also be difficult to assert U.S. securities law claims in original actions instituted in Israel. Israeli courts may refuse to hear a claim based on an alleged violation of U.S. securities laws if they determine that Israel is not the most appropriate forum to bring such a claim. In addition, even if an Israeli court agrees to hear a claim, it may determine that Israeli law and not U.S. law is applicable to the claim. There is little binding case law in Israel addressing these matters. If U.S. law is found to be applicable, the content of applicable U.S. law must be proved as a fact, which can be a time-consuming and costly process. Certain matters of procedure will also be governed by Israeli law.

Subject to specified time limitations and legal procedures, under the rules of private international law currently prevailing in Israel, Israeli courts may enforce a U.S. judgment in a civil matter, including a judgment based upon the civil liability provisions of the U.S. securities laws, as well as a monetary or compensatory judgment in a non-civil matter, provided that the following key conditions are met:

- subject to limited exceptions, the judgment is final and non-appealable;
- the judgment was given by a court competent under the laws of the state of the court and is otherwise enforceable in such state;
- the judgment was rendered by a court competent under the rules of private international law applicable in Israel;
- the laws of the state in which the judgment was given provides for the enforcement of judgments of Israeli courts;
- adequate service of process has been effected and the defendant has had a reasonable opportunity to present his arguments and evidence;
- the judgment and its enforcement are not contrary to the law, public policy, security or sovereignty of the State of Israel;
- the judgment was not obtained by fraud and does not conflict with any other valid judgment in the same matter between the same parties; and
- an action between the same parties in the same matter was not pending in any Israeli court at the time the lawsuit was instituted in the U.S. court.

ITEM 4. INFORMATION ON THE COMPANY

A. History and Development of the Company

Corporate History and Details

Attunity Ltd. was incorporated under the laws of the State of Israel under the name "I.S.G. Software Industries Ltd." in 1988 as a company limited by shares. We changed our name to "ISG International Software Group Ltd." in 1992 and to our current name in October 2000.

We began operations in 1989 and, when we went public on NASDAQ in December 1992, our principal products were software productivity tools. In 1993, we acquired Attunity Software Services (1991) Ltd. (formerly known as Meyad Computers Company (1991) Ltd.), which owned a financial and logistic application software package. In 1994, we acquired Attunity Inc. (formerly known as Cortex Inc.), which owned an application generator for enterprise applications. In 1996, we released Attunity Connect ® - a universal data and application access product. Since then, we have released various other software products and platforms that are primarily targeted in the provision of information availability solutions that enable access, management, sharing and distribution of data. In 2011, we acquired RepliWeb, a leading provider of enterprise file replication and MFT technologies, and released Attunity Replicate, a high-performance data replication software that enables organizations to accelerate and improve the distribution and sharing of data for enhanced accessibility. In 2013, we raised net proceeds of approximately \$18 million in a public offering and also acquired Hayes, a leading provider of data replication software for the SAP market. In March 2015, we acquired Appfluent, a provider of data usage analytics for Big Data environments.

Our executive headquarters are located at 16 Atir Yeda Street, Atir Yeda Industrial Park, Kfar Saba 4464321, Israel, telephone number (972) 9-899-3000. Our authorized representative and agent in the U.S. is Attunity Inc., our wholly owned subsidiary, which maintains its principal offices at 70 Blanchard Road, Burlington, Massachusetts 01803, telephone number (781) 730-4070. Our address on the Internet is <http://www.attunity.com>. The information on our website is not incorporated by reference into this annual report.

Recent Major Business Developments

Below is a summary of the major business developments in Attunity since January 1, 2016:

- On July 19, 2016, we announced that we entered into a technology license agreement with a global corporation, which has chosen Attunity Replicate for Hadoop as a strategic technology to enable large-scale data ingest for its corporate data lake and for customer analytics projects, for total consideration of approximately \$4 million as license and maintenance and support fees over a period of 3 years.
- On June 8, 2016, we announced that our Board of Directors has adopted the rights plan. We clarified that the rights plan was not adopted in response to any specific takeover offer.

For a discussion of our principal capital expenditures and divestitures, see Item 5.B “Operating and Financial Review and Prospects –Liquidity and Capital Resources – Principal Capital Expenditure and Divestitures .”

B. Business Overview

Overview

We are a leading provider of data integration and Big Data management software solutions that enable availability, delivery and management of data across heterogeneous enterprise platforms, organizations, and the cloud.

We offer software solutions for the Big Data, data warehousing, database, SAP and cloud markets. These solutions include data replication and ingest (Attunity Replicate, change data capture (CDC) and Attunity Gold Client Solutions), test data management (Attunity Gold Client Solutions), data connectivity (Attunity Connect), enterprise file replication (Attunity RepliWeb), managed-file-transfer (Attunity MFT), data warehouse automation (Attunity Compose), data usage analytics (Attunity Visibility) and cloud data delivery (Attunity CloudBeam).

Our software solutions benefit our customers’ businesses by simplifying and accelerating the availability of data where and when needed, efficiently and in real-time, across the maze of heterogeneous systems making up today’s information technology (IT) environment. Our software is commonly used for projects such as data warehousing, Hadoop, BI and Big Data analytics, reporting, migration and modernization, data consolidation and distribution, and cloud initiatives.

Our products form a comprehensive suite of software infrastructure that is designed to reduce the complexity of moving and managing data to, from, and between today's information systems and enable the use of enterprise information where and when needed. Our software includes products for real-time data integration (including data and file replication); data warehouse automation, data usage analytics and test data management. In addition, we offer a software as a service, or SaaS, based platform with a portfolio of services to enable cloud data loading and replication.

Over the years, our Company and products have also won a number of awards for ingenuity, performance and innovation, including the following recent awards:

- In December 2016, Attunity Visibility was recognized by Database Trends and Applications (DBTA) magazine among its fourth annual list of trend-setting products in data management and analysis for 2017;
- In September 2016, DBTA recognized Attunity as a "Top 50 Big Data Company";
- In August 2016, Gartner recognized Attunity as a Challenger in its 2016 Magic Quadrant for Data Integration Tools;
- In August 2016, Attunity Replicate was chosen the "Best Change Data Capture Solution" in the 2016 DBTA Readers' Choice Awards; and
- In June 2016, Silicon Review Magazine recognized Attunity as an "Innovative Company to Watch".

We are not responsible for any of these awards or the entities or publications that award them.

Through direct sales as well as distribution, OEM agreements and strategic relationships with leading global-class partners, our solutions have been deployed at thousands of organizations worldwide in all areas of industry, including financial services, healthcare, insurance, energy, telecommunications, manufacturing, retail, pharmaceuticals and the supply chain industry.

The Market Opportunity and Our Solutions

We believe that the world of IT data infrastructure is undergoing a significant change, one that enables very large information assets to be stored, analyzed and made accessible in a timely manner, reaching more users through more applications and devices. This new paradigm in information access requires support for agile data integration, efficient and real-time capture of data as it changes, and the ability to manage very large quantities of datasets, to which we refer as Big Data. Consequently, our main focus and strategy is to strengthen our position as a leading provider of Big Data management software solutions, including real-time data integration, replication and distribution, data warehouse automation, data usage analytics, and test data management.

In 2009, we expanded our product offering to target the data replication market, an important segment of the data integration market that enables the real-time availability and consistency of data across heterogeneous databases. Specifically, we focused on what we called operational data replication software solutions, which are designed to make information available to support operational business intelligence. We have since expanded on our technology to support a variety of mission-critical data initiatives.

Based on, among other things, market studies and inputs from our customers, partners and prospects, we believe that the need for heterogeneous data integration and replication will continue to increase with the adoption of Big Data, cloud computing and Hadoop, as organizations increasingly manage data both in on-premises data centers and in cloud-based systems. In this respect, we focus, through our internal research and development activities as well as acquisitions, on high-speed bulk data transfer and CDC capabilities to support both environments. For example, in March 2015, we acquired Appfluent in order to expand our Big Data offering with data usage analytics for Big Data environments, including data warehousing and Hadoop, designed to allow customers to understand their data usage and processing workload to optimize cost and performance.

We believe that our suite of software solutions and services responds to the market need we identified by providing the following key benefits:

- our solutions allow organizations to deliver data efficiently, in real-time, and at scale to support a variety of analytic solutions, including Big Data analytics;
- our solutions simplify the growing, complex maze of different database and data warehouse systems, platforms, versions and hardware, on-premises and in the cloud, reducing the costs of interconnectivity and opening up the opportunity for new and more valuable cross-system applications;
- our solutions empower organizations to manage a broad range of data sources, across diverse and hybrid environments, including enterprise data centers and the cloud, and throughout commercially-relevant business applications and computing environments;
- our solutions enable real-time availability as well as faster preparation and modeling of data required to support business intelligence and analytics, a requirement that is now an enabler for improved efficiencies and competitive advantage; and
- our solutions enable customers to understand how they use and process data across data warehouses and Hadoop, which allows them to optimize the cost and performance of their evolving Big Data environments.

Our Strategy

The key elements of our strategy to achieve our objectives include:

- *Extend our Product Leadership* . Our flexible, open and standards-based architecture extends integration opportunities into more data sources, business applications and enterprise computing environments, including cloud computing. Our goal is to provide the most comprehensive and reliable suite of data optimization, automation and availability software solutions for enterprise data centers and cloud environments that provide data usage analytics and accelerate information access and movement, improve system uptime and reduce operational overhead and complexities.
- *Expand and Capitalize on Our Selling Capabilities* . We market and sell our products in the U.S., the U.K., Europe, Asia-Pacific regions, the Middle East and Latin America through direct sales, OEM, reseller and distributor channels. We intend to continue to expand our sales channels in those territories and seek to enter into agreements with new OEMs and other indirect channels. Consistent with our strategy to increase our global footprint and strengthen our direct sales capabilities, we have also expanded our sales and marketing teams in the past several years and we intend to capitalize on these new capabilities, primarily by increasing our penetration and sales of large-scale solutions as well as project-based tactical solutions to larger end-customers.

- *Enter New Markets* . To date, our revenues have been derived predominantly from licensing our software to enterprises that use it in their data centers and cloud environments to enable Big Data analytics, data integration, data warehousing and business intelligence, file replication and test data management. We believe that our software is well positioned to meet the new and fast-growing markets of Big Data and cloud computing (including cloud data warehousing, analytics, Hadoop, cloud data archiving and disaster recovery), adding value to customers with new solutions as these markets evolve, like replication to the SAP market. We intend to capitalize upon these opportunities by marketing our software and services to companies with real-time information needs.
- *Increase Penetration of Our Existing Customer Base* . Over the years, our software solutions were licensed to over 2,500 customers worldwide and that base continues to grow. This large installed base affords us the opportunity for cross-selling our expanded product offering and future software solutions.
- *Expand and Leverage our Strategic Relationships* . We believe that a significant market opportunity exists to sell our software solutions as complementary products to the products and services provided by other organizations with whom we wish to collaborate. To that end, we have already established strategic relationships with various third parties, including leading global-class partners such as Amazon Web Service (AWS); Google Inc., or Google; Hortonworks, Inc., or Hortonworks; HP Inc., or HP; IBM; Microsoft; Oracle; SAP and Teradata, where our software is sold as a complementary product to their product line, or embedded within their own products. We plan to extend our existing strategic relationships and develop new alliances (such as in the Hadoop market) with leading global software providers, equipment manufacturers, application service providers, systems integrators and VARs, in order to extend the functionality of our software and increase sales. Doing so will also allow us to leverage the sales and marketing capabilities of our alliance partners and facilitate the wider adoption of our software.
- *Pursue Strategic Acquisitions and Investments* . In order to achieve our business objectives, we may evaluate and pursue the acquisition of, or significant investments in, other complementary companies, technologies, products and/or businesses that enable us to enhance and increase our technological capabilities and expand our software products and service offerings. For instance, in March 2015, we acquired Appfluent in order to expand our Big Data offering with data usage analytics for Big Data environments, including data warehousing and Hadoop.

Our Products

Our software offering currently consists of the following key products:

Attunity Replicate

Attunity Replicate is a high-performance and easy-to-use data replication and ingest software, which we believe enables organizations to accelerate and reduce the costs of delivering, sharing and ensuring the availability of data, including Big Data, for meeting business operations, analytics and business intelligence needs. Using Attunity Replicate, organizations can load data efficiently and quickly to operational data stores, data warehouses, data lakes and Hadoop; create copies of production databases to enable operational reporting; offload queries from operational systems to reduce load and impact; facilitate zero-downtime migrations and upgrades; and consolidate or distribute data across data sources/centers. Instead of relying on a complex, resource-intensive ETL (Extract/Transform/Load) process which moves data in batches, Attunity Replicate enables ELT (Extract/ Load/Transform) with a simple yet powerful GUI (Graphic User Interface) expediting the traditionally-slow process of data provisioning. In addition, when Attunity Replicate is sold with our information flow management capabilities (formerly within our stand-alone Attunity Maestro product which was initially launched in April 2014), it also offers an enterprise-class information flow management and automation platform, integrating mission-critical data. The key features of Attunity Replicate are:

- Complete automation and optimized high-performance database replication and loading, including database schema, data and changes;

- Simplified user experience delivering a “Click-2-Replicate” solution, which means it allows the user to simplify and automate the implementation of end-to-end data replication with drag-and-drop ease;
- Universal and heterogeneous replication supporting many types of source and target systems, including databases, data warehouses, Big Data platforms, and cloud services; and
- Central monitoring and management for Attunity products (if sold with our information flow management features).

Attunity Gold Client Solutions

Attunity Gold Client Solutions is our replication software for data management within SAP environments. We believe that businesses around the world choose Attunity Gold Client Solutions to maximize the value of their investments in SAP, by reducing enterprise storage requirements, improving the quality and availability of test data, restoring development integrity, and ensuring data security. Using Attunity Gold Client Solutions, customers can quickly select and copy subsets of only relevant data from production or non-production sources to non-production targets, with options to simultaneously scramble sensitive data and keep data subsets in sync across systems. Attunity Gold Client Solutions reside natively in the SAP application layer and supports a broad list of SAP applications. The key features of Attunity Gold Client Solutions are:

- Replicating data with all relevant data, exactly as it exists in the source;
- Providing flexible selection methods, which allow any criteria to identify data for replication;
- Creating smaller, fully functional clients;
- Migrating select data to new or existing environments, on premises or in the cloud;
- Simultaneously copying relevant data on multiple SAP applications;
- Protecting sensitive data at export with extensive, extendable transformation rules; and
- Selectively deleting unwanted data in non-production systems.

Attunity Visibility

Attunity Visibility is a software that provides data usage analytics for Big Data environments, including data warehousing and Hadoop. It is designed to provide visibility into usage and processing workloads of enterprise data, including insight into business activity and resource consumption across heterogeneous analytic data platforms. This capability optimizes the cost and performance of the customers’ evolving Big Data environments. The key features of Attunity Visibility are:

- Monitoring of all data usage and processing activity on the leading data warehouses and Hadoop, to assess resource utilization for ETL and analytical workloads;
- Analyzing data usage and workload resource utilization to enable performance or cost optimization (e.g. by moving data or processing to lower cost storage or processing platforms like Hadoop);
- Discovery of the history of data used from large tables by analyzing calendar dates used in queries;

- Auditing and reporting on application activity and data usage by business units to chargeback and justify investments; and
- Integration with leading BI applications to correlate application users and report activity with usage.

Attunity Managed File Transfer (MFT)

Attunity MFT is a file transfer management solution that allows organizations to secure and automate business-to-business information exchanges over standard internet connections. Attunity MFT delivers security policy enforcement, auditing, inspection policies, routing, and accelerated transfers of large-file payloads across each stage of the file transfer process. The key features of Attunity MFT are:

- Secure two-tier demilitarized zone architecture (a physical or logical separation between internal and external network or computing environments, which helps organizations address regulatory, compliance and information security requirements);
- Ability to address user, server and application-driven file transfer processes;
- Support for most commercial encryption and security policies; and
- Rich application programming interface, or API, that supports extensive inspection policies and file routing.

Attunity RepliWeb for EFR

Attunity RepliWeb for EFR is a heterogeneous file system and storage replication solution, optimized for Wide Area Network (WAN) infrastructures. The solution provides organizations with widely distributed (global/regional/local) operations, a highly reliable and fast way to replicate, mirror, backup and/or migrate unstructured data. In addition, when the Attunity RepliWeb for EFR is sold with our ARA capabilities, it offers an ARA and web deployment solution for Windows (.NET & SharePoint), UNIX and Linux applications and web infrastructures. The key features of Attunity RepliWeb for EFR are:

- Comparative snap-shot technology enabling delta only replication;
- Accelerated WAN transfer engines;
- Extensive file and content include/exclude definitions; and
- Real-time replication engines for Windows server environments.

Attunity Compose

Attunity Compose is a data warehouse automation software that we believe accelerates and simplifies the process of designing, generating and populating enterprise data warehouses and data marts. By supporting the entire lifecycle of data warehousing through agile automation, Attunity Compose helps to eliminate the traditionally complex, manual tasks of preparing data for BI and Big Data analytics and their inherent dependency on substantial ETL development resources. The key features of Attunity Compose are:

- Model-driven solution for managing the process of building a data warehouse;
- Automated generation of data warehouse and data marts structures;
- Automated generation of ETL processing, optimized for each supported data warehouse;
- Automated maintenance and change management; and
- Support for various data warehouses including Teradata, Oracle/Exadata, IBM Netezza, SQL Server, as well as cloud data warehouses such as Amazon Redshift.

Attunity CloudBeam is our fully-managed data transfer SaaS-based platform that is designed to move data to, from, and between on-premises and cloud environments quickly, reliably and affordably. We believe that Attunity CloudBeam helps users to realize the value of cloud computing by alleviating the challenges of uploading and managing the transmission of Big Data, also known as the “Big Data bottleneck,” as well as address other infrastructure maintenance challenges. Supporting AWS cloud storage services, Attunity CloudBeam facilitates solutions such as loading data for analytics in the cloud, disaster recovery, content distribution, and cloud migrations. The key features of Attunity CloudBeam are:

- Automation – provides robust scheduling of data transfer processes, including continuous synchronization. The command line interface also enables application level automation;
- Acceleration – high-performance movement of very large files and large numbers of files to, from, and between on-premises and cloud environments;
- Manageability – enables user to manage cloud data movement without the overhead of building and maintaining cloud infrastructure;
- Reliability – provides comprehensive audited and recoverable file transfers;
- Security – encrypts all transfers to ensure data is not tampered with or viewed inappropriately; and
- Affordability – subscription-based services enable customers to pay based on usage.

Sales and Marketing

Our products and services are sold through both direct and indirect channels, including distributors, VARs and OEM partners.

Direct Sales . Our direct sales operations are maintained through wholly owned subsidiaries in the United States, the United Kingdom, Hong Kong and Israel. Our direct field force (including marketing, sales, technical pre-sales and support personnel) as of December 31, 2016 was comprised of a total of 107 persons, of which 78 persons were in North America; 26 persons were in Europe, the Middle East and Africa; and 3 persons were in the Asia-Pacific region. By comparison, our direct field force (including marketing, sales, technical pre-sales and support personnel) as of December 31, 2015 was comprised of a total of 101 persons.

Indirect Sales . In several countries in Europe, South and Central America as well as in China, Japan, Singapore, South Korea and Taiwan, we distribute our products through independent distributors. In addition, over the course of the past several years, we have focused on developing long-term strategic partnerships with platform vendors, business intelligence vendors, resellers, VARs, OEMs, system integrators and managed service providers and other business partners, including leading global-class partners such as AWS, Google, Hortonworks, HP, IBM, Microsoft, Oracle, SAP and Teradata. While we view our partnerships with these OEMs and other business partners as strategic, sales through indirect channels represented less than 25% of our license revenues in each of the past three years.

Sales Cycles . Our customers typically use our products to deploy and enable the use of applications that are critical to their business. As a result, the licensing and implementation of our products generally involves a significant commitment of attention and resources by prospective customers and, at times, the sales cycle for some of our products extends to 12 months. Because of the long approval process that typically accompanies strategic initiatives or capital expenditures by companies, and particularly with respect to the sale of our large-scale solutions, our sales process is often delayed, with little or no control by us over any delays. Our sales cycle can be further extended for sales made through or with the involvement of third party distributors or partners. We cannot control such delays and cannot control the timing of sales cycles or our sales revenue.

Customer Services

We provide the following services to our customers:

Hot-line Support . We provide technical advice and information on the use of our products. Our customer support is also responsible for publishing technical bulletins and distributing new versions of software and program “patches”. Such hot-line customer support is typically provided through a dedicated system as well as toll-free telephonic support during business hours, which, for an additional fee, can be extended to 24 hours a day, seven days a week. We have hot-line operations in the United States, Israel and China. Support is provided via telephone, remote-access and e-mail and, in the case of our Attunity Gold Client Solutions, also through dedicated website resources that include videos and other documentation. A substantial majority of our customers are covered by support contracts, with, in some cases, services being provided by local subcontractors or resellers.

Training . We offer on-site and online learning programs, which typically include product use education, product troubleshooting and system management. Our customers receive documentation that includes user manuals, reference manuals, tutorials, installation guides and release notes.

Professional Services . We offer consulting services and system integration assistance to customers, which typically include assistance with implementation of our software solutions, including software configuration specific to the customer’s environment, testing and deployment needs and best practices advice.

Seasonality

Our business is subject to seasonal trends. We have often recognized a substantial portion of our revenues in the fourth quarter ending December 31 and, within each quarter, often in the last month, or even weeks or days, of a quarter. This is primarily because many customers of ours tend to make greater capital expenditures towards the end of their own fiscal years, thereby increasing our sales for the fourth quarter. We expect to continue to be affected by such trends in the future, including the relatively lower sales that we typically experience in the first quarter ending March 31, mainly as a result of reduced sales activity during the beginning of the calendar year following the increased purchase activity of our customers in the fourth quarter.

Customers

Our products are sold, directly and indirectly, primarily to large and medium-size enterprises engaged in all areas of industry, including financial services, healthcare, insurance, energy, telecommunications, manufacturing, retail, pharmaceuticals and the supply chain industry, including governmental and public institutions. As described under “Sales and Marketing” above, our products are also sold indirectly through a number of business partners, including world-class OEM partners and regional resellers.

For the years ended December 31, 2016 and 2014, no single customer accounted for more than 10% of the Company's total revenues. For the year ended December 31, 2015, one of our customers accounted for approximately 12.6% of our revenues.

In the past three years, a substantial majority of our license revenues were derived from our connectivity and data replication products. The balance of license revenues were derived from our SAP test data management solutions as well as file transfer and replication products and, starting 2015, also from our Attunity Visibility product.

In the past three years, a substantial majority of our maintenance and services revenues were derived from our connectivity and data replication products (including Attunity Gold Client Solutions) as well as from maintenance of our file replication products.

In terms of geographic markets in the past three years, a substantial majority of our revenues were from sales in North America (71% in 2016) and Europe (21% in 2016).

For additional details regarding the breakdown of our revenues in the past three years by geographical distribution and by activity, see Item 5.A “Operating and Financial Review and Prospects – Operating Results – Results of Operations”.

Competition and Pricing

General : The IT marketplace is highly competitive and has few barriers to entry. The primary competitive factors affecting sales of our products are product performance and features, depth of product line, technical support and price. We compete both with international and local software vendors, many of whom have significantly greater financial, technical and marketing resources than us.

In 2015, we identified a trend, which continued in 2016, whereby large enterprises are accelerating the deployment of data across new platforms with increasing need for software solutions that can enable Hadoop, NoSQL and SQL technologies to work together and be deployed seamlessly in the public cloud, private cloud or an on-premises infrastructure. We anticipate continued growth and competition in this market and, consequently, the entrance of new competitors into the market or intensified competition. These new entrants may introduce new competing solutions, some of which may be superior or even disruptive to ours, including open source offerings of competing solutions. For example, in 2015, Oracle introduced new solutions for integrating Big Data, and Informatica, which was acquired by private equity firms in 2015, introduced a new software platform to address the new Big Data platforms. Furthermore, future consolidation and mergers in our market may result in stronger competition by larger companies that threatens our market positioning.

Data Replication : The competitors with our data replication offering include IBM, Informatica and Oracle (through GoldenGate). Our existing and potential competitors may be able to develop software products and services that are as effective as, or more effective or easier to use, than those offered by us. Such existing and potential competitors may also enjoy substantial advantages over us in terms of research and development resources, manufacturing efficiency, name recognition, sales and marketing expertise, distribution channels, as well as financial resources. However, we believe that our data replication products are generally competitive in price and features and have certain advantages as compared to competitors’ products.

Managed File Transfer (MFT) : Our competitors in the MFT market include the larger global software and middleware vendors, such as IBM (Sterling Commerce), Axway Software SA and Tibco Software Inc.; mid-tier software vendors, such as Globalscape Inc. and Ipswitch Inc.; and SaaS vendors such as Box.net and Dropbox. The MFT market is highly competitive with the larger global software vendors possessing significant advantages over us in terms of stronger global brand recognition, current feature sets, research and development resources, and sales infrastructure. Additionally, we face increased competition from SaaS vendors who offer low first-year product acquisition costs. We believe that our MFT solution remains competitive, primarily where such solution is already installed by existing customers.

Enterprise File Replication (EFR) : Our competitors in the EFR market include the major platform vendors such as Microsoft, IBM and HP; the large storage management vendors such as EMC, CA Inc. and Symantec; mid-tier replication vendors such as Vision Solutions, Inc.; and other providers of open source and freeware solutions. The larger commercial vendors have strong visibility and penetration with storage management processes such as de-duplication and archival processes. The open source and freeware solutions offer significant cost benefits compared to our and other commercial solutions. However, we believe our EFR solution is competitive in its ability to reliably manage massive file/folder structures, its ability to address organizations with large numbers of server endpoint connected over WAN links, and our low total cost of ownership.

SAP Data Replication and Management : Our competitors in the SAP data replication and management market include major platform vendors, such as SAP itself, global software solutions and consulting services vendors, such as Informatica. Our competitors in this market enjoy advantages over us in terms of stronger global brand recognition and greater research and development and sales resources. However, we believe our solutions for SAP data are competitive in their ability to offer a rich portfolio of features and a quick implementation process, and deliver a quick total return on investment.

Data Warehouse Automation : Our competitors in the data warehouse automation market are primarily the traditional ETL vendors like Informatica and IBM. Our competitors in this market enjoy advantages over us in terms of stronger global brand recognition, research and development resources and sales infrastructure. However, we believe our data warehouse automation solutions deliver a modern alternative to these competitors' traditional software that require significant developer investment that increases total costs and time to value. With an innovative model-driven technology, our data warehouse automation software can automate substantial parts of the process of making data ready for BI and analytics, significantly reducing the need for ETL development.

Data Usage Analytics : Our competitors in the data usage analytics market consist primarily of tools provided by data warehouse vendors, such as Teradata and Oracle. Our competitors in this market enjoy advantages over us in terms of stronger global brand recognition and greater research and development and sales resources. However, these vendors' tools are limited to their respective data warehouse, whereas our Attunity Visibility solution supports a broad range of data warehouses as well as Hadoop, providing unified analytics across many Big Data environments. We also believe that our solution provides more robust measurement and deeper analytics for data usage compared with traditional data warehouse tools that focus on operational monitoring.

Intellectual Property Rights and Software Protection

Except for our trademark registrations in the United States, we do not have any other registered trademarks, patents or copyrights. To protect our software, documentation and other written materials, we primarily rely upon a combination of security devices, copyrights, trademarks, trade secret laws and contractual restrictions to protect our proprietary rights in our products. Our policy has been to pursue copyright protection for our software and related documentation and trademark registration of our product names. In addition, our employees and independent contractors are generally required to sign non-disclosure agreements.

We have obtained trademark registrations in the U.S. for, among others, Attunity, Attunity Connect, Attunity Replicate , RepliWeb, Gold Client and Appfluent.

We believe that copyright protection, which generally applies whether or not a license agreement exists, is sufficient to protect our proprietary rights in our products. We do not currently own any registered copyrights. Our policy is for our customers to sign non-transferable software license agreements providing contractual protection against unauthorized use of the software. Preventing the unauthorized use of software is difficult, and unauthorized software use is a persistent problem in the software industry. However, we believe that, because of the rapid pace of technological change in the software industry, the legal protections for our products are less significant factors in our success than the knowledge, ability and experience of our employees, the frequency of product enhancements and the timeliness and quality of support and professional services provided by us.

Government Regulations

General

Israel has the benefit of a free trade agreement with the United States which, generally, permits tariff-free access into the United States for products produced by us in Israel. In addition, as a result of an agreement entered into by Israel with the European Union, or the EU, and countries remaining in the European Free Trade Association, or EFTA, the EU and EFTA have abolished customs duties on Israeli industrial products.

Grants from the IIA .

The Government of Israel encourages research and development projects through grants from the IIA pursuant to the R&D Law. Under the terms of these grants, a royalty of 3% to 5% is due on revenues from sales of products and related services that incorporate know-how developed, in whole or in part, within the framework of projects funded by the IIA.

We have not received IIA grants since 2000 and, since 2006, we have not had any liability to pay royalties to the IIA. Nevertheless, the R&D Law provides that know-how developed under an approved research and development program or rights associated with such know-how (1) may not be transferred to third parties in Israel without the approval of the IIA (such approval is not required for the sale or export of any products resulting from such research or development) and (2) may not be transferred to any third parties outside Israel, except in certain special circumstances and subject to the IIA's prior approval, which approval, if any, may generally be obtained, in the following cases: (a) the grant recipient pays a portion of the sale price paid in consideration for such IIA-funded know-how (according to certain formulas, which may result in repayment of up to 600% of the grant amounts plus interest), (b) the grant recipient receives know-how from a third party in exchange for its IIA know-how, or (c) such transfer of IIA-funded know-how arises in connection with certain types of cooperation in research and development activities.

The R&D Law also imposes reporting requirements with respect to certain changes in the ownership of a grant recipient. The law requires the grant recipient and its controlling shareholders and non-Israeli interested parties to notify the IIA of any change in control of the recipient or a change in the holdings of the means of control of the recipient that results in a non-Israeli becoming an interested party directly in the recipient and requires the new non-Israeli interested party to undertake to the IIA to comply with the R&D Law. In addition, the rules of the IIA may require additional information or representations in respect of certain of such events. For this purpose, "control" is defined as the ability to direct the activities of a company other than any ability arising solely from serving as an officer or director of the company. A person is presumed to have control if such person holds 50% or more of the means of control of a company. "Means of control" refers to voting rights or the right to appoint directors or the chief executive officer. An "interested party" of a company includes a holder of 5% or more of its outstanding share capital or voting rights, its chief executive officer and directors, someone who has the right to appoint its chief executive officer or at least one director, and a company with respect to which any of the foregoing interested parties owns 25% or more of the outstanding share capital or voting rights or has the right to appoint 25% or more of the directors. Accordingly, any non-Israeli who acquires 5% or more of our ordinary shares will be required to notify the IIA that it has become an interested party and to sign an undertaking to comply with the R&D Law.

A major amendment to the R&D Law became effective on January 1, 2016. This amendment may create uncertainty in respect of the terms of our existing and/or future IIA programs and incentives we may be eligible for as it empowers a new authority, the IIA, established under the R&D Law to issue new guidelines in connection therewith (pursuant to this amendment, the IIA is to be established by July 28, 2018 and the said guidelines are to be adopted within a year thereafter).

C. Organizational Structure

Our wholly owned subsidiaries act primarily as sales, marketing and customer service organizations in the countries where they are incorporated and in most instances for neighboring countries. The following table sets forth the legal name, location and country of incorporation and percentage ownership of each of our current principal operating subsidiaries (direct and indirect):

<u>Subsidiary Name</u>	<u>Country of Incorporation</u>	<u>Ownership Percentage</u>
Attunity Inc.	United States	100%
Attunity (UK) Limited	United Kingdom	100%
Attunity (Hong Kong) Ltd.	Hong-Kong	100%
Attunity Israel (1992) Ltd.	Israel	100%

D. Property, Plants and Equipment

General. Other than the leased properties described below, we do not own or lease any material tangible fixed assets. We believe that these offices and facilities are suitable and adequate for our operations as currently conducted and as currently foreseen. In the event additional or substitute offices and facilities are required, we believe that we could obtain such offices and facilities at commercially reasonable rates.

Israel. Our executive offices, including research and development facilities, are located in the industrial park of Kfar Saba, Israel. We lease approximately 18,385 square feet of office space pursuant to a lease that expires in February 2018 and may be extended for two additional periods of three years each. The aggregate annual rent for our Israeli facilities was approximately \$590,000 and \$570,000 in each of 2016 and 2015, respectively. We provided our Israeli office lessor with a bank guarantee in the amount of approximately \$430,000 to secure our obligations under the lease.

North America. We lease approximately 12,487 square feet of office space in Burlington, Massachusetts; approximately 2,500 square feet of office space in Coconut Creek, Florida; approximately 4,300 square feet of office space in Buffalo Grove, Illinois; and approximately 550 square feet of office space in Newport Beach, California. The aggregate annual rent of these facilities was approximately \$585,000 in 2016, compared with \$461,000 in 2015.

Other Locations. We lease an aggregate of approximately 1,400 square feet of office space in Chertsey, England and approximately 1,760 square feet of office space in Hong Kong. The aggregate annual rent for these premises was approximately \$366,000 in 2016, compared with \$316,000 in 2015.

ITEM 4A. UNRESOLVED STAFF COMMENTS

Not applicable.

ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

Our discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with U.S. GAAP. Our operating and financial review and prospects should be read in conjunction with our financial statements, accompanying notes thereto and other financial information appearing elsewhere in this annual report.

A. **Operating Results**

Overview

We were founded in 1988 and became a public company in the United States in 1992. We have been delivering software solutions to organizations around the world for over twenty years and we are now a leading provider of data integration and Big Data management software solutions that enable availability, delivery, and management of data across heterogeneous enterprise platforms, organizations, and the cloud.

Our software solutions benefit our customers' businesses by enabling real-time access and availability of data and files where and when needed, across the maze of heterogeneous systems making up today's IT environment. Our software is commonly used for projects such as data warehousing, Hadoop, BI and Big Data analytics, reporting, migration and modernization, data consolidation and distribution, and cloud initiatives.

Through direct sales as well as distribution, OEM agreements and strategic relationships with leading global-class partners, our solutions have been deployed at thousands of organizations worldwide in all areas of industry, including financial services, healthcare, insurance, energy, telecommunications, manufacturing, retail, pharmaceuticals and the supply chain industry.

Executive Summary

2016 Highlights

In 2016, our total revenues increased by 13% to approximately \$54.5 million, compared with \$48.2 million in 2015. Our total revenues were comprised of:

- License revenues that increased by 8% to \$28.7 million in 2016, compared with \$26.6 million in 2015. The increase in license revenues mainly resulted from increased demand for our Attunity Replicate solution, including our Attunity Replicate solution for Hadoop, which was partially offset mainly by a decrease in sales of Attunity Visibility; and
- Maintenance and services revenues that increased by 20% to \$25.8 million, compared with \$21.6 million in 2015. The increase is primarily due to (1) license revenues generated throughout 2015 that contributed to higher maintenance revenues in 2016, and (2) an increase in service revenues as larger implementations required additional professional services.

Due to increased expenses, as described below, our operating loss for 2016 was approximately \$11.4 million, compared with \$2.5 million for 2015.

Our operating loss contributed to a net loss of \$10.7 million, or (\$0.64) per diluted share, in 2016, compared with \$3.6 million, or (\$0.22) per diluted share, in 2015.

We had cash and cash equivalents of approximately \$9.2 million as of December 31, 2016, compared with \$12.5 million as of December 31, 2015. This decrease in our cash position is mainly attributable to earn-out payments of, in the aggregate \$1.9 million, that we made to Hayes' former shareholders and to cash used in operating activities of \$0.8 million.

Our shareholders' equity decreased to \$32.6 million as of December 31, 2016, compared to \$38.3 million as of December 31, 2015.

2017 Outlook

We identified the following key trends that we believe will continue to influence our market and the demand for our software solutions:

- The adoption of Hadoop across a variety of industries is growing rapidly worldwide. Organizations are adding it to their IT environments to enable large scale and cost-effective processing of Big Data, as well as to archive and store less-used data in more economical storage / infrastructure tiers. Likewise, the demand for data integration and loading solutions that support Hadoop and its technology ecosystem is increasing.
- Big Data is a key target market for Attunity given our ability to enable large scale data ingest for data lakes and analytics, as well as analyze data usage across Big Data systems. Our solutions facilitate the process of feeding data efficiently and in a managed way from a large volume of data sources, as well as empowering customers to make informed decisions about where to place data across data warehouses and Hadoop platforms.
- The already large open systems database, or DBMS, market, which is a target market for Attunity with our data replication software solutions, continues to grow. In addition, there is continued and accelerated growth of the amounts of data stored and managed by organizations, as well as a growing need and expectation by business users to have fresh and up-to-date information, sometimes referred to as information immediacy.
- Cloud computing, which is a target market for Attunity with our data replication software solutions, continues to grow significantly, with numerous software vendors and integrators looking to invest substantial resources in this market.
- The “Industrial Internet of Things” refers to the integration of complex physical machinery with networked sensors and software (creating large amounts of Big Data), together with machine-to-machine communication over wide distances, for the purpose of analyzing it all together (often in real-time), to gain better insights. These insights enable organizations to adjust and optimize operations. This evolving trend is presenting new opportunities for our solutions primarily because it creates large amounts of Big Data that require real-time access and availability.
- Data continues to have ongoing extensive growth and companies increasingly have a need to deploy, migrate and integrate this data across distributed computing environments and into competent Big Data systems, including Hadoop.

While we believe that these trends will present significant opportunities for us, they also pose significant challenges and risks, including those described under Item 3.D “Risk Factors” above.

In 2017, we intend to continue to invest in sales and marketing, developing and marketing new solutions and products, such as Replicate for SAP, and enhancing existing solutions and products, including support for new partner solutions and markets. We believe that this strategy will enable us to support continued sales growth and enhance market acceptance for our offerings.

Our ability to continue our growth and achieve profitability depends, in part, on the global economy and the growth rates and changes in technology trends in industries in which we operate, as well as the level of market acceptance of our solutions. As such, our results may be adversely affected if there is an economic slowdown, a decrease in the overall market's IT spending, a reduction in the capital expenditures by companies in our target markets or a failure of our new products to achieve market recognition.

For additional details regarding our capital resources and contractual obligations, see Item 5.B “Operating and Financial Review and Prospects – Liquidity and Capital Resources – Principal Financing Activities,” Item 5.B “Operating and Financial Review and Prospects – Liquidity and Capital Resources – Outlook” and Item 5.F “Operating and Financial Review and Prospects – Tabular Disclosure of Contractual Obligations.”

Critical Accounting Policies

The preparation of financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. On an on-going basis, we evaluate our estimates and judgments, including, but not limited to those related to (1) revenue recognition; (2) stock-based compensation; (3) liabilities presented at fair value; (4) provisions for income taxes; (5) goodwill; and (6) intangible assets. We base our estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Under different assumptions or conditions, actual results may differ from these estimates.

We believe that the following significant accounting policies are the basis for the most significant judgments and estimates used in the preparation of our consolidated financial statements .

Revenue Recognition . We generate revenues mainly from license fees and sub-license fees for the right to use our software products, maintenance, support, consulting and training services. We sell our products primarily through our direct sales force to customers and indirectly through distributors, OEMs and VARs. Both the customers and the distributors or resellers are considered end users. We are also entitled to fees from some of our OEMs and VARs upon the sublicensing of our software to end users. We account for software sales in accordance with Accounting Standards Codification, or ASC, No. 985-605, “*Software Revenue Recognition*” , or ASC No. 985-605.

Revenues from license and services fees are recognized when persuasive evidence of an arrangement exists, delivery of the product has occurred or the services have been rendered, the fee is fixed or determinable and collectability is probable. We usually do not grant a right of return to our customers.

We determine that persuasive evidence of an arrangement exists with respect to a customer when we have a purchase order from the customer, and a written contract or an approved quote, which is signed by both us and the customer (documentation is dependent on the business practice for each type of customer).

Our software may be either physically or electronically delivered to the customer. We determine that delivery has occurred upon shipment of the software or when the software is made available to the customer through electronic delivery, when the customer has been provided with access codes that allow the customer to take immediate possession of the software on its hardware. We consider all arrangements with payment terms extending beyond five months not to be fixed or determinable. If the fee is not fixed or determinable, revenue is recognized as payments become due from the customer, provided that all other revenue recognition criteria have been met.

We determine whether collectability is probable on a case-by-case basis. When assessing probability of collection, we consider the number of years in business and history of collection. If we determine from the outset that collectability is not probable based upon our review process, revenue is recognized as payments are received.

With regard to software arrangements involving multiple elements, we allocate revenues to the different elements in the arrangement under the “residual method,” in accordance with ASC No. 985-605, when Vendor Specific Objective Evidence, or VSOE, of fair value exists for all undelivered elements. Under the residual method, at the outset of the arrangement with the customer, we defer revenue for the fair value of our undelivered elements (maintenance, support and professional services) and recognize revenue for the remainder of the arrangement fee attributable to the elements initially delivered in the arrangement (software product) when the basic criteria have been met. Any discount in the arrangement is allocated to the delivered element.

Our determination of fair value of each element in multiple-element arrangements is based on the price charged when the same element is sold separately. We have established VSOE for professional services based on the hourly or daily rates we charge when we sell such services separately. VSOE for maintenance and support is determined based upon the price charged for renewals of such services.

Fees from OEMs or VARs are calculated either as a percentage of the revenue generated by the seller on sales of our products, or as a percentage of the OEM’s or VAR’s products in which our products are embedded, as specified in the applicable agreement. Those revenues are recognized on a quarterly basis in arrears based on reports received from the OEM or VAR.

Maintenance and support revenue included in multiple element arrangement is deferred and recognized on a straight-line basis over the term of the maintenance and support agreement.

Services revenues are recognized as the services are performed.

Deferred revenues include unearned amounts received under maintenance and support contracts and amounts charged to customers but not recognized as revenues.

Stock-based Compensation. We account for equity-based compensation in accordance with ASC No. 718, “*Compensation – Stock Compensation.*” Under the fair value based measurement approach of this statement, stock-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as an expense ratably on a straight line basis over the requisite service period. Determining the fair value of stock-based awards at the grant date requires the exercise of judgment, as well as the determination of the amount of stock-based awards that are expected to be forfeited. If actual forfeitures differ from our estimates, equity-based compensation expense and our results of operations would be impacted.

The fair value of each RSU is the market value as determined by the closing price of the ordinary share prior to the day of grant.

We estimate the fair value of employee stock options using a Black-Scholes-Merton valuation model. The fair value of an award is affected by our share price on the date of grant as well as other assumptions, including the estimated volatility of our share price over the expected term of the awards, and the estimated period of time that we expect employees to hold their stock options. The risk-free interest rate assumption is based upon U.S. Treasury interest rates appropriate for the expected life of the awards. We use the historical volatility of our ordinary shares in order to estimate future share price trends. The expected term of options granted is derived from the historical option exercises, post-vesting cancellations, and estimates concerning future exercises and cancellations for vested and unvested options that remain outstanding. Our expected dividend rate is zero since we do not currently pay cash dividends on our common stock and do not anticipate doing so in the foreseeable future.

Liabilities Presented at Fair Value . The Plenus Right (see Item 10.C “Material Contracts – Plenus Loan” and Note 7 to our consolidated financial statements) is considered as a derivative and classified as liability in accordance with ASC No. 815-40, “*Contracts in Entity’s Own Equity*” , or ASC No. 815-40, and is marked to market at each reporting date. As of December 31, 2016 and 2015, the liability associated with the Plenus Right amounted to \$512,000 and \$719,000, respectively.

We determined the fair value of the Plenus Right taking into account data provided by a third-party valuation specialist who assisted us in estimating the probability of occurrence of events triggering the exercisability of such right and used the Binomial model for options valuation; however, we are ultimately responsible for determining the value. In the model: (1) the fair value is affected by our share price on the date of measurement as well as other assumptions, including the estimated volatility of our share price over the term of this instrument; and (2) the risk-free interest rate assumption is based upon U.S. Treasury interest rates appropriate for the term of this instrument. We use the historical volatility of our ordinary shares in order to estimate future share price trends and our expected dividend rate is zero since we do not currently pay cash dividends on our ordinary shares and do not anticipate doing so in the foreseeable future.

Provisions for Income Taxes . We are subject to income taxes in Israel, the United States and a number of other foreign jurisdictions. Significant judgment is required in evaluating our uncertain tax positions and determining our provision for income taxes. Based on the guidance in ASC No. 740, "Income Taxes", we use a two-step approach to recognizing and measuring uncertain tax positions. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax expense or benefit as the largest amount that is more than 50% likely of being realized upon settlement.

Although we believe we have adequately reserved for our uncertain tax positions, no assurance can be given that the final tax outcome of these matters will not be different. We adjust these reserves in light of changing facts and circumstances, such as the closing of a tax audit, the refinement of an estimate or changes in tax laws. To the extent that the final tax outcome of these matters is different than the amounts recorded, such differences will impact the provision for income taxes in the period in which such determination is made. The provision for income taxes includes the impact of reserve provisions and changes to reserves that are considered appropriate, as well as the related interest.

We also assess our ability to utilize tax attributes, including those in the form of carry forwards for which the benefits have already been reflected in the financial statements. We do not record valuation allowances for deferred tax assets that we believe are more likely than not to be realized in future periods. While we believe the resulting tax balances as of December 31, 2016 and 2015 are appropriately accounted for, the ultimate outcome of such matters could result in favorable or unfavorable adjustments to our consolidated financial statements and such adjustments could be material. See Note 11 to our consolidated financial statements included elsewhere in this annual report for further information regarding income taxes and the discussion under "We may be required to pay additional taxes due to tax positions that we undertook" in Item 3.D. "Risk Factors" above.

Our income tax may be subject to audits by the tax authorities which may result in proposed assessments. We believe that we adequately provided for any reasonably foreseeable outcomes related to tax audits and settlement. However, our future results may include favorable or unfavorable adjustments to our estimated tax liabilities in the period the assessments are made or resolved, audits are closed or when statutes of limitation on potential assessments expire.

Goodwill . Goodwill is measured as the excess of the cost of acquisition over the sum of the amounts assigned to tangible and identifiable intangible assets acquired less liabilities assumed. We review goodwill for impairment at least annually, typically on October 31st of each year, or more frequently if events or changes in circumstances indicate that the carrying value of goodwill may not be recoverable. We operate in one operating segment and this segment comprises the only reporting unit. We test goodwill using the two-step goodwill impairment process in accordance with ASC No. 350, "Intangibles-Goodwill and Other". The first step, identifying a potential impairment, compares the fair value of the reporting unit with its carrying amount. If the carrying amount exceeds its fair value, the second step will be performed; otherwise, no further step is required. The second step, measuring the impairment loss, compares the implied fair value of the goodwill with the carrying amount of the goodwill. Any excess of the goodwill carrying amount over the applied fair value is recognized as an impairment loss, and the carrying value of goodwill is written down to fair value. During 2016, 2015 and 2014, no impairment of goodwill has been identified.

Intangible assets. Intangible assets consist of core technology, customer relationships and non-competition agreements. We review intangible assets carrying amount whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. Recoverability of these assets is measured by comparison of the carrying amount of each asset (or asset group) to the future undiscounted cash flows the asset (or asset group) is expected to generate. If the asset is considered to be impaired, the amount of any impairment is measured as the difference between the carrying value and the fair value of the impaired asset. During 2016, we recorded a \$4.1 million impairment charge on acquisition-related intangible assets. This impairment was based upon forecasted discounted cash flows which took into account reduced sales trends of products that are based on the Appfluent technology. During 2015, and 2014, no impairment of intangible assets has been identified. *See Note 2(h) to our consolidated financial statements for additional information on accounting of intangible assets.*

Recently Issued Accounting Pronouncements

In May 2014, the FASB issued ASU No. 2014-09, "Revenue from Contracts with Customers (Topic 606)", which amends the existing accounting standards for revenue recognition. The FASB has recently issued several amendments to the standard, including clarification on accounting for licenses of intellectual property and identifying performance obligations. We are currently evaluating the timing and method of adoption of the new revenue standard and also the impact that the new revenue standard will have on our consolidated financial statements and related disclosures.

For information with respect to ASU No. 2014-09 and other recent accounting pronouncements, see Note 2(u) to our consolidated financial statements included in this annual report .

Results of Operations

The following discussion of our results of operations for the years ended December 31, 2016, 2015 and 2014, including the following table, which presents selected financial information data in dollars and as a percentage of total revenues, is based upon our statements of operations contained in our financial statements for those periods, and the related notes, included in this annual report.

On March 18, 2015, we completed the acquisition of Appfluent. As a result of this transaction, the revenues and expenses of Appfluent are consolidated with our results of operations starting March 18, 2015. *See Note 3 to our consolidated financial statements included in this annual report.*

Year Ended December 31,
(dollars in thousands)

	2016		2015		2014	
Software licenses	53%	\$ 28,653	55%	\$ 26,568	56%	\$ 20,128
Maintenance and services	47%	25,841	45%	21,600	44%	15,524
Total Revenues	100%	54,494	100%	48,168	100%	35,652
Operating expenses:						
Cost of software licenses	4%	2,143	5%	2,518	2%	890
Cost of maintenance and services	12%	6,637	10%	4,760	7%	2,431
Research and development	24%	13,283	23%	11,139	26%	9,316
Selling and marketing	64%	35,089	57%	27,381	54%	19,136
General and administrative	8%	4,594	10%	4,857	11%	3,944
Impairment of acquisition-related intangible assets	8%	4,122	-	-	-	-
Total operating expenses	121%	65,868	105%	50,655	100%	35,717
Operating loss	(21)%	(11,374)	(5)%	(2,487)	*	(65)
Financial expenses, net	*	(54)	1%	(576)	3%	(893)
Loss before taxes on income	(21)%	(11,428)	(6)%	(3,063)	(3)%	(958)
Income tax benefit (taxes on income)	1%	735	1%	(546)	2%	(734)
Net loss	(20)%	\$ (10,693)	(7)%	\$ (3,609)	(5)%	\$ (1,692)

* Less than 1%

Comparison of Years Ended December 31, 2016, 2015 and 2014

Revenues . Our revenues are derived primarily from software licenses, maintenance and services. For additional details regarding the manner in which we recognize revenues, see the discussion under the caption “ *Critical Accounting Policies - Revenue Recognition* ” above.

The following table provides a breakdown of our revenues by type of revenues , relative percentages out of total revenues during the last three fiscal years as well as the percentage change between such periods (dollars in thousands):

	2016		2015		2014		Percent change	Percent change
							2016 vs. 2015	2015 vs. 2014
Software licenses	\$ 28,653	53%	\$ 26,568	55%	\$ 20,128	56%	8%	32%
Maintenance and services	25,841	47%	21,600	45%	15,524	44%	20%	39%
Total	\$ 54,494	100%	\$ 48,168	100%	\$ 35,652	100%	13%	35%

The following table provides a breakdown by geographical area of our revenues (including maintenance and services revenues), relative percentages out of total revenues during the last three fiscal years as well as the percentage change between such periods (dollars in thousands):

	2016		2015		2014		Percent change 2016 vs. 2015	Percent change 2015 vs. 2014
North America	\$ 38,769	71%	\$ 36,236	75%	\$ 25,993	74%	7%	39%
Europe	11,342	21%	7,795	16%	6,085	17%	46%	28%
APAC	3,337	6%	2,838	6%	2,227	6%	18%	27%
Israel	535	1%	662	2%	817	2%	(19)%	(19)%
Other	511	1%	637	1%	530	1%	(20)%	20%
Total	<u>\$ 54,494</u>	<u>100%</u>	<u>\$ 48,168</u>	<u>100%</u>	<u>\$ 35,652</u>	<u>100%</u>	<u>13%</u>	<u>35%</u>

In 2016, our total revenues increased by 13% to approximately \$54.5 million, compared with \$48.2 million in 2015. Total revenues were comprised of:

- License revenues that increased by 8% to \$28.7 million in 2016, compared with \$26.6 million in 2015. The increase in license revenues mainly resulted from increased demand for our Attunity Replicate solution, including our Attunity Replicate solution for Hadoop, which was partially offset mainly by a decrease in sales of Attunity Visibility; and
- Maintenance and services revenues that increased by 20% to \$25.8 million, compared with \$21.6 million in 2015. The increase is primarily due to (1) license revenues generated throughout 2015 that contributed to higher maintenance revenues in 2016, and (2) an increase in service revenues as larger implementations required additional professional services.

In 2015, our total revenues increased by 35% to approximately \$48.2 million, compared with \$35.7 million in 2014. Total revenues were comprised of:

- License revenues that increased by 32% to \$26.6 million in 2015, compared with \$20.1 million in 2014. The increase in license revenues mainly resulted from (1) revenues from the previously announced strategic technology license agreement with a cloud service provider, (2) revenues from sales of Attunity Visibility (associated with the acquisition of Appfluent in March 2015), and (3) increased demand for our Attunity Replicate solution, including our Attunity Replicate solution for Hadoop; and
- Maintenance and services revenues that increased by 39% to \$21.6 million, compared with \$15.5 million in 2014. The increase is primarily due to (1) license revenues generated throughout 2014 that contributed to higher maintenance revenues in 2015, (2) maintenance revenues from Attunity Visibility (associated with the acquisition of Appfluent in March 2015), and (3) an increase in service revenues as larger implementations required additional professional services.

While our revenues increased between 2014 and 2016 primarily in North America (from approximately \$26.0 million in 2014 to \$38.8 million in 2016) and in the EMEA (Europe, the Middle East and Africa) region (from approximately \$6.1 million in 2014 to \$11.3 million in 2016), we believe the change in our revenues is primarily related to the aforesaid factors, rather than a specific demand for our products in any region.

Cost of Revenues . Cost of software license revenues consists of amortization of core technology acquired. Cost of maintenance and services consists primarily of salaries of employees performing the maintenance and consulting services and related overhead.

The following table sets forth a breakdown of our cost of revenues between license and maintenance and services for the last three fiscal years as well as the percentage change between such periods (dollars in thousands):

	2016	2015	2014	Percent change 2016 vs. 2015	Percent change 2015 vs. 2014
Cost of software licenses	\$ 2,143	\$ 2,518	\$ 890	(15)%	183%
Cost of maintenance and services	6,637	4,760	2,431	39%	96%
Total	\$ 8,780	\$ 7,278	\$ 3,321	21%	119%

Our cost of revenues increased to approximately \$8.8 million in 2016 from approximately \$7.3 million in 2015. This increase is mainly due to an increase of employee related compensation of approximately \$1.5 million mainly due to an increase in professional services and support personnel, which was partially offset by a decrease of approximately \$0.4 million associated with amortization of core technology acquired in connection with our acquisitions of Appfluent, Hayes and BIReady. The headcount of customer support personnel, including professional services personnel, increased (1) from 33 at the end of 2015 to 37 at the end of 2016 and (2) on an average basis, from an average of 30 during 2015 to an average of 36 during 2016.

Our cost of revenues increased to approximately \$7.3 million in 2015 from approximately \$3.3 million in 2014. This increase is mainly due to (1) an increase of employee related compensation of approximately \$2.1 million mainly due to an increase in professional services personnel, and (2) an increase of approximately \$1.6 million associated with amortization of core technology acquired in connection with our acquisitions of Appfluent, Hayes and BIReady. The headcount of customer support personnel and professional services personnel, increased (1) from 19 at the end of 2014 to 33 at the end of 2015 and (2) on an average basis, from an average of 17 during 2014 to an average of 30 during 2015.

Operating Expenses . The following table sets forth a breakdown of our operating expenses (excluding cost of revenues) for the last three fiscal years as well as the percentage change between such periods (dollars in thousands) :

	2016	2015	2014	Percent change 2016 vs. 2015	Percent change 2015 vs. 2014
Research and development	\$ 13,283	\$ 11,139	\$ 9,316	19%	20%
Selling and marketing	35,089	27,381	19,136	28%	43%
General and administrative	4,594	4,857	3,944	(5)%	23%
Impairment of acquisition-related intangible assets	4,122	-	-	N/A	N/A
Total	\$ 57,088	\$ 43,377	\$ 32,396	32%	34%

Research and Development . Research and development, or R&D, expenses consist primarily of salaries of employees engaged in on-going research and development activities and other related costs.

Total R&D costs increased by approximately 19% from \$11.1 million in 2015 to \$13.3 million in 2016. This increase is mainly due to an increase of approximately \$1.7 million in our employee salaries and benefits expenses, and equity-based compensation. The headcount of R&D personnel increased (1) from 80 at the end of 2015 to 82 at the end of 2016 and (2) on an average basis, from an average of 76 during 2015 to an average of 83 during 2016.

Total R&D costs increased by approximately 20% from \$9.3 million in 2014 to \$11.1 million in 2015. This increase is mainly due to (1) the contribution of Appfluent to our R&D costs of approximately \$1.2 million and (2) an increase of approximately \$0.6 million in our employee related costs and equity-based compensation. The headcount of R&D personnel increased (1) from 63 at the end of 2014 to 80 at the end of 2015 and (2) on an average basis, from an average of 61 during 2014 to an average of 76 during 2015.

Selling and Marketing . Selling and marketing expenses consist primarily of costs relating to compensation and overhead to sales, marketing and business development personnel, travel and related expenses, and sales offices maintenance and administrative costs.

Selling and marketing expenses increased by approximately 28% to \$35.1 million in 2016 from \$27.4 million in 2015. This increase is primarily due to (1) an increase of approximately \$3.2 million in costs related to the expansion of our sales and marketing teams, consistent with the strategy to increase our global footprint, (2) increased sales commission expenses (due to higher revenues) of approximately \$2.0 million, (3) a net gain of \$1.8 million recorded in 2015 due to a reversal of the previously accrued milestone-based contingent payment to Appfluent former shareholders, (4) an approximately \$0.4 million increase in equity-based compensation, and (5) additional investment in marketing activities of approximately \$0.3 million. Our sales and marketing teams' headcount increased (1) from 102 employees as of December 31, 2015 to 104 employees as of December 31, 2016 and (2) on an average basis, from an average of 92 during 2015 to an average of 107 during 2016.

Selling and marketing expenses increased by approximately 43% to \$27.4 million in 2015 from \$19.1 million in 2014. This increase is primarily due to (1) an increase of approximately \$4.8 million in costs related to the expansion of our sales and marketing teams, consistent with the strategy to increase our global footprint, (2) additional investment in marketing activities, such as trade shows, seminars and marketing programs, of approximately \$1.1 million to support this expansion, (3) the contribution of Appfluent to our selling and marketing expenses of approximately \$2.2 million of additional expenses, (4) an increase of \$1.0 million in travel and rent expenses, and (5) an increase in equity-based compensation expenses of approximately \$0.8 million. The increase in sales and marketing expenses was partially offset by \$2.1 million related to the change in fair value of previously accrued milestone-based contingent payments. Our sales and marketing teams' headcount increased (1) from 70 employees as of December 31, 2014 to 102 employees as of December 31, 2015 and (2) on an average basis, from an average of 63 during 2014 to an average of 92 during 2015.

General and Administrative . General and administrative expenses consist primarily of compensation costs for finance, general management and administration personnel, and legal, audit, and other administrative costs.

General and administrative expenses decreased by approximately 5% to \$4.6 million in 2016 from \$4.9 million in 2015. The decrease is primarily attributable to expenses of approximately \$0.6 million, mainly associated with the acquisition of Appfluent, incurred in 2015, which was partially offset by an increase in equity-based compensation expenses of approximately \$0.3 million.

General and administrative expenses increased by approximately 23% to \$4.9 million in 2015 from \$3.9 million in 2014. The increase is primarily attributable to (1) a one-time increase in corporate and legal expenses, mainly associated with the acquisition of Appfluent, of approximately \$0.6 million and (2) an increase in equity-based compensation expenses of approximately \$0.3 million.

Operating Loss . Based on the foregoing, our operating loss increased from \$2.5 million in 2015 to approximately \$11.4 million in 2016. In 2014, we had an operating loss of \$65,000.

Financial Expenses, Net . In 2016, we had net financial expenses of \$54,000 compared to approximately \$576,000 in 2015. This decrease is attributed mainly to a decrease of accretion of contingent obligation related to (1) the acquisition of Hayes, which was paid in 2016 and (2) the acquisition of Appfluent, due to a reversal of the previously accrued milestone-based contingent payment to Appfluent former shareholders in December 2015.

In 2015, we had net financial expenses of \$576,000 compared to approximately \$893,000 in 2014. This decrease is attributed mainly to a decrease of accretion of contingent obligation related to the acquisition of Hayes which was paid in 2015.

Taxes on Income . Income tax benefit in 2016 was \$735,000, compared with taxes on income of \$546,000 in 2015 and \$734,000 in 2014. The change between 2015 and 2016 is mainly attributed to a reduction in a deferred tax liability on acquisition-related intangible assets, following the \$4.1 million impairment charge we recorded in 2016 in connection with the acquisition of Appfluent, which led to a tax benefit recorded in 2016. The decrease between 2014 and 2015 is mainly due to an increase in tax benefit on deferred tax liabilities on intangible assets related to our acquisition of Appfluent, which was partially offset by an increase in the taxable income of our U.S. subsidiaries.

For additional details regarding our income taxes, see also note 11 to our consolidated financial statements included elsewhere in this annual report, the discussion under "We may be required to pay additional taxes due to tax positions that we undertook" in Item 3.D. "Risk Factors" above and "Item 10E – Taxation – Israeli Tax Considerations" below.

Impact of Currency Fluctuations and of Inflation

Our financial results may be negatively impacted by foreign currency fluctuations and inflation.

Except as set forth below, foreign currency fluctuations and the rate of inflation did not have a material impact on our financial results in the past three years.

In 2016, the devaluation of the dollar in relation to the NIS decreased the dollar reporting value of our operating expenses by approximately \$0.2 million compared with 2015. Since the beginning of 2014, we have been engaged in several currency hedging transactions intended to reduce the effect of fluctuations in currency exchange rates on our financial statements. As of December 31, 2016 and 2015, the fair value of our outstanding forward and cylinder contracts amounted to approximately (\$7,000) and (\$62,000), respectively.

For additional details, see Item 11 "Quantitative and Qualitative Disclosures about Market Risk" below.

B. Liquidity and Capital Resources

In the past several years, we financed our operations primarily through cash generated by operations and short-term loans. In November 2013, we also raised net proceeds of approximately \$18.0 million in a public offering of our ordinary shares and, as described below, in July 2015 we also secured a short-term line of credit, which was extended for additional one-year period ending in July 2017.

Our funding and treasury activities are conducted within corporate practices to maximize investment returns while maintaining appropriate liquidity for both our short and long term needs. Cash and cash equivalents are held primarily in dollars and NIS.

Principal Financing Activities

In the past two years, we have engaged in the following principal financing activities:

Credit Line. In July 2015, we secured a short-term line of credit of approximately \$5.0 million from an Israeli bank, which line of credit we extended in August 2016 for an additional one-year period ending in July 2017. Draws, if any, under the credit line will bear interest of the monthly LIBOR plus 3.25%. As of December 31, 2016, approximately \$0.65 million of the line of credit is used by the bank as collateral to secure the Company's obligations under our Israeli office lease agreement and for hedging transactions. To secure the credit line, we agreed, among other things, to grant the bank a first priority floating charge on all of our assets. We refer to the agreements relating to such charges as the "Security Agreements". The Security Agreements contain several restrictive covenants, including customary limitations on our ability to pledge additional assets, enter into affiliated party transactions, pay dividends or repurchase our shares, and subject to specified exceptions, a negative pledge on the assets of some of our subsidiaries.

Working Capital and Cash Flows

As of December 31, 2016, we had \$9.2 million in cash and cash equivalents, compared with \$12.5 million in cash and cash equivalents as of December 31, 2015. The decrease is mainly attributable to (1) an earn-out payment of \$1.9 million we made to Hayes' former shareholders during 2016, and (2) net cash used in operating activities of \$0.8 million.

As of December 31, 2016 and 2015, we did not have any debt to a third party, other than for the credit line used as collateral for the bank as described above. As of December 31, 2016, our deficit in working capital amounted to \$1.2 million, compared to a working capital of \$0.2 million as of December 31, 2015. The decrease is primarily due to (1) a decrease of \$3.3 million in cash and cash equivalents, (2) an increase in deferred revenues of \$1.3 million, and (3) an increase in employees and payroll accruals and other accrued expenses of \$1.5 million. This decrease was partially offset by (1) an increase of \$2.5 million in trade receivables, and (2) a decrease in contingent payment obligations of \$1.9 million.

The following table presents the major components of net cash flows used in and provided by operating, investing and financing activities for the periods presented (dollars in thousands):

	<u>2016</u>	<u>2015</u>	<u>2014</u>
Net cash (used in) provided by operating activities	\$ (825)	\$ 4,920	\$ 3,091
Net cash used in investing activities	(456)	(10,597)	(1,624)
Net cash provided by (used in) financing activities	(1,872)	(672)	1,009

In the past three years, we used a significant portion of our cash for acquisitions. In 2016, 2015 and 2014, we paid a total of approximately \$2.0 million, \$12.5 million and \$0.7 million, respectively, as cash consideration (including contingent consideration paid during these years, but excluding consideration payable in ordinary shares) for this purpose (namely, the acquisitions of Appfluent, BIReady and Hayes described elsewhere in this annual report).

Net cash used in operating activities was approximately \$825,000 in 2016, compared with net cash provided by operating activities of approximately \$4.9 million in 2015 and \$3.1 million in 2014. The decrease from 2015 to 2016 is mainly due to (1) an increase of approximately \$7.1 million in net loss, and (2) \$4.1 million increase in net cash outflow from trade receivables, which was partially offset by a \$5.4 million increase in adjustments for non-cash expenses. The increase from 2014 to 2015 is mainly due to (1) \$2.3 million increase in net cash inflow from trade receivables, and (2) \$0.9 million increase in adjustments for non-cash expenses, which was partially offset by an increase of approximately \$1.9 million in net loss.

Net cash used in investing activities in 2016 was approximately \$0.5 million, compared to \$10.6 million in 2015 and \$1.6 million in 2014. The change between the years 2014, 2015 and 2016 is mainly attributable to \$10.4 million of cash paid in connection with the acquisition of Appfluent in March 2015.

Net cash used in financing activities in 2016 was approximately \$1.9 million, compared to \$0.7 million in 2015, and compared to net cash provided by financing activities of \$1.0 million in 2014. The change between 2016 and 2015 is mainly attributable to a decrease in proceeds from exercise of options. The change between 2015 and 2014 is mainly attributable to the earn-out payments to Hayes' former shareholders in the aggregate amount of \$2.1 million in April 2015.

Principal Capital Expenditure and Divestitures

During 2016, our capital expenditures totaled approximately \$456,000 (compared to \$625,000 during 2015 and \$446,000 during 2014), most of which were used for the purchase of computer equipment and software. Other than future capital expenditures in connection with the purchase of computers and licensee software and consistent with the amounts described in 2016, we have no significant capital expenditures in progress. We did not affect any principal divestitures in the past three years.

Outlook

Currently, our principal commitments consist mainly of our lease payments. *See also Item 5.F "Tabular Disclosure of Contractual Obligations."*

In light of our cash balances and other factors, including our ability to generate cash from operations, we believe that our existing capital resources will be adequate to satisfy our working capital and capital expenditure requirements for a period of no less than the next 12 months.

C. Research and Development, Patents and Licenses, etc.

The software industry is characterized by rapid product changes resulting from new technological developments, performance improvements and lower hardware costs and is highly competitive with respect to timely product innovation. We, through our R&D and support personnel, work closely with our customers and prospective customers to determine their requirements, to design enhancements and new releases to meet their needs and to adapt our products to new platforms, operating systems and databases. R&D activities for all products principally take place in Israel and Illinois. As of December 31, 2016, we employed 82 persons in R&D compared to 80 persons as of December 31, 2015.

We have committed substantial financial resources to our R&D efforts. During 2016, 2015 and 2014, our R&D expenditures were approximately \$13.3 million, \$11.1 million and \$9.3 million, respectively.

As described in *Item 4.B "Information on the Company - Business Overview - Government Regulations,"* we participated in the past in programs sponsored by the IIA.

D. Trend Information

See Item 5.A “Operating Results – Executive Summary.”

E. Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements, as such term is defined under Item 5.E of the instructions to Form 20-F, that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

F. Tabular Disclosure of Contractual Obligations

The following table summarizes our contractual obligations and commercial commitments, as of December 31, 2016:

Contractual Obligations	Payments due by period (dollars in thousands)				
	Total	Less than 1 year*	1-2 Years	3-5 Years	More than 5 Years
Severance pay obligation (1)	1,257	--	--	--	--
Operating lease obligations (2)	4,350	1,668	1,220	1,462	--
Contingent payment obligations (3)	271	271	--	--	--
Total (4)	5,878	1,939	1,220	1,462	\$ --

* For 2017

- (1) Severance payments of \$5,027,000 are payable only upon termination, retirement or death of the respective employee. Of this amount, \$1,257,000 is unfunded. Since we are unable to reasonably estimate the timing of settlement, the timing of such payments is not specified in the table. *See also Note 2(r) to our consolidated financial statements included elsewhere in this annual report .*
- (2) Includes rent expenses of approximately \$4,054,000 related to our leased facilities for the next five years.
- (3) Includes the fair value of contingent payment of up to EUR 260,000 (approximately \$271,000) in the aggregate, payable in April 2017 to BIReady or its successors.
- (4) As of December 31, 2016, these figures exclude (1) \$0.4 million for an accrual for uncertain income tax position under ASC No. 740, “Income Taxes,” because we are unable to reasonably estimate the ultimate amount or timing of settlement of this amount (*see Note 11(f) of our consolidated financial statements included elsewhere in this annual report*), and (2) \$0.5 million for liabilities presented at fair value associated with the Plenus Right because we are unable to reasonably estimate the ultimate amount of, or timing of payment for, such Plenus Right (*see Note 7 of our consolidated financial statements included elsewhere in this annual report*).

ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

A. Directors and Senior Management

The following lists the name, age, principal position and a biographical description of each of our current directors and senior management.

<u>Name</u>	<u>Age</u>	<u>Director Since</u>	<u>Position with the Company</u>
Shimon Alon	67	2004	Chief Executive Officer and Chairman of the Board of Directors
Dror Harel-Elkayam	49	--	Chief Financial Officer and Secretary
Mel Passarelli	60	--	Executive Vice President, North American Operations
Erez Zeevi	51	--	Executive Vice President, Research and Development and Worldwide Support
Paul Kelly	63	--	Executive Vice President of Sales, EMEA Operations
Itamar Ankorion	43	--	Chief Marketing Officer
Dov Biran	64	2003	Director
Dan Falk (1) (2)	72	2002	Director
Tali Alush-Aben (1) (2)	53	2008	Outside Director
Ron Zuckerman	59	2004	Director
Gil Weiser (1) (2)	75	2010	Outside Director

(1) Member of the Audit Committee.

(2) Member of the Compensation Committee.

Shimon Alon was appointed Chairman of our Board of Directors in April 2004 and was appointed our Chief Executive Officer in June 2008. From September 1997 until June 2003, Mr. Alon served as Chief Executive Officer of Precise Software Solutions Ltd., or Precise, a provider of application performance management. Since the acquisition of Precise by Veritas Software Corp., or Veritas, in June 2003, Mr. Alon has served as an executive advisor to Veritas. Prior to Precise, Mr. Alon held a number of positions at Scitex Corporation Ltd. and its subsidiaries, including President and Chief Executive Officer of Scitex America and Managing Director of Scitex Europe. Mr. Alon holds a degree from the Executive Management Program at the Harvard Business School.

Dror Harel-Elkayam was appointed Chief Financial Officer in October 2010. Prior to that, he served as our Vice President - Finance and Secretary since October 2004. From August 1997 until June 2003, he served as the Director of Finance and Corporate Secretary of Precise. Since the acquisition of Precise by Veritas in June 2003 and until September 2004, he served as a Director of Finance of Precise. Mr. Harel-Elkayam holds a B.A. degree in economics and accounting from the Hebrew University, Jerusalem. He is also a certificated public accountant in Israel.

Mel Passarelli was appointed Vice President, North American Operations in April 2007 and as Executive Vice President, North American Operations, in April 2015. From 2005 until 2007, he served as Vice President, Worldwide Sales in Vistagy, Inc. (now a part of Siemens). Prior to Vistagy, Mr. Passarelli served in senior management roles at Artisoft Inc., Omtool Ltd. and Intergraph Corporation (now part of Hexagon). Mr. Passarelli holds a B.A. degree in economics and political science and an M.B.A. degree in marketing and finance, both from the State University of New York in Buffalo. He also holds a J.D. from Suffolk University School of Law in Boston.

Erez Zeevi was appointed as our Vice President, Research and Development and Worldwide Support in March 2009 and as Executive Vice President, Research and Development and Worldwide Support in April 2015. From January 2006 until March 2009, he served as our Director of Research and Development. Mr. Zeevi joined Attunity in 1993 and has served in various positions associated with our Research and Development activities. He holds a B.Sc. degree in software engineering from the Technion, Israel Institute of Technology in Haifa.

Paul Kelly was appointed as our Vice President of Sales, EMEA Operations in September 2013 and as our Executive Vice President of Sales, EMEA Operations, in April 2015. From 2009 until 2013, he served as Vice President of Worldwide Sales in Aria Networks Ltd. Prior to Aria Networks, Mr. Kelly served in senior management roles at Macro 4 plc, Quadstone Ltd. and Portal Software Inc. (now a part of Oracle). Mr. Kelly holds Upper 2nd Class degree in Engineering Science from Warwick University.

Itamar Ankorion was appointed as our Chief Marketing Officer in August 2016. He served as our Vice President, Business Development and Corporate Strategy from July 2011 and as our Executive Vice President, Business Development, from April 2015 until August 2016. From 2009 until 2011, he served as our Head of Marketing and Business Development. Previously, Mr. Ankorion held product management and development positions with Attunity, Comverse Network Systems, Bridges for Islands and the Israel Air Force. Mr. Ankorion holds a B.A. degree in computer science and business administration and an M.B.A. degree, both from the Tel Aviv University.

Dr. Dov Biran has been a director since December 2003. From March 2000 through October 2001, he served as acting Chief Executive Officer, Chief Technology Officer and a Director of Attunity. Dr. Biran is the founder and the Chief Executive Officer of Fitango Health, Inc. Prior thereto, Dr. Biran was the founder and President of Bridges for Islands, which was acquired by us in February 2000. Dr. Biran was the Chief Executive Officer of Optimal Technologies Ltd., Chief Information Officer of Dubek Ltd. and an officer in the computer unit of the Israeli Defense Forces. He also served as a Professor of entrepreneurship and computers at Babson College, Northeastern University and Tel Aviv University. Dr. Biran holds a B.Sc., M.B.A., and a Ph.D. degrees in computers from Tel Aviv University.

Dan Falk has been a director since April 2002. From 1999 until 2000, he served as the President and Chief Operating Officer and then Chief Executive Officer of Sapiens International Corporation N.V., or Sapiens, a publicly traded company that provides cost-effective business software solutions. From 1995 until 1999, Mr. Falk was Executive Vice President and Chief Financial Officer of Orbotech Ltd., a maker of automated optical inspection and computer aided manufacturing systems. Mr. Falk is a member of the boards of directors of Orbotech, Nice Systems Ltd., and Ormat Technologies, Inc. He holds a B.A. degree in economics and political science and an M.B.A. degree, both from the Hebrew University, Jerusalem.

Tali Alush-Aben has been an outside director since December 2008. She is currently an independent consultant. Until January 2008, she was a General Partner at Gemini, an Israeli venture capital fund she joined in 1994. Her focus in Gemini was primarily on software companies. Prior to joining Gemini, she served as Marketing Director of RadView Ltd., then a start-up software company, and as Senior Product Marketing Manager at SunSoft Inc. From 1990 to 1992, she served as Marketing Director for Mercury Interactive Corporation. She holds a B.Sc. degree in mathematics and computer science and an M.B.A. degree, both from Tel-Aviv University.

Ron Zuckerman has been a director since May 2004. Mr. Zuckerman co-founded Precise and served as its Chairman until it was acquired by Veritas in June 2003. Mr. Zuckerman co-founded Sapiens and served as its Chairman and Chief Executive Officer until March 2000. Mr. Zuckerman was a co-founder and director of GVT Holdings SA, a Brazilian telephone operator, until it was acquired by the Vivendi Group in late 2009. Mr. Zuckerman was also an early investor and a director of Wintegra Inc. until it was acquired by PMC-Sierra Inc. in late 2010. He is also an investor and a director in several other privately held companies. Mr. Zuckerman holds a B.Sc. degree in economics from Brandeis University.

Gil Weiser has been an outside director since December 2010. Mr. Weiser currently serves as a director of several companies, including as the Chairman of BG Technologies Ltd. He has more than 25 years of experience in management and operations, with executive posts at corporate, academic and financial entities. He served as the Chief Executive Officer of Orsus Solutions Ltd. from August 2006 to June 2010, and as the Chief Executive Officer of Hewlett Packard (Israel) and CMS Corporation from 1995 to 2000. From 1993 until 1995, he served as President and Chief Executive Officer of Fibronics International Inc. and as Chief Executive Officer of Digital (DEC Israel) from 1978 to 1993. He also served as a director of the Tel Aviv Stock Exchange from 2002 to 2004 and as Chairman of the Multinational Companies Forum. Mr. Weiser holds a B.Sc. degree from Technion, Israel Institute of Technology in Haifa as well as a M.Sc. degree in science from the University of Minnesota.

Additional Information

There are no family relationships between any of the directors or members of senior management named above.

Our articles of association provide for a Board of Directors of not fewer than two nor more than eleven members. Our Board of Directors is currently composed of six directors (including the two outside directors). Officers serve at the pleasure of the Board of Directors, subject to the terms of any agreement between the officer and us. In accordance with the Companies Law, the concurrent office of Mr. Alon as both our Chairman and Chief Executive Officer for a term of three years was approved by our shareholders in December 2016.

Messrs. Alon, Biran, Falk and Zuckerman will serve as directors until our annual general meeting of shareholders in 2017. Ms. Alush-Aben was re-elected as an outside director in December 2014 for an additional three-year term. Mr. Weiser was re-elected as an outside director in December 2016 for an additional three-year term.

We are not aware of any arrangements or understandings with major shareholders, customers, suppliers or others, pursuant to which (1) any person referred to above was selected as a director or member of senior management or (2) any director will receive compensation by a third party in connection with his or her candidacy or board service in the Company.

B. Compensation

Aggregate Executive Compensation

Our objective is to attract, motivate and retain highly skilled personnel who will assist Attunity to reach its business objectives, performance and the creation of shareholder value and otherwise contribute to its long-term success. In December 2016, our shareholders approved the renewal of the compensation policy for our executive officers and directors, or the Compensation Policy. The Compensation Policy was designed to correlate executive compensation with Attunity's objectives and goals and otherwise embraces a performance culture that is based on merit, and differentiates and rewards excellent performance in the long term.

The following table sets forth all cash and cash-equivalent compensation we paid with respect to all of our directors and executive officers as a group for the periods indicated:

	Salaries, fees, commissions and bonuses	Pension, retirement and similar benefits
2016 - All directors and executive officers as a group, consisting of 11 persons for the year ended December 31, 2016	\$ 2,131,000	\$ 383,000
2015 - All directors and executive officers as a group, consisting of 10 persons for the year ended December 31, 2015	\$ 1,921,000	\$ 318,000

We provide leased automobiles to our executive officers in Israel pursuant to standard policies and procedures.

During 2016, we granted to our directors and officers listed in Item 6A above:

- options to purchase, in the aggregate, 132,278 ordinary shares at a weighted average exercise price per share of \$5.66. The options, which vest over a period of three years after the grant date, expire in 2022. The weighted average fair value of these options as of the grant date was \$3.00 per option; and
- 98,000 ordinary shares issuable upon the vesting of outstanding RSUs, which vest over a period of three years after the grant date. The weighted average fair value of these RSUs as of the grant date was \$8.21 per RSU.

For a discussion of the accounting method and assumptions used in valuation of such options and RSUs, see Note 10 to our consolidated financial statements included elsewhere in this annual report. See also “Item 6.E. - Directors, Senior Management and Employee – Share Ownership — Equity Incentive Plans” below .

Individual Compensation of Covered Executives

The table and summary below outline the compensation granted to our five most highly compensated "office holders" during or with respect to the year ended December 31, 2016. The Companies Law defines the term “office holder” of a company to include a director, the chief executive officer, the chief business manager, a vice president and any officer that reports directly to the chief executive officer. We refer to the five individuals for whom disclosure is provided herein as our “Covered Executives.”

For purposes of the table and the summary below, “compensation” includes base salary, bonuses (including sales commissions), equity-based compensation, retirement or termination payments, benefits and perquisites such as car, and social benefits and any undertaking to provide such compensation. All amounts reported in the table are in terms of cost to the Company, as recognized in our financial statements for the year ended December 31, 2016.

Name and Principal Position (1)	Annual Base Salary (2)	Bonus (3)	Equity-Based Compensation (4)	All Other Compensation (5)	Total
(Dollars in thousands)					
Shimon Alon , <i>Chairman of the Board and Chief Executive Officer</i>	338	151 (6)	521 (7)	168 (8)	1,178
Mel Passarelli, <i>Executive Vice President, North American Operations</i>	200	209	183	61	653
Paul Kelly, <i>Executive Vice President of Sales EMEA</i>	171	183	159	99	612
Itamar Ankorian, <i>Chief Marketing Officer</i>	181	150	172	60	564
Dror Harel-Elkayam, <i>Chief Financial Officer</i>	183	29	215	96	524

* Since all or part of the compensation may be denominated in currencies other than the dollar, fluctuations in dollar amounts may be attributed to exchange rate fluctuations. In particular, for purposes of this table, cash compensation amounts denominated in currencies other than the dollar were converted into dollars at an exchange rate of NIS 3.84 per \$1.00 and of GBP 1.36 per \$1.00, which reflect the average applicable conversion rates for 2016.

- (1) Unless otherwise indicated herein, all Covered Executives are (i) employed on a full-time (100%) basis; and (ii) subject to customary confidentiality, intellectual property assignment and non-solicitation provisions as well as an undertaking not to compete with us or in our field of business for at least 12 months following termination of employment.
- (2) Reflects the annual gross salary of the Covered Executive.
- (3) Amounts reported in this column represent annual bonuses, including sales commissions, granted to the Covered Executives based on formulas set forth in their respective employment agreements. Consistent with our Compensation Policy, such bonuses are based upon (i) for the Chief Executive Officer, see footnote 6 below; (ii) for the other executive officers, achievement of targets of revenues generated by the individual and/or his/her team or division and/or the Company, as well as, in appropriate circumstances, other measurable criteria, and in any event, not to exceed the amount of 250% of annual base salary of such executive, and (iii) with respect to the Chief Financial Officer, the milestones and criteria for the annual bonus consist of several performance metrics (namely, annual revenue and profitability metrics), which are tied to our annual budget and are subject to target thresholds within each metric and ranges of bonus payout.
- (4) Amounts reported in this column represent the accounting expense recognized by the Company associated with stock-based compensation in accordance with accounting guidance for stock-based compensation. For a discussion of the assumptions used in reaching this valuation, see Note 10(b) to our consolidated financial statements. All of the awards were in the form of stock options (which expire six years after the grant date), RSUs or ordinary shares, and were made pursuant to one of our equity incentive plans.
- (5) Amounts reported in this column include benefits and perquisites, including those mandated by applicable law. Such benefits and perquisites may include, to the extent applicable to the Covered Executive, payments, contributions and/or allocations for savings funds (e.g., Managers Life Insurance Policy), education funds (“keren hishtalmut”), pension, severance, vacation, car or car allowance, medical insurances and benefits, risk insurances (e.g., life, or work disability insurance), convalescence or recreation pay, relocation, employers payments for social security, tax gross-up payments (including for certain travel related payments), and other benefits and perquisites consistent with Attunity’s guidelines. Unless otherwise indicated herein, all Covered Executives in Israel are entitled (including by virtue of Israeli labor laws), among other things, to (i) a company car and all related expenses, except related taxes; (ii) Company contributions for the benefit of the Covered Executive to (a) our Managers Insurance Policy in the amount of 15.33% of the Covered Executive gross salary (a portion of which is for severance pay, to which the Covered Executive would be entitled), and (b) our Education Fund in the amount of 7.5% of the Covered Executive’s gross salary; (iii) up to 23 days paid vacation per year; (iv) up to 10 days recreation (“Havra’a”) payment a year in an amount normally paid by our Company in accordance with applicable law; (v) a notice period of up to three months prior to termination (other than termination for cause), during which they are generally entitled to all compensation and rights under their employment agreements; and (vi) certain benefits in connection with a change of control of the Company, such as accelerated vesting of stock options and/or extended period of up to six months of termination.

- (6) Consistent with our Compensation Policy, and as approved by our shareholders, (i) for the year 2016, Mr. Alon was entitled to an annual bonus that will not exceed the NIS equivalent of approximately \$230,000 gross (for 100% achievement of the applicable metric) or approximately \$323,000 (for overachievement of 120% or more), and (ii) for each of the years 2017 and 2018, Mr. Alon will be entitled to an annual bonus that will not exceed the NIS equivalent of approximately \$230,000 gross (for 100% achievement of the applicable metric) or approximately \$323,000 (for overachievement of 120% or more). In general, the annual bonus is payable on a quarterly basis, subject to Mr. Alon achieving certain criteria and milestones set by our Compensation Committee and Board of Directors. The milestones and criteria for the annual bonus for the years 2015 through 2018, consist of several performance metrics (namely, annual revenue and profitability metrics), which are tied to our annual budget for the applicable year and are subject to target thresholds within each metric and ranges of bonus payout.
- (7) As approved by our shareholders, Mr. Alon was entitled, on the date of the annual meeting of shareholders for each of 2013, 2014, 2015 and 2016, to a grant of options to purchase a number of ordinary shares equal to 0.7% of the total outstanding shares (on a fully diluted basis) of the Company as of November 1st of each year, at an exercise price equal to the average market price of the shares in the 30 trading days prior to the applicable grant date. The fair market value of the proposed grant, as measured on the date of the grant, based on Black-Scholes model, may not exceed the NIS equivalent of approximately \$1,023,000, or the Cap, which is the equivalent of three times Mr. Alon's annual base salary per year of vesting, on a linear basis. (i.e., if the fair market value on the applicable grant date exceeds the Cap per year, the number of options will be reduced so that it does not exceed the Cap). Consistent with the foregoing, on December 26, 2013, December 30, 2014, December 30, 2015 and December 29, 2016, we granted Mr. Alon options to purchase 93,338 ordinary shares at an exercise price equal to \$8.55 per share, 119,185 ordinary shares at an exercise price equal to \$9.87 per share, 129,265 ordinary shares at an exercise price equal to \$12.42 per share, and 112,278 ordinary shares at an exercise price equal to \$5.67 per share, respectively. One third of the options vest one year after the grant date, with the balance vesting in eight equal quarterly installments. Vesting of the options will accelerate upon certain change of control events, in accordance with Mr. Alon's employment agreement.
- (8) In the event of termination of Mr. Alon's employment for any reason (other than (1) termination by the Company for cause, i.e., in circumstances where he would not be entitled to severance pay under Israeli law, or (2) resignation at any time without providing the Company with the required prior notice), Mr. Alon will be entitled to an adjustment period of 12 months following the end of the prior notice period under the agreement (or from the date that he actually ceased to provide services should we choose to waive the prior notice period). During the adjustment period, Mr. Alon will be entitled to all rights to which he is entitled under his employment agreement and he will be entitled to exercise any vested options; however, his options will cease to vest. The employee-employer relationship will not terminate until the end of the adjustment period. Mr. Alon will be entitled to reimbursement of all expenses in connection with his employment, consistent with Attunity's practices, including a tax gross-up for certain travel related payments.

Compensation of Non-Employee Directors

Our non-employee directors, including outside directors, receive an annual fee of \$15,000 and attendance fees of NIS 1,650 per meeting (equivalent to approximately \$430 per meeting attended, linked to the Israeli Consumer Price Index, or CPI).

According to the Compensation Policy, non-employee directors may be granted equity based compensation which shall vest over a period of at least three years, and having a fair market value (determined according to acceptable valuation practices at the time of grant) that will not exceed, with respect to each year of vesting (measured on a linear basis), the equivalent of \$80,000 for each director. Consistent with the Compensation Policy, each of our non-employee directors who may serve from time to time, including our outside directors, will be granted options, as follows:

- a grant of options under our stock option plans to purchase 20,000 ordinary shares every three years for which such non-employee director holds office, which options vest in three equal installments over three years;
- an exercise price of all options equal to the fair market value of the ordinary shares on the date of the grant (i.e., the closing price of our shares on the date of the annual general meeting of shareholders in which such director is elected or reelected); and
- the portion of outstanding options that is scheduled to vest during the year at which the director's service with us is terminated or expires will be accelerated and become fully vested and exercisable for a period of 180 days thereafter, unless termination was due to the director's resignation or for one of the causes set forth in the Companies Law.

All of the options granted to our directors are made pursuant to one of our equity incentive plans and expire six years after the grant date.

Other than the foregoing fees, reimbursement for expenses and the award of stock options, we do not compensate our directors for serving on our Board of Directors.

Change of Control Arrangements

Some of our executive officers as well as some of our key employees are entitled to (1) accelerated vesting of the ordinary shares subject to outstanding options and other equity-based grants granted to them in connection with a change in control of the Company and (2) an extended period of up to six months of termination notice in connection with a termination of employment within one year following a change in control of the Company.

C. Board Practices

Introduction

According to the Israeli Companies Law and our articles of association, the management of our business is vested in our Board of Directors. The Board of Directors may exercise all powers and may take all actions that are not specifically granted to our shareholders. As part of its powers, our Board of Directors may cause us to borrow or secure payment of any sum or sums of money for our purposes, at times and upon terms and conditions as it determines, including the grant of security interests in all or any part of our property.

Election of Directors; Board Meetings

Pursuant to our articles of association, all of our directors are elected at annual meetings of our shareholders. Except for our outside directors (as described below), our directors hold office until the next annual meeting of shareholders following the annual meeting at which they were appointed, which is required to be held at least once during every calendar year and not more than fifteen months after the last preceding meeting. Pursuant to applicable NASDAQ rules, director nominees are recommended for the Board of Directors' selection by a majority of our "independent directors" within the meaning of the NASDAQ Listing Rule 5605(a)(2).

Except for our outside directors (as described below), directors may be removed earlier from office by resolution passed at a general meeting of our shareholders and our Board of Directors may temporarily fill vacancies in the Board until the next annual meeting of shareholders.

Our articles of association provide for a Board of Directors of not fewer than two nor more than eleven members. Our Board is currently composed of six directors (including two outside directors).

Under the Israeli Companies Law, our Board of Directors is required to determine the minimum number of directors who must have "accounting and financial expertise" (as such term is defined in regulations promulgated under the Companies Law). Our Board determined that the Board should consist of at least one director who has "accounting and financial expertise." However, our Board has determined that both Mr. Dan Falk and Mr. Gil Weiser have the requisite "accounting and financial expertise."

Meetings of the Board of Directors are generally held at least once each quarter, with additional special meetings scheduled when required.

Outside Directors

The Israeli Companies Law requires Israeli companies with shares that have been offered to the public in or outside of Israel, such as Attunity, to appoint at least two outside directors. However, effective from April 2016, companies whose shares are traded on specified U.S. stock exchanges, including the NASDAQ, and which do not have a controlling shareholder, such as Attunity, may (but are not required to) elect to opt out of the requirement to maintain outside directors or retain outside directors but opt out of the composition requirements under the Israeli Companies Law with respect to either or both of the audit and compensation committees. After considering this matter, we have decided not to elect to opt out of any such requirements at this time.

To qualify as an outside director, an individual (or the individual's relative, partner, employer or any entity under the individual's control) may not have, and may not have had at any time during the previous two years, any "affiliation" (i) with the company, the company's controlling shareholder or its relative, or another entity affiliated with the company or its controlling shareholder, or (ii) in a company without a controlling shareholder (or a shareholder that owns more than 25% of its voting power), such as Attunity, with any person who, at the time of appointment, is the chairman, the chief executive officer, the chief financial officer or a 5% shareholder of the company. The term affiliation includes:

- an employment relationship;
- a business or professional relationship;
- control; and
- service as an "office holder", excluding service as a director that was appointed to serve as an outside director of a company that is about to make its initial public offering.

In addition, pursuant to the Companies Law, (1) an outside director must have either "accounting and financial expertise" or "professional qualifications" (as such terms are defined in regulations promulgated under the Companies Law) and (2) at least one of the outside directors must have "accounting and financial expertise." Our outside directors are Mr. Gil Weiser and Ms. Tali Alush-Aben. We have determined that Mr. Weiser has the requisite "accounting and financial expertise" and that Ms. Alush-Aben has the requisite "professional qualifications."

No person may serve as an outside director if the person's position or other activities create, or may create a conflict of interest with the person's responsibilities as an outside director or may otherwise interfere with the person's ability to serve as an outside director. If, at the time an outside director is to be appointed, all current members of the Board of Directors who are not controlling shareholders or their relatives are of the same gender, then the outside director must be of the other gender.

Outside directors are elected by shareholders. The shareholders voting in favor of their election must include at least a majority of the shares of the non-controlling shareholders of the company who voted on the matter. This minority approval requirement need not be met if the total shareholdings of those non-controlling shareholders who vote against their election represent 2% or less of all of the voting rights in the company.

The initial term of an outside director is three years and he or she may be reelected for up to two additional three-year terms. Thereafter, in a company whose shares are listed for trading on, among others, the NASDAQ Stock Market LLC, such as Attunity, he or she may be reelected by our shareholders for additional periods of up to three years each, if our audit committee and the Board of Directors confirm that, in light of the outside director's expertise and special contribution to the work of the Board of Directors and its committees, the reelection for such additional period is beneficial to the Company. Reelection of an outside director may be effected through one of the following mechanisms: (1) the Board of Directors proposed the reelection of the nominee and the election was approved by the shareholders by the majority required to appoint outside directors for their initial term as described above; or (2) a shareholder holding 1% or more of the voting rights proposed the reelection of the nominee or the external director himself or herself proposed their own reelection, and the reelection is approved by a majority of the votes cast by the shareholders of the company, excluding the votes of controlling shareholders and those who have a personal interest in the matter as a result of their relations with the controlling shareholders; provided that the aggregate votes cast in favor of the reelection by such non-excluded shareholders constitute more than 2% of the voting rights in the company.

Outside directors can be removed from office only by the same special percentage of shareholders as can elect them, or by a court, and then only if the outside directors cease to meet the statutory qualifications with respect to their appointment or if they violate their duty of loyalty to the company.

Any committee of the Board of Directors must include at least one outside director, except that the audit and compensation committees must include all of the outside directors. An outside director is entitled to compensation as provided in regulations adopted under the Israeli Companies Law and is otherwise prohibited from receiving any other compensation, directly or indirectly, in connection with such service.

Independent Directors

Under the NASDAQ rules, a majority of our Board of Directors must qualify as independent directors within the meaning of NASDAQ Listing Rule 5605(a)(2). Our Board of Directors has determined that all of our directors, except for Mr. Alon, our Chairman of the Board of Directors and Chief Executive Officer, would qualify as "independent directors" within the meaning of such rule.

Committees of the Board of Directors

Subject to the provisions of the Israeli Companies Law, our Board of Directors may delegate its powers to committees consisting of board members. Our Board of Directors currently operates an audit committee and a compensation committee.

Audit Committee

Pursuant to applicable SEC and NASDAQ rules, we are required to have an audit committee of at least three members, each of whom must satisfy the independence requirements of the SEC and NASDAQ. In addition, pursuant to NASDAQ rules, all of the members of the audit committee must be financially literate and at least one member must possess accounting or related financial management expertise. The audit committee must also have a written charter specifying the committee's duties and responsibilities, which include, among other things, the selection and evaluation of our independent auditors.

Under the Companies Law, our Board of Directors is required to appoint an audit committee, which must be comprised of at least three directors, include all of the outside directors, a majority of its members must satisfy the independence standards under the Companies Law, and the chairman is required to be an outside director. The duties of the audit committee under the Companies Law include, among others, examining flaws in the business management of the company and suggesting remedial measures to the Board of Directors, assessing the Company's internal audit system and the performance of its internal auditor, and, as more fully described under Item 10.B. below, approval of certain interested party transactions.

Our audit committee has adopted a written charter specifying the committee’s duties and responsibilities, which include, among other things, assisting our Board of Directors in overseeing the accounting and financial reporting processes of our Company and audits of our financial statements, including the integrity of our financial statements; compliance with legal and regulatory requirements; our independent public accountants’ appointment, qualifications and independence; the performance of our internal audit function and independent public accountants; finding any defects in the business management of our Company for which purpose the audit committee may consult with our independent auditors and internal auditor and proposing to the Board of Directors ways to correct such defects; approving related-party transactions; and such other duties as may be directed by our Board of Directors or required by applicable law.

In addition, our audit committee functions as our Qualified Legal Compliance Committee, or the QLCC. In its capacity as the QLCC, the audit committee is also responsible for investigating reports made by attorneys appearing and practicing before the SEC in representing us of perceived material violations of U.S. federal or state securities laws, breaches of fiduciary duty or similar violations by us or any of our agents.

Our audit committee is currently composed of Mr. Weiser, the chairperson of our audit committee, Ms. Alush-Aben and Mr. Falk, all of whom satisfy the respective “independence” requirements of the Companies Law, SEC and NASDAQ rules for audit committee members.

Our audit committee meets at least once each quarter, with additional special meetings scheduled when required.

Compensation Committee

Pursuant to applicable NASDAQ rules, the compensation payable to a company’s chief executive officer and other executive officers must generally be approved by a compensation committee comprised solely of independent directors.

Under the Companies Law, our Board of Directors is required to appoint a compensation committee, which must be comprised of at least three directors, include all of the outside directors, its other members must satisfy certain independence standards under the Companies Law, and the chairman is required to be an outside director. Under the Companies Law, the role of the compensation committee is to recommend to the Board of Directors, for ultimate shareholder approval by a special majority, a policy governing the compensation of office holders based on specified criteria; to review, from time to time, modifications to the compensation policy and examine its implementation; to approve, as more fully described under “Approval of Related Party Transactions Under Israeli Law” below, the actual compensation terms of office holders prior to approval thereof by the Board of Directors; and to resolve whether to exempt the compensation terms of a candidate for chief executive officer from shareholder approval.

Our compensation committee has adopted a written charter specifying the committee’s duties and responsibilities, which include, among other things, the duties and roles assigned to it pursuant to the Companies Law and applicable NASDAQ rules described above; and oversight and administration of our equity based plans.

Our compensation committee is currently composed of Ms. Alush-Aben, the chairperson of our compensation committee, Mr. Weiser and Mr. Falk, all of whom satisfy the respective “independence” requirements of the Companies Law, SEC and NASDAQ rules for compensation committee members.

Our compensation committee meets at least once each quarter, with additional special meetings scheduled when required.

Internal Audit

Under the Companies Law, our Board of Directors is also required to appoint an internal auditor proposed by the audit committee. The role of the internal auditor is to examine, among other things, whether our activities comply with the law and orderly business procedure. The internal auditor may not be an interested party or office holder, or a relative of any interested party or office holder, and may not be a member of our independent accounting firm. The Companies Law defines the term “interested party” to include a person who holds 5% or more of a company’s outstanding share capital or voting rights, a person who has the right to appoint one or more directors or the general manager, or any person who serves as a director or as the general manager. Mr. Eyal Weitzman of EWC Audit Ltd., an Israeli accounting firm, serves as our internal auditor.

Directors’ Service Contracts

Our Chief Executive Officer. We entered into an employment agreement with Mr. Alon, our Chief Executive Officer, who is also the Chairman of our Board of Directors. See Item 6.B “Directors, Senior Management and Employees – Compensation – Individual Compensation of Covered Executives.”

Other. Except as set forth above and in Item 6.B “Directors, Senior Management and Employees – Compensation,” there are no arrangements or understandings between us and any of our current directors or executive officers for benefits upon termination of service.

Fiduciary Duties of Office Holders

The Companies Law imposes a duty of care and a duty of loyalty on all office holders of a company.

The duty of care requires an office holder to act with the level of skill with which a reasonable office holder in the same position would have acted under the same circumstances. The duty of care of an office holder includes a duty to use reasonable means to obtain:

- information on the advisability of a given action brought for his approval or performed by him or her by virtue of his position; and
- all other important information pertaining to these actions.

The duty of loyalty of an office holder requires an office holder to act in good faith and for the benefit of the company, and includes a duty to:

- refrain from any conflict of interest between the performance of his or her duties in the company and his performance of his or her other duties or personal affairs;
- refrain from any action that constitutes competition with the company’s business;
- refrain from exploiting any business opportunity of the company to receive a personal gain for himself or herself or others; and
- disclose to the company any information or documents relating to the company’s affairs which the office holder has received due to his or her position as an office holder.

Each person listed in the table under Item 6.A “Directors and Senior Management” above is considered an office holder under the Companies Law.

Approval of Related Party Transactions Under Israeli Law

General. Under the Companies Law, a company may approve an action by an office holder from which the office holder would otherwise have to refrain, as described above, if:

- the office holder acts in good faith and the act or its approval does not cause harm to the company; and
- the office holder disclosed the nature of his or her interest in the transaction (including any significant fact or document) to the company at a reasonable time before the company's approval of such matter.

Disclosure of Personal Interests of an Office Holder. The Companies Law requires that an office holder disclose to the company, promptly, and, in any event, not later than the board meeting at which the transaction is first discussed, any direct or indirect personal interest that he or she may have and all related material information known to him or her relating to any existing or proposed transaction by the company. If the transaction is an extraordinary transaction, the office holder must also disclose any personal interest held by:

- the office holder's relatives. Relatives are defined to include the spouse, siblings, parents, grandparents, descendants, spouse's descendants and the spouses of any of these people; or
- any corporation in which the office holder or his or her relatives holds 5% or more of the shares or voting rights, serves as a director or general manager or has the right to appoint at least one director or the general manager.

Under the Companies Law, an extraordinary transaction is a transaction:

- not in the ordinary course of business;
- not on market terms; or
- that is likely to have a material impact on the company's profitability, assets or liabilities.

The Companies Law does not specify to whom within the company nor the manner in which required disclosures are to be made. We require our office holders to make such disclosures to our Board of Directors.

Under the Companies Law, once an office holder complies with the above disclosure requirement, the Board of Directors may approve a transaction between the company and an office holder, or a third party in which an office holder has a personal interest, unless the articles of association provide otherwise and provided that the transaction is not detrimental to the company's interest. If the transaction is an extraordinary transaction, first the audit committee and then the board of directors, in that order, must approve the transaction. Under specific circumstances, shareholder approval may also be required. A director who has a personal interest in an extraordinary transaction, which is considered at a meeting of the board of directors or the audit committee, may not be present at this meeting or vote on this matter, unless a majority of the Board of Directors or the audit committee, as the case may be, has a personal interest. If a majority of the Board of Directors has a personal interest, then shareholder approval is generally also required.

Approval of Office Holder Compensation. Pursuant to the Companies Law, every Israeli public company, such as Attunity, must adopt a compensation policy, recommended by the compensation committee, and approved by the Board of Directors and the shareholders, in that order. The shareholder approval requires a majority of the votes cast by shareholders, excluding any controlling shareholder and those who have a personal interest in the matter. In general, all office holders' terms of compensation – including fixed remuneration, bonuses, equity compensation, retirement or termination payments, indemnification, liability insurance and the grant of an exemption from liability – must comply with the compensation policy.

In addition, the compensation terms of directors, the chief executive officer, and any employee or service provider who is considered a controlling shareholder, must be approved separately by the compensation committee, the Board of Directors and the shareholders of the company (by the same majority noted above), in that order. The compensation terms of other officers require the approval of the compensation committee and the board of directors.

Exculpation, Indemnification and Insurance of Directors and Officers

Exculpation of Office Holders. Under the Companies Law, an Israeli company may not exempt an office holder from his or her liability for a breach of the duty of loyalty to the company, but may exempt an office holder, in advance, from his or her liability, in whole or in part, for a breach of his or her duty of care to the company (except with regard to distributions), if the articles of association so provide. Our articles of association permit us to exempt our office holders to the fullest extent permitted by law.

Office Holders' Insurance. As permitted by the Companies Law, our articles of association provide that, subject to the provisions of the Companies Law, we may enter into a contract for the insurance of the liability of any of our office holders concerning an act performed by him or her in his or her capacity as an office holder for:

- a breach of his or her duty of care to us or to another person;
- a breach of his or her duty of loyalty to us, provided that the office holder acted in good faith and had reasonable cause to assume that his or her act would not prejudice our interests;
- a financial liability imposed upon him or her in favor of another person;
- expenses he or she incurs as a result of administrative proceedings that may be instituted against him or her under Israeli securities laws, if applicable, and payments made to injured persons under specific circumstances thereunder; and
- any other matter in respect of which it is permitted or will be permitted under applicable law to insure the liability of an office holder in the Company.

Indemnification of Office Holders. As permitted by the Companies Law, our articles of association provide that we may indemnify any of our office holders for an act performed in his or her capacity as an office holder, retroactively (after the liability has been incurred) or in advance against the following:

- a financial liability incurred by, or imposed on, him or her in favor of another person by any judgment, including a settlement or an arbitration award approved by a court; provided that our undertaking to indemnify with respect to such events on a prospective basis is limited to events that our Board of Directors believes are foreseeable in light of our actual operations at the time of providing the undertaking and to a sum or standard that our Board of Directors determines to be reasonable under the circumstances, and further provided that such events and amount or criteria are set forth in the undertaking to indemnify;
- reasonable litigation expenses, including attorney's fees, incurred by the office holder as a result of an investigation or proceeding instituted against him by a competent authority, provided that such investigation or proceeding concluded without the filing of an indictment against him and either (A) concluded without the imposition of any financial liability in lieu of criminal proceedings or (B) concluded with the imposition of a financial liability in lieu of criminal proceedings with respect to a criminal offense that does not require proof of criminal intent or in connection with a financial sanction;

- reasonable litigation expenses, including attorneys' fees, incurred by the office holder or charged to him or her by a court, resulting from the following: proceedings we institute against him or her or instituted on our behalf or by another person; a criminal indictment from which he or she was acquitted; or a criminal indictment in which he or she was convicted for a criminal offense that does not require proof of intent;
- expenses he or she incurs as a result of administrative proceedings that may be instituted against him or her under Israeli securities laws, if applicable, and payments made to injured persons under specific circumstances thereunder; and
- any other matter in respect of which it is permitted or will be permitted under applicable law to indemnify an office holder in the Company.

Limitations on Exculpation, Insurance and Indemnification. The Companies Law provides that a company may not indemnify an office holder nor exculpate an office holder nor enter into an insurance contract which would provide coverage for any monetary liability incurred as a result of any of the following:

- a breach by the office holder of his or her duty of loyalty, unless with respect to indemnification and insurance, the office holder acted in good faith and had a reasonable basis to believe that the act would not prejudice the company;
- a breach by the office holder of his or her duty of care if the breach was committed intentionally or recklessly, unless it was committed only negligently;
- any act or omission committed with the intent to derive an illegal personal benefit; or
- any fine levied against the office holder.

In addition, under the Companies Law, exculpation of, an undertaking to indemnify or indemnification of, and procurement of insurance coverage for, our office holders must be approved by our audit committee and our Board of Directors and, in specified circumstances, such as if the office holder is a director, by our shareholders.

We have undertaken to indemnify our office holders to the fullest extent permitted by law, including exculpation from the duty of care, by providing them with a Letter of Indemnification, the form of which was approved by our shareholders. We also currently maintain directors and officers liability insurance with an aggregate coverage limit of \$25 million, with a Side A coverage of an additional \$5 million, for an annual premium of approximately \$140,000.

D. Employees

The following table details certain data on the workforce of Attunity and its consolidated subsidiaries for the periods indicated:

	As of December 31,		
	2016	2015	2014
<i>Numbers of employees by geographic location</i>			
United States	107	109	67
Israel	95	89	75
Europe	28	23	15
Other	5	5	5
Total workforce	235	226	162
<i>Numbers of employees by category of activity</i>			
Research and development	82	80	63
Sales and marketing	104	102	70
Customer support and professional services	37	33	19
Management and administrative	12	11	10
Total workforce	235	226	162

The overall increase in our workforce, from 226 employees in 2015 to 235 employees in 2016, was primarily due to the continued expansion of our professional services team to support our customers' large implementations. The overall increase in our workforce, from 162 employees in 2014 to 235 employees in 2016, was primarily due to (1) the expansion of our sales and marketing personnel and of our professional services team as part of our strategy to increase our global footprint and (2) the addition of personnel associated with the acquisition of Appfluent in March 2015.

We consider our relations with our employees to be good and we have never experienced a strike or work stoppage.

Our employees are not represented by labor unions. Nevertheless, with respect to our employees in Israel, certain provisions of the collective bargaining agreements between the 'Histadrut' (General Federation of Labor in Israel) and the Coordination Bureau of Economic Organizations (including the Industrialists' Association) may be applicable to our employees by virtue of an order of the Israeli Ministry of Labor. These provisions concern mainly the length of the workday, minimum daily wages, insurance for work-related accidents, determination of severance pay and other conditions of employment. We generally provide our employees with benefits and working conditions beyond the required minimums.

Pursuant to Israeli law, we are legally required to pay severance benefits upon certain circumstances, including the retirement or death of an employee or the termination of employment of an employee without due cause. Israeli employers and employees are required to pay predetermined amounts to the National Insurance Institute, which is substantially similar to the United States Social Security Administration. In 2016, payments to the National Insurance Institute contributed by us, as the employer, amounted to approximately 6% of wages.

E. Share Ownership

Beneficial Ownership of Executive Officers and Directors

See the table in *Item 7.A "Major Shareholders and Related Party Transactions – Major Shareholders"* below, which is incorporated herein by reference.

Equity Incentive Plans

Our Option Plans

In 2001, we adopted our 2001 Employee Stock Option Plan, or the 2001 Plan, under which stock options could be granted to employees, officers, directors and consultants of our Company and our subsidiaries. The 2001 Plan does not have a specific expiration date, although we no longer grant awards under this plan in light of the adoption of the 2012 Plan.

In 2003, we adopted the 2003 Israeli Stock Option Plan, or the 2003 Plan, under which stock options may be granted to employees employed by us or by our affiliates, to permit our Israeli employees to benefit from tax advantages that became available at that time under Section 102 of the Israeli Tax Ordinance (New Version) 1961, or the Israeli Tax Ordinance. The 2003 Plan had a term of ten years and expired in December 2013, although we still have outstanding options under this plan.

In 2012, we adopted the 2012 Stock Incentive Plan, or the 2012 Plan, under which stock options, RSUs and other equity-based awards may be granted to employees, officers, directors and consultants of our Company and our subsidiaries. The 2012 Plan has a term of ten years and will terminate in December 2022.

Each of these equity incentive plans, to which we refer as the Equity Plans, are administered by our compensation committee. Subject to the Equity Plans and applicable law, our compensation committee has the authority to make all determinations deemed necessary or advisable for the administration of such plans, including to whom equity awards may be granted, the time and the extent to which these awards may be exercised, the exercise or purchase price of shares covered by each option or other award, the type of awards and how to interpret such plans. Among others, the compensation committee has the authority to provide for, or, where applicable, recommend for approval by the Board of Directors, accelerated vesting of the ordinary shares subject to outstanding awards. *See also Item 6.B – “Change of Control Arrangements.”*

The number of shares reserved for issuance under all of the Equity Plans is currently 4,453,240 ordinary shares. Any options, RSUs or similar awards which are canceled or forfeited before expiration become available for future grants. As of February 13, 2017, 136,584 ordinary shares remain available for grant of awards under the Equity Plans.

Grants in 2016

In 2016, we granted (1) options exercisable into 211,903 ordinary shares under the Equity Plans (compared with options exercisable into 559,745 ordinary shares that we granted in 2015), and (2) 317,990 ordinary shares issuable upon the vesting of RSUs (compared with 226,970 ordinary shares issuable upon the vesting of RSUs that were granted during 2015).

Total Outstanding Options and RSUs

The following table sets forth, as of December 31, 2016, the number of options outstanding under our Equity Plans and their respective exercise prices and expiration dates:

Number of outstanding Options	Range of exercise price	Weighted average remaining contractual life (years)
477,527	\$1.48 - \$5.68	2.41
482,100	\$5.72-\$10.03	3.31
575,915	\$10.06 - \$11.32	3.56
367,392	\$11.38 - \$14.68	4.48
1,902,934 (*)		3.38

(*) Includes 1,323,717 options that are vested and exercisable as of December 31, 2016.

The following table sets forth, as of December 31, 2016, the number of RSUs outstanding under our Equity Plans and their respective weighted average grant date fair value:

RSUs	Number Outstanding	Weighted average grant date fair value
Outstanding at beginning of the year	224,870	\$ 14.68
Granted	317,990	8.05
Vested	(74,029)	14.68
Forfeited	(33,467)	11.42
Outstanding at end of the year	435,364	\$ 10.09

For additional details and a discussion of the accounting method and assumptions used in valuation of such options and RSUs, see Note 10 to our consolidated financial statements included elsewhere in this annual report.

ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

A. Major Shareholders

Security Ownership of Certain Beneficial Owners and Management

The following table sets forth certain information, to our knowledge, as of February 13, 2017 regarding the beneficial ownership by (i) all shareholders who own beneficially more than 5% of our ordinary shares and (ii) by each of our directors and executive officers:

	Number of Ordinary Shares Beneficially Owned (1)	Percentage of Outstanding Ordinary Shares (2)
Shimon Alon	1,681,297(3)	9.80%
Ron Zuckerman	834,228(4)(5)	4.94%
Directors and officers as a group (consisting of 11 persons)*	3,177,417(6)	18.13%

* Except for Messrs. Alon and Zuckerman, all of our directors and executive officers beneficially own less than 1% of our outstanding shares.

- Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Ordinary shares relating to options or RSUs currently exercisable or exercisable (vested in the case of RSUs) within 60 days of the date of this table are deemed outstanding for computing the percentage of the person holding such securities but are not deemed outstanding for computing the percentage of any other person. Except as indicated by footnote, and subject to community property laws where applicable, the persons named in the table above have sole voting and investment power with respect to all shares shown as beneficially owned by them.
- The percentages shown are based on 16,865,363 shares issued and outstanding as of February 13, 2017. This figure of outstanding ordinary shares (i) excludes 444,189 ordinary shares issuable upon the vesting of RSUs and (ii) excludes employee stock options to purchase an aggregate of 1,855,187 ordinary shares at a weighted average exercise price of approximately \$ 8.93 per share, with the latest expiration date of these options being January 29, 2023 (of which, options to purchase 1,308,468 of our ordinary shares were exercisable as of February 13, 2017).
- Mr. Alon is the Chairman of our Board and our Chief Executive Officer. Includes (i) 1,394,709 ordinary shares; and (ii) 286,588 ordinary shares issuable upon exercise of stock options at exercise prices ranging from \$2.84 to \$12.42 per ordinary share. These options expire between December 22, 2017 and December 30, 2021. The business address of Mr. Alon is c/o Attunity Ltd, 16 Atir Yeda Street, Atir Yeda Industrial Park, Kfar Saba, 4464321, Israel.

- (4) Mr. Zuckerman is a member of our Board. Includes (i) 800,894 ordinary shares; and (ii) 33,334 ordinary shares issuable upon exercise of stock options at exercise prices ranging from \$2.84 to \$10.29 per ordinary share. These options expire between December 22, 2017 and December 30, 2020. Excludes the Bonale Shares (see footnote 6 below). The business address of Mr. Zuckerman is c/o Attunity Ltd, 16 Atir Yeda Street, Atir Yeda Industrial Park, Kfar Saba, 4464321, Israel.
- (5) Based on an Amendment No. 9 to a Schedule 13D filed by Mr. Zuckerman with the SEC on March 13, 2012, or the Zuckerman Schedule 13D, Bonale Foundation, a trust for the benefit of persons related to Mr. Zuckerman, beneficially owns 420,725 ordinary shares, which represent approximately 2.55% of our outstanding ordinary shares, or the Bonale Shares. According to the Zuckerman Schedule 13D, Mr. Zuckerman does not direct the management of Bonale Foundation, its investment or voting decisions and disclaims beneficial ownership of the Bonale Shares.
- (6) Includes (i) 2,514,960 ordinary shares; (ii) 632,124 ordinary shares issuable upon exercise of stock options at an exercise price ranging from \$2.76 to \$12.42 per ordinary share. These options expire between August 8, 2017 and December 30, 2021; and (iii) 30,333 ordinary shares issuable upon the vesting of RSUs.

To the best of our knowledge, the Company is not directly or indirectly owned or controlled by another corporation, by any foreign government or by any other natural or legal person severally or jointly, except as disclosed in the above table regarding our major shareholders.

Significant Changes in the Ownership of Major Shareholders

During the past three years, the significant changes in the percentage ownership of our major shareholders were as follows:

- On February 17, 2015, Diker GP and related persons filed a Schedule 13G with the SEC, whereby they reported that they are the beneficial owners of 1,142,095 ordinary shares, representing 6.93% of our outstanding ordinary shares as of March 28, 2016. On February 3, 2016, Diker GP and related persons filed an amended Schedule 13G with the SEC, whereby they reported that they do not beneficially own any of our ordinary shares.
- On January 14, 2016, Unterberg Capital, LLC and related persons filed a Schedule 13G with the SEC, whereby they reported that they are the beneficial owners of 853,906 ordinary shares, representing 5.18% of our outstanding ordinary shares as of March 1, 2016. On February 13, 2017, Unterberg Capital and related persons filed an amended Schedule 13G with the SEC, whereby they reported that they are the beneficial owners of 682,480 ordinary shares, representing 4.05% of our outstanding ordinary shares as of February 13, 2017.
- The following table sets forth the beneficial ownership of our ordinary shares by Mr. Alon and Mr. Zuckerman as of April 1, 2014 and February 13, 2017:

	Beneficial Ownership (April 1, 2014)*		Beneficial Ownership (February 13, 2017)**	
	Number of Ordinary Shares Beneficially Owned	Percentage	Number of Ordinary Shares Beneficially Owned	Percentage
Shimon Alon	1,637,208(1)	10.74%	1,681,297(2)	9.80%
Ron Zuckerman	816,727(3)	5.48%	834,228(4)	4.94%

* For details regarding the manner in which we calculate beneficial ownership, see footnote 1 to the table under Item 7A above. The percentages shown are based on 14,849,209 shares issued and outstanding as of April 1, 2014.

** For details regarding the manner in which we calculate beneficial ownership, see footnote 1 to the table under Item 7A above. The percentages shown are based on 16,865,363 shares issued and outstanding as of February 13, 2017.

- (1) Includes (i) 1,247,505 ordinary shares; (ii) 19,703 ordinary shares issuable upon exercise of warrants that expire on December 30, 2014 at an exercise price of \$0.48 per ordinary share; and (iii) 370,000 ordinary shares issuable upon exercise of stock options at exercise prices ranging from \$1.00 to \$9.68 per ordinary share. These options expire between June 11, 2014 and December 22, 2017.
- (2) See footnote 3 to the table under Item 7A above.
- (3) Includes (i) 763,691 ordinary shares; (ii) 19,703 ordinary shares issuable upon exercise of warrants that expire on December 31, 2014 at an exercise price of \$0.48 per ordinary share; and (iii) 33,333 ordinary shares issuable upon exercise of stock options at exercise prices ranging from \$0.32 to \$9.68 per ordinary share. These options expire between December 27, 2014 and December 22, 2017.
- (4) See footnote 4 to the table under Item 7A above.

Major Shareholders Voting Rights

Our major shareholders do not have different voting rights.

Record Holders

Based on a review of the information provided to us by our transfer agent, as of February 13, 2017, there were 53 holders of record of our ordinary shares, of which 34 record holders, holding approximately 91% of our ordinary shares, had registered addresses in the United States. These numbers are not representative of the number of beneficial holders of our ordinary shares nor is it representative of where such beneficial holders reside since many of these ordinary shares were held of record by brokers or other nominees (including one U.S. nominee company, CEDE & Co., which held approximately 87% of our outstanding ordinary shares as of said date).

B. Related Party Transactions

See Item 6.B “Directors, Senior Management and Employees - Compensation” with respect to compensation payable to our senior management and directors.

ITEM 8. FINANCIAL INFORMATION

A. Consolidated Statements and Other Financial Information

Financial Statements

See the consolidated financial statements, including the notes thereto, included in *Item 18 “Financial Statements”* of this annual report.

Export Sales

In the year ended December 31, 2016, the amount of our export sales (i.e., sales outside Israel) was approximately \$54.0 million, which represents 99% of our total sales.

Legal Proceedings

We are currently not, and have not been in the recent past, a party to any legal proceedings which may have or have had in the recent past significant effects on our financial position or profitability. However, we have been in the past, and may be from time to time in the future, named as a defendant in certain routine litigation incidental to our business.

Dividend Distribution Policy

We have never paid and do not intend to pay cash dividends on our ordinary shares in the foreseeable future. Our earnings and other cash resources will be used to continue the development and expansion of our business. Any future dividend policy will be determined by our Board of Directors and will be based upon conditions then existing, including our results of operations, financial condition, current and anticipated cash needs, contractual restrictions and other conditions.

According to the Israeli Companies Law, a company may distribute dividends only out of its “profits,” as such term is defined in the Israeli Companies Law, as of the end of the most recent fiscal year or as accrued over a period of two years, whichever is higher. Our Board of Directors is authorized to declare dividends, provided that there is no reasonable concern that payment of the dividend will prevent us from satisfying our existing and foreseeable obligations as they become due. Notwithstanding the foregoing, dividends may be paid with the approval of a court, provided that there is no reasonable concern that payment of the dividend will prevent us from satisfying our existing and foreseeable obligations as they become due. Profits, for purposes of the Israeli Companies Law, means the greater of retained earnings or earnings accumulated during the preceding two years, after deduction of previous distributions that were not already deducted from the surpluses, as evidenced by financial statements prepared no more than six months prior to the date of distribution.

B. Significant Changes

Except as otherwise disclosed in this annual report, no significant change has occurred since December 31, 2016.

ITEM 9. THE OFFER AND LISTING

A. Offer and Listing Details

Annual Share Price Information

The following table sets forth, for each of the years indicated, the range of high ask and low bid prices and high and low sale prices, as applicable, of our ordinary shares on the Over-The-Counter Bulletin Board, or OTCBB, through July 25, 2012, and, starting July 26, 2012, on the NASDAQ Stock Market LLC:

<u>Year</u>	<u>High</u>	<u>Low</u>
2012	\$ 9.75	\$ 2.36
2013	\$ 11.22	\$ 4.42
2014	\$ 12.00	\$ 5.83
2015	\$ 16.25	\$ 8.75
2016	\$ 12.52	\$ 4.15

Quarterly Share Price Information

The following table sets forth, for each of the full financial quarters in the years indicated, the range of high ask and low bid prices and high and low sale prices, as applicable, of our ordinary shares on the NASDAQ Stock Market LLC:

	<u>High</u>	<u>Low</u>
2015		
First Quarter	\$ 10.94	\$ 8.75
Second Quarter	\$ 14.20	\$ 9.22
Third Quarter	\$ 16.25	\$ 11.92
Fourth Quarter	\$ 14.25	\$ 10.83
2016		
First Quarter	\$ 12.52	\$ 5.47
Second Quarter	\$ 10.12	\$ 4.62
Third Quarter	\$ 10.50	\$ 6.33
Fourth Quarter	\$ 6.94	\$ 4.15
2017		
First Quarter (through February 28, 2017)	\$ 9.54	\$ 5.65

Monthly Share Price Information

The following table sets forth, for each of the most recent last six months, the range of high and low sale prices, as applicable, of our ordinary shares on the NASDAQ Stock Market LLC:

<u>Month</u>	<u>High</u>	<u>Low</u>
September 2016	\$ 8.43	\$ 6.33
October 2016	\$ 6.94	\$ 5.70
November 2016	\$ 6.15	\$ 4.15
December 2016	\$ 6.35	\$ 5.17
January 2017	\$ 6.27	\$ 5.65
February 2017	\$ 9.54	\$ 6.26

On February 28, 2017, the last reported closing sale price of our ordinary shares on the NASDAQ Stock Market LLC was \$8.75 per share.

B. Plan of Distribution

Not applicable.

C. Markets

Our ordinary shares were traded on the NASDAQ Global Market from our initial public offering on December 17, 1992 through August 15, 2007 and on the NASDAQ Stock Market LLC from August 16, 2007 through February 22, 2008. From February 26, 2008 through July 25, 2012, our ordinary shares were quoted on the OTCBB. Effective July 26, 2012, our ordinary shares were relisted on the NASDAQ Stock Market LLC under the symbol "ATTU."

D. Selling Shareholders

Not applicable.

E. Dilution

Not applicable.

F. Expense of the Issue

Not applicable.

ITEM 10. ADDITIONAL INFORMATION

A. Share Capital

Not applicable.

B. Memorandum and Articles of Association

Set out below is a description of certain provisions of our memorandum of association and articles of association and of the Israeli Companies Law (as currently in effect) related to such provisions, unless otherwise specified. This description is only a summary and does not purport to be complete and is qualified by reference to the full text of the memorandum and articles, which are incorporated by reference as exhibits to this annual report, and to Israeli law.

Purposes and Objects of the Company

We are a public company registered under the Israeli Companies Law as Attunity Ltd, registration number 52-003801-9. Pursuant to our memorandum and articles of association, our objectives are to carry on any lawful activity.

The Powers of the Directors

Under the provisions of the Israeli Companies Law and our articles of association, a director generally cannot participate in a meeting nor vote on a proposal, arrangement or contract in which he or she is personally interested. In addition, our directors generally cannot vote compensation to themselves or any members of their body without the approval of our compensation committee and our shareholders at a general meeting. See *Item 6.C "Directors, Senior Management and Employees – Board Practices – Approval of Related Party Transactions Under Israeli Law."*

The authority of our directors to enter into borrowing arrangements on our behalf is not limited, except in the same manner as any other transaction by us.

Under our articles of association, retirement of directors from office is not subject to any age limitation and our directors are not required to own shares in our Company in order to qualify to serve as directors.

Rights Attached to Shares

Our authorized share capital consists of 32,500,000 ordinary shares of a nominal value of NIS 0.4 each. The shares do not entitle their holders to preemptive rights.

Dividend rights . Subject to any preferential, deferred, qualified or other rights, privileges or conditions attached to any special class of shares with regard to dividends, the profits of the Company available for dividend and resolved to be distributed shall be applied in payment of dividends upon the shares of the Company in proportion to the amount paid up or credited as paid-up per the nominal value thereon respectively. Unless otherwise specified in the conditions of issuance of the shares, all dividends with respect to shares which were not fully paid up within a certain period, for which dividends were paid, shall be paid proportionally to the amounts paid or credited as paid on the nominal value of the shares during any portion of the abovementioned period. Our Board of Directors may declare interim dividends and propose the final dividend with respect to any fiscal year only out of profits legally available for distribution, in accordance with the provisions of the Israeli Companies Law. In this respect, see *Item 8.A "Financial Information – Consolidated and Other Financial Information – Dividend Distribution Policy."* If after one year a dividend has been declared and it is still unclaimed, our Board of Directors is entitled to invest or utilize the unclaimed amount of dividend in any manner to our benefit until it is claimed. We are not obligated to pay interest on an unclaimed dividend.

Voting rights. Holders of ordinary shares have one vote for each ordinary share held on all matters submitted to a vote of shareholders. Such voting rights may be affected by the grant of any special voting rights to the holders of a class of shares with preferential rights that may be authorized in the future.

Rights to share in profits . Our shareholders have the right to share in our profits distributed as a dividend and any other permitted distribution. See this *Item 10.B "Additional Information – Memorandum and Articles of Association – Rights Attached to Shares – Dividend Rights" above* .

Rights to share in surplus in the event of liquidation . In the event of our liquidation, after satisfaction of liabilities to creditors, our assets will be distributed to the holders of ordinary shares in proportion to the nominal value of their holdings. This right may be affected by the grant of preferential dividend or distribution rights to the holders of a class of shares with preferential rights that may be authorized in the future.

Liability to capital calls by the Company . Under our memorandum and articles of association as well as the Israeli Companies Law, the liability of our shareholders is limited to the unpaid amount of the par value of the shares held by them.

Limitations on any existing or prospective major shareholder . See *Item 6.C "Directors, Senior Management and Employees – Board Practices – Approval of Related Party Transactions Under Israeli Law."*

Changing Rights Attached to Shares

The rights attached to any class of shares (unless otherwise provided by the terms of issuance of the shares of that class) may be varied with the consent in writing of the holders of all the issued shares of that class, or with the sanction of a vote at a meeting of the shareholders passed at a separate meeting of the holders of the shares of the class by a majority of the voting rights of such class represented at the meeting in person or by proxy and voting thereon.

Under our articles of association, unless otherwise provided by the conditions of issuance, the enlargement of an existing class of shares, or the issuance of additional shares thereof, shall not be deemed to modify or abrogate the rights attached to the previously issued shares of such class or of any other class.

Shareholders Meetings

The Board of Directors must convene an annual meeting of shareholders at least once every calendar year, within fifteen months of the last annual meeting. A special meeting of shareholders may be convened by the Board of Directors, as it decides.

The Companies Law generally allows shareholders (1) who hold at least 1% of the outstanding shares of a public company to submit a proposal for inclusion on the agenda of a general meeting of the company's shareholders and (2) who hold at least 5% of the outstanding ordinary shares of a public company to convene a special meeting of shareholders upon request in accordance with the Companies Law. Our articles of association contain procedural guidelines and disclosure items with respect to the submission of shareholder proposals for shareholder meetings.

In accordance with our articles of association, unless a longer period for notice is prescribed by the Israeli Companies Law, at least ten (10) days and not more than sixty (60) days' notice of any general meeting of shareholders shall be given. Under the Companies Law, shareholder meetings generally require prior notice of not less than 21 days or, with respect to certain matters, such as election of directors and affiliated party transactions, not less than 35 days.

The quorum required at any meeting of shareholders consists of at least two shareholders present in person or represented by proxy who hold or represent, in the aggregate, at least 25% of the total voting rights in the Company. A meeting adjourned for lack of a quorum generally is adjourned to the same day in the following week at the same time and place or any time and place as the directors designate in a notice to the shareholders. If, at such adjourned meeting, a quorum is not present within half an hour from the time appointed for holding the meeting, any two shareholders present in person or by proxy shall constitute a quorum, except with respect to adjourned shareholder meetings convened for shareholder proposals.

Under our articles of association, all resolutions require approval of no less than a majority of the voting rights represented at the meeting in person or by proxy and voting thereon, except that certain provisions of our articles of association relating to shareholder proposals and election and removal of directors would require a special majority of two thirds (66.66%) or more of the voting power represented at the meeting in person or by proxy and voting thereon.

Pursuant to our articles of association, our directors (except outside directors) are elected at our annual general meeting of shareholders by a vote of the holders of a majority of the voting power represented and voting at such meeting. See *Item 6.C "Directors, Senior Management and Employees – Board Practices – Election of Directors; Board Meetings."*

Limitations on the Rights to Own Securities in Our Company

Neither our memorandum of association or our articles of association nor the laws of the State of Israel restrict in any way the ownership or voting of shares by non-residents, except with respect to subjects of countries which are in a state of war with Israel. See also this *Item 10.B "Additional Information – Memorandum and Articles of Association – Provisions Restricting Change in Control of Our Company"* below.

Duties of Shareholders

Disclosure by Controlling Shareholders. Under the Companies Law, the disclosure requirements that apply to an office holder also apply to a controlling shareholder of a public company. A controlling shareholder is a shareholder who has the ability to direct the activities of a company, including a shareholder that owns 25% or more of the voting rights if no other shareholder owns more than 50% of the voting rights, but excluding a shareholder whose power derives solely from his or her position on the Board of Directors or any other position with the company.

Approval of Certain Transactions. Extraordinary transactions with a controlling shareholder or in which a controlling shareholder has a personal interest, and the engagement of a controlling shareholder as an office holder or employee (including compensation therefor), generally require the approval of the audit committee (or compensation committee with respect to engagement as an office holder or employee), the Board of Directors and the shareholders, in that order. The shareholder approval must include at least a majority of the shares of non-interested shareholders voted on the matter. However, the transaction can be approved by shareholders without this special approval if the total shares of non-interested shareholders that voted against the transaction do not represent more than 2% of the voting rights in the company. In addition, any such extraordinary transaction whose term is longer than three years may require further shareholder approval every three years, unless, where permissible under the Companies Law, the audit committee approves that a longer term is reasonable under the circumstances. With respect to approval of compensation to directors and executive officers, see also *Item 6.C "Directors, Senior Management and Employees – Board Practices – Approval of Related Party Transactions Under Israeli Law."*

General Duties of Shareholders. In addition, under the Companies Law, each shareholder has a duty to act in good faith toward the company and other shareholders and to refrain from abusing his or her power in the company, such as in shareholder votes. In addition, specified shareholders have a duty of fairness toward the company. These shareholders include any controlling shareholder, any shareholder who knows that it possesses the power to determine the outcome of a shareholder vote and any shareholder who, pursuant to the provisions of the articles of association, has the power to appoint or prevent the appointment of an office holder or any other power with respect to the company. However, the Companies Law does not define the substance of this duty of fairness.

Provisions Restricting Change in Control of Our Company

Except for (1) establishing advance notice and procedural guidelines and disclosure items with respect to the submission of shareholder proposals for shareholders meetings, and (2) requiring a special majority voting in order to amend certain provisions of our articles of association relating to shareholder proposals and election and removal of directors, there are no specific provisions of our memorandum, articles of association or other constituent documents that would have an effect of delaying, deferring or preventing a change in control of Attunity or that would operate only with respect to a merger, acquisition or corporate restructuring involving us (or any of our subsidiaries). However, as described below, the rights plan and certain provisions of the Companies Law may have such effect.

On June 8, 2016, our Board of Directors adopted the rights plan. The rights plan is intended to ensure that all of Attunity's shareholders are treated fairly and equitably in the event of an unsolicited takeover attempt and to encourage any potential acquirer to negotiate with our Board of Directors. Pursuant to the rights plan, the Rights were distributed at the rate of one Right for each of the Company's ordinary shares held by shareholders of record as of the close of business on June 17, 2016. The Rights will be exercisable and transferable apart from our ordinary shares only if a person or group becomes an "Acquiring Person" by acquiring beneficial ownership (including through derivative securities) of 11% or more of our ordinary shares, subject to certain exceptions set forth in the rights plan, or commences a tender or exchange offer upon consummation of which such person or group would become an Acquiring Person. Until the Rights become exercisable, each Right initially will represent the right to buy one-half of one ordinary share for \$70 per share. Subject to certain conditions described in the rights plan, once the Rights become exercisable, the holders of Rights, other than the Acquiring Person, will be entitled, for a price of \$70, to purchase ordinary shares having a market price of \$140 (two times the \$70 exercise price), which equals one-half of the market price per share. The Rights will expire on June 30, 2017 and are generally redeemable by the Board of Directors, at \$0.001 per Right, at any time until the tenth business day following public disclosure that a person or group has become an Acquiring Person.

The Companies Law also includes provisions that allow a merger transaction and requires that each company that is a party to the merger have the transaction approved by its Board of Directors and a vote of the majority of its shares. For purposes of the shareholder vote of each party, unless a court rules otherwise, the merger will not be deemed approved if shares representing a majority of the voting power present at the shareholders meeting and which are not held by the other party to the merger (or by any person who holds 25% or more of the voting power or the right to appoint 25% or more of the directors of the other party) vote against the merger. Upon the request of a creditor of either party to the proposed merger, the court may delay or prevent the merger if it concludes that there exists a reasonable concern that as a result of the merger the surviving company will be unable to satisfy the obligations of any of the parties to the merger. In addition, a merger may not be completed unless at least (1) 50 days have passed from the time that the requisite proposals for approval of the merger were filed with the Israeli Registrar of Companies by each merging company and (2) 30 days have passed since the merger was approved by the shareholders of each merging company.

The Companies Law also provides that an acquisition of shares in a public company must be made by means of a “special” tender offer if as a result of the acquisition (1) the purchaser would become a 25% or greater shareholder of the company, unless there is already another 25% or greater shareholder of the company or (2) the purchaser would become a 45% or greater shareholder of the company, unless there is already a 45% or greater shareholder of the company. These requirements do not apply if, in general, the acquisition (1) was made in a private placement that received shareholder approval, (2) was from a 25% or greater shareholder of the company which resulted in the acquirer becoming a 25% or greater shareholder of the company, or (3) was from a 45% or greater shareholder of the company which resulted in the acquirer becoming a 45% or greater shareholder of the company. A “special” tender offer must be extended to all shareholders, but the offeror is not required to purchase more than 5% of the company’s outstanding shares, regardless of how many shares are tendered by shareholders. In general, the tender offer may be consummated only if (1) at least 5% of the company’s outstanding shares will be acquired by the offeror and (2) the number of shares tendered in the offer exceeds the number of shares whose holders objected to the offer.

If, as a result of an acquisition of shares, the acquirer will hold more than 90% of a company’s outstanding shares, the acquisition must be made by means of a tender offer for all of the outstanding shares. In general, if less than 5% of the outstanding shares are not tendered in the tender offer and more than half of the offerees who have no personal interest in the offer tendered their shares, all the shares that the acquirer offered to purchase will be transferred to it. Shareholders may request appraisal rights in connection with a full tender offer for a period of six months following the consummation of the tender offer, but the acquirer is entitled to stipulate that tendering shareholders will forfeit such appraisal rights.

Lastly, Israeli tax law treats some acquisitions, such as stock-for-stock exchanges between an Israeli company and a foreign company, less favorably than U.S. tax laws. For example, Israeli tax law may, under certain circumstances, subject a shareholder who exchanges his ordinary shares for shares in another corporation to taxation prior to the sale of the shares received in such stock-for-stock swap.

Disclosure of Shareholders Ownership

The Israeli Securities Law and regulations promulgated thereunder do not require a company whose shares are publicly traded solely on a stock exchange outside of Israel, as in the case of our Company, to disclose its share ownership.

Changes in Our Capital

Changes in our capital, such as increase of authorized share capital or creation of another class of shares, are subject to the approval of the shareholders by the holders of at least 75% of the votes of shareholders present by person or by proxy and voting in the shareholders meeting.

C. Material Contracts

Acquisition of Appfluent

On March 5, 2015, we and Attunity Inc., a Massachusetts corporation and our wholly owned subsidiary, or Buyer, entered into an Agreement and Plan of Merger, or the Merger Agreement, with Appfluent; Atlas Acquisition Sub 1, LLC, or Merger Sub 1, and Atlas Acquisition Sub 2, LLC, or Merger Sub 2, to which we refer, together with Merger Sub 1, as Merger Subs, both of which are Delaware limited liability companies wholly owned by Buyer; and one of Appfluent shareholders, as the Stockholders’ Representative.

Pursuant to the Merger Agreement, we have acquired all of the outstanding shares of Appfluent by way of a merger, with Merger Sub 2 continuing as the surviving entity and an indirect wholly owned subsidiary of us. Under the Merger Agreement, the total consideration was composed of:

- \$10.95 million (subject to working capital adjustments) paid in cash at the closing of the Merger Agreement, or the Closing, of which \$1.1 million was held in escrow for one year following the Closing, or the Escrow Amount;
- \$5.65 million which are payable in ordinary shares of the Company, reflecting a \$9.71 price per share, or the PPS, such that the Company has issued, at the Closing, approximately 582,000 ordinary shares of the Company, or the Closing Shares, representing approximately 3.6% of our then outstanding shares (on a post-issuance basis), or 3.8% on a pre-issuance basis;
- \$1.4 million which was payable in ordinary shares of the Company based on the PPS, such that the Company issued, 18 months following the Closing, approximately 144,000 ordinary shares of the Company, or the Holdback Shares, representing approximately 0.9% of our then outstanding shares (on both a pre-issuance and post-issuance basis); and
- milestone-based contingent payments for 2015 and 2016, none of which was earned.

The Merger Agreement and related transaction agreements include other customary agreements and covenants, including the following:

- We have agreed to deploy a \$2.0 million retention plan (payable in cash and ordinary shares of the Company) to attract and retain certain key employees of Appfluent;
- At Closing, we entered into a registration rights agreement with certain Appfluent stockholders, whereby we have undertaken to file up to two Form F-3 registration statements to allow the holders of the Closing Shares and Holdback Shares (as well as the Earnout Shares, if any) to freely resell such shares under the Securities Act, subject to the “lock-up” undertaking described below; and
- The Closing Shares were subject to a “lock-up” for nine months following the Closing.

The Merger Agreement also includes customary representations and warranties by the parties, which survived the Closing (and, in general, expired on the 18 month anniversary of the Closing), and indemnification provisions whereby the stockholders of Appfluent will indemnify us and the Buyer for damages arising out of breach(es) or inaccuracies of Appfluent’s or Appfluent stockholders’ representations, warranties and covenants subject to certain limitations including, in general, a cap on Appfluent stockholders’ obligation to indemnify us and the Buyer equal to the Escrow Amount, Holdback Shares and 15% of the aforesaid contemplated contingent payments, if any. Similarly, we and the Buyer agreed to indemnify the stockholders of Appfluent for damages arising out of breach(es) or inaccuracies of Attunity’s and Buyer’s representations, warranties and covenants subject to certain limitations including, in general, a cap of \$3 million. The Escrow Amount and the Holdback Shares were available to partially secure indemnity claims made by Attunity, if any.

The Closing, which was subject to customary closing conditions, occurred on March 18, 2015.

Microsoft OEM Agreement (CDC)

In December 2010, we entered into an OEM agreement, or the OEM Agreement, with Microsoft. Pursuant to the OEM Agreement, which had an initial term of five (5) years, we agreed to customize and integrate our CDC software into Microsoft’s next version of SQL Server and to provide Microsoft with the associated maintenance services. Global in scope, the OEM Agreement also covers resellers, developers and distributors of Microsoft’s SQL Server. In October 2015, we extended the OEM Agreement until January 2017. In February 2017, we agreed to extend the OEM Agreement by one additional year, until January 2018.

The overall value over the initial term of the OEM Agreement was nearly \$7 million for both the license and maintenance. Pursuant to the OEM Agreement, Microsoft is entitled to a right of first offer, whereby we are required to notify Microsoft in the event that we wish to sell the Company or sell or grant an exclusive license of the technology underlying the CDC product and, if the offer is accepted by Microsoft, negotiate such transaction with Microsoft, or, if rejected by Microsoft, we may enter into such transaction with a third party only on substantially the same or more favorable terms than the initial offer made by us to Microsoft. Microsoft is also entitled to terminate the OEM Agreement under certain circumstances, including upon a change of control of the Company.

Plenus Loan

On January 31, 2007, we entered into the Plenus Loan, whereby Plenus provided us a \$2.0 million loan and in connection therewith, we issued to Plenus warrants to purchase up to 109,971 ordinary shares at an initial exercise price per share of \$5.456 (subsequently adjusted to \$0.48).

In September 2011, in connection with the acquisition of RepliWeb, we and Plenus entered into an amendment to the Plenus Loan and the related security agreements whereby, among other things, (1) the period during which Plenus is entitled to compensation upon consummation of a Fundamental Transaction, as described in the following sentence, was extended until December 31, 2017, and (2) during such extended period, Plenus may elect to receive \$300,000 in cash in lieu of such compensation. In particular, under the Plenus Loan, as amended, if on or before December 31, 2017, we enter into a "Fundamental Transaction", which is defined to include a sale through a merger, selling all or substantially all of our assets, or a transaction in which a person or entity acquires more than 50% of our outstanding shares, then we will be required to pay Plenus an amount equal to, in general, the higher of \$300,000 or 15% of the aggregate proceeds payable to our shareholders or us in connection with such Fundamental Transaction. We refer to such right as the "Plenus Right." In January 2012, the Plenus Loan was fully repaid in accordance with its terms. However, the Plenus Right remains outstanding.

D. Exchange Controls

Israeli law and regulations do not impose any material foreign exchange restrictions on non-Israeli holders of our ordinary shares. There are currently no Israeli currency control restrictions on payments of dividends or other distributions with respect to our ordinary shares or the proceeds from the sale of the shares, except for the obligation of Israeli residents to file reports with the Bank of Israel regarding certain transactions. However, legislation remains in effect pursuant to which currency controls can be imposed by administrative action at any time.

The ownership or voting of our ordinary shares by non-residents of Israel, except with respect to citizens of countries which are in a state of war with Israel, is not restricted in any way by our memorandum of association or articles of association or by the laws of the State of Israel.

E. Taxation

Israeli Tax Considerations

The following is a summary of the current tax structure applicable to companies in Israel, with special reference to its effect on us. The following also contains a discussion of the material Israeli tax consequences to purchasers of our ordinary shares and Israeli government programs benefiting us. This summary does not discuss all the aspects of Israeli tax law that may be relevant to a particular investor in light of his or her personal investment circumstances or to some types of investors subject to special treatment under Israeli law. To the extent that the discussion is based on new tax legislation that has not been subject to judicial or administrative interpretation, we cannot assure you that the tax authorities will accept the views expressed in the discussion in question. The discussion is not intended, and should not be taken, as legal or professional tax advice and is not exhaustive of all possible tax considerations .

General Corporate Tax Structure

Israeli companies are subject to “corporate tax” on their taxable income at the rate of 25% for the 2016 tax year. Under an amendment to the Israeli Tax Ordinance enacted in December 2016, the corporate tax rate decreased to 24% for 2017 and will decrease to 23% for 2018 and thereafter. Israeli companies are generally subject to Capital Gains Tax at the corporate tax rate.

Tax Benefits Under the Law for the Encouragement of Industry (Taxes), 1969

According to the Israeli Law for the Encouragement of Industry (Taxes), 1969, or the Industry Encouragement Law, an Industrial Company is a company resident and located in Israel, at least 90% of the income of which, in a given tax year, determined in Israeli currency (exclusive of income from some government loans, capital gains, interest and dividends), is derived from an Industrial Enterprise owned by it. An “Industrial Enterprise” is defined as an enterprise whose major activity in a given tax year is industrial production activity in Israel.

Under the Industry Encouragement Law, Industrial Companies are entitled to the following preferred corporate tax benefits:

- amortization of purchases of know-how and patents over an eight-year period for tax purposes;
- deductions over a three-year period of expenses involved with the issuance and listing of shares on a stock market;
- the right to elect, under specified conditions, to file a consolidated tax return with additional related Israeli Industrial Companies; and
- accelerated depreciation rates on equipment.

Eligibility for benefits under the Industry Encouragement Law is not subject to receipt of prior approval from any governmental authority.

We believe that we currently qualify as an Industrial Company within the definition of the Industry Encouragement Law. We cannot assure you that we will continue to qualify as an Industrial Company or that the benefits described above will be available to us in the future.

Tax Benefits and Government Support for Research and Development

Israeli tax law allows, under specific conditions, a tax deduction in the year incurred for expenditures, including capital expenditures, relating to scientific research and development projects, if the expenditures are approved by the relevant Israeli Government ministry, determined by the field of research, and the research and development is for the promotion of the company and is carried out by or on behalf of the company seeking such deduction. However, the amount of such deductible expenses shall be reduced by the sum of any funds received through government grants for the finance of such scientific research and development projects. Expenditures not so approved are deductible over a three-year period.

Israeli Transfer Pricing Regulations

On November 29, 2006, Income Tax Regulations (Determination of Market Terms), 2006, promulgated under Section 85A of the Israeli Tax Ordinance, came into force, or the TP Regs. Section 85A of the Israeli Tax Ordinance and the TP Regs generally require that all cross-border transactions carried out between related parties will be conducted on an arm's length principle basis and will be taxed accordingly.

Capital Gains Tax

Israeli law generally imposes a capital gains tax on the sale of any capital assets by residents of Israel, as defined for Israeli tax purposes, and on the sale of capital assets located in Israel, including shares of Israeli companies by non-residents of Israel, unless a specific exemption is available or unless a tax treaty between Israel and the shareholder's country of residence provides otherwise. The law distinguishes between real gain and inflationary surplus. The inflationary surplus is a portion of the total capital gain that is equivalent to the increase of the relevant asset's purchase price which is attributable to the increase in the Israeli CPI, or a foreign currency exchange rate, between the date of purchase and the date of sale. The real gain is the excess of the total capital gain over the inflationary surplus.

Israeli Residents

The tax rate applicable to capital gains derived from the sale of shares, whether listed on a stock market or not, is 25% for Israeli individuals, unless such shareholder claims a deduction for financing expenses in connection with such shares, in which case the gain will generally be taxed at a rate of 30%. Additionally, if such shareholder is considered a "Significant Shareholder" at any time during the 12-month period preceding such sale, i.e. such shareholder holds directly or indirectly, including with others, at least 10% of any means of control in the company, the tax rate shall be 30%. However, the foregoing tax rates will not apply to: (i) dealers in securities; and (ii) shareholders who acquired their shares prior to an initial public offering (that may be subject to a different tax arrangement). Israeli Companies are subject to the Corporate Tax rate on capital gains derived from the sale of listed shares.

The tax basis of our shares acquired by individuals prior to January 1, 2003 will generally be determined in accordance with the average closing share price in the three trading days preceding January 1, 2003. However, a request may be made to the tax authorities to consider the actual adjusted cost of the shares as the tax basis if it is higher than such average price.

As of January 1, 2013, shareholders that are individuals who have taxable income that exceeds NIS 800,000 in a tax year (linked to the CPI each year, which equated to NIS 803,520 in the 2016 tax year), will be subject to an additional tax, referred to as High Income Tax, at the rate of 2% on their taxable income for such tax year which is in excess of such threshold. For this purpose, taxable income includes taxable capital gains from the sale of our shares and taxable income from dividend distributions. Under an amendment to the Israeli Tax Ordinance enacted in December 2016, the rate of High Income Tax for 2017 and thereafter will increase to 3% and will be applicable to annual income exceeding NIS 640,000 (linked to the CPI each year).

Non-Israeli Residents

Non-Israeli residents are generally exempt from Israeli capital gains tax on any gains derived from the sale of shares of Israeli companies publicly traded on a recognized stock exchange outside of Israel, provided however that such shareholders did not acquire their shares prior to an initial public offering, and that the gains did not derive from a permanent establishment of such shareholders in Israel. However, non-Israeli corporations will not be entitled to such exemption if Israeli residents (i) have a controlling interest of more than 25% in such non-Israeli corporation, or (ii) are the beneficiaries or are entitled to 25% or more of the revenues or profits of such non-Israeli corporation, whether directly or indirectly.

In certain instances where our shareholders may be liable to Israeli tax on the sale of their ordinary shares, the payment of the consideration may be subject to the withholding of Israeli tax at the source.

In addition, pursuant to the Convention between the Government of the United States of America and the Government of Israel with respect to Taxes on Income, as amended, the sale, exchange or disposition of ordinary shares by a person who qualifies as a resident of the United States within the meaning of the U.S.- Israel Tax Treaty and who is entitled to claim the benefits afforded to such person by the U.S.-Israel Tax Treaty generally will not be subject to the Israeli capital gains tax unless such Treaty U.S. Resident holds, directly or indirectly, shares representing 10% or more of our voting power during any part of the 12-month period preceding such sale, exchange or disposition, subject to particular conditions, or the capital gains from such sale, exchange or disposition can be allocated to a permanent establishment in Israel. In such case, the Treaty U.S. Resident would be subject to Israeli tax, to the extent applicable; however, under the U.S.-Israel Tax Treaty, such Treaty U.S. Resident would be permitted to claim a credit for such taxes against the U.S. federal income tax imposed with respect to such sale, exchange or disposition, subject to the limitations in U.S. laws applicable to foreign tax credits. The U.S.-Israel Tax Treaty does not relate to U.S. state or local taxes.

Taxation of Non-Residents on Dividend Distributions

Non-residents of Israel are subject to income tax on income accrued or derived from sources in Israel. Such sources of income include passive income such as dividends, royalties and interest, as well as non-passive income from services rendered in Israel. On distributions of dividends other than bonus shares or stock dividends, income tax will generally apply at the rate of 25%, or 30% for a shareholder that is considered a Significant Shareholder at any time during the 12-month period preceding such distribution, unless a different rate is provided in a treaty between Israel and the shareholder's country of residence.

Under the U.S.-Israel Tax Treaty, the maximum tax on dividends paid to a holder of ordinary shares who is a Treaty U.S. Resident is 25%. Such tax rate is generally reduced to 12.5% if the shareholder is a U.S. corporation and holds at least 10% of our issued voting power during the part of the tax year that precedes the date of payment of the dividend and during the whole of its prior tax year, however this reduced rate will not apply if more than 25% of the Israeli company's gross income consists of interest or dividends, other than dividends or interest received from subsidiary corporations or corporations 50% or more of the outstanding shares of the voting stock of which is owned by the Israeli company.

United States Federal Income Tax Consequences

THE FOLLOWING SUMMARY IS INCLUDED HEREIN FOR GENERAL INFORMATION AND IS NOT INTENDED TO BE, AND SHOULD NOT BE CONSIDERED TO BE, LEGAL OR TAX ADVICE. EACH U.S. HOLDER SHOULD CONSULT WITH HIS OR HER OWN TAX ADVISOR AS TO THE PARTICULAR U.S. FEDERAL INCOME TAX CONSEQUENCES OF THE PURCHASE, OWNERSHIP AND SALE OF ORDINARY SHARES, INCLUDING THE EFFECTS OF APPLICABLE STATE, LOCAL, FOREIGN OR OTHER TAX LAWS AND POSSIBLE CHANGES IN THE TAX LAWS.

U.S. Federal Income Taxation

Subject to the limitations described in the next paragraph, the following discussion summarizes the material U.S. federal income tax consequences to a "U.S. Holder" arising from the purchase, ownership and sale of the ordinary shares. For this purpose, a "U.S. Holder" is a holder of ordinary shares that is: (1) an individual citizen or resident of the United States, including an alien individual who is a lawful permanent resident of the United States or meets the substantial presence residency test under U.S. federal income tax laws; (2) a corporation (or other entity treated as a corporation for U.S. federal income tax purposes) or a partnership (other than a partnership that is not treated as a U.S. person under any applicable U.S. Treasury regulations) created or organized in or under the laws of the United States or the District of Columbia or any political subdivision thereof; (3) an estate, the income of which is subject to U.S. federal income tax regardless of source; (4) a trust if a court within the United States is able to exercise primary supervision over the administration of the trust and one or more U.S. persons have authority to control all substantial decisions of the trust; (5) a trust that has a valid election in effect to be treated as a U.S. person to the extent provided in U.S. Treasury regulations; or (6) any person otherwise subject to U.S. federal income tax on a net income basis in respect of the ordinary shares, if such status as a U.S. Holder is not overridden pursuant to the provisions of an applicable tax treaty.

This summary is for general information purposes only and does not purport to be a comprehensive description of all of the U.S. federal income tax considerations that may be relevant to a decision to purchase or hold our ordinary shares. This summary generally considers only U.S. Holders that will own our ordinary shares as capital assets. Except to the limited extent discussed below, this summary does not consider the U.S. federal tax consequences to a person that is not a U.S. Holder, nor does it describe the rules applicable to determine a taxpayer's status as a U.S. Holder. This summary is based on the provisions of the Internal Revenue Code of 1986, as amended, or the Code, final, temporary and proposed U.S. Treasury regulations promulgated thereunder, administrative and judicial interpretations thereof, and the U.S./Israel Income Tax Treaty, all as in effect as of the date hereof and all of which are subject to change, possibly on a retroactive basis, and all of which are open to differing interpretations. Attunity will not seek a ruling from the U.S. Internal Revenue Service, or the IRS, with regard to the U.S. federal income tax treatment of an investment in our ordinary shares by U.S. Holders and, therefore, can provide no assurances that the IRS will agree with the conclusions set forth below.

This discussion does not address all of the aspects of U.S. federal income taxation that may be relevant to a particular shareholder based on such shareholder's particular circumstances and in particular does not discuss any estate, gift, generation-skipping, transfer, state, local or foreign tax considerations. In addition, this discussion does not address the U.S. federal income tax treatment of a U.S. Holder who is: (1) a bank, life insurance company, regulated investment company, or other financial institution or "financial services entity"; (2) a broker or dealer in securities or foreign currency; (3) a person who acquired our ordinary shares in connection with employment or other performance of services; (4) a U.S. Holder that is subject to the U.S. alternative minimum tax; (5) a U.S. Holder that holds our ordinary shares as a hedge or as part of a hedging, straddle, conversion or constructive sale transaction or other risk-reduction transaction for U.S. federal income tax purposes; (6) a tax-exempt entity; (7) real estate investment trusts; (8) a U.S. Holder that expatriates out of the United States or a former long-term resident of the United States; or (9) a person having a functional currency other than the dollar. This discussion does not address the U.S. federal income tax treatment of a U.S. Holder that owns, directly or constructively, at any time, ordinary shares representing 10% or more of our voting power. Additionally, the U.S. federal income tax treatment of persons who hold ordinary shares through a partnership or other pass-through entity are not considered.

You are encouraged to consult your own tax advisor with respect to the specific U.S. federal and state income tax consequences to you of purchasing, holding or disposing of our ordinary shares, including the effects of applicable state, local, foreign or other tax laws and possible changes in the tax laws.

Distributions on Ordinary Shares

We do not intend to pay dividends in the foreseeable future. In the event that we do pay dividends, and subject to the discussion under the heading "Passive Foreign Investment Companies" below, a U.S. Holder will be required to include in gross income as ordinary income the amount of any distribution paid on ordinary shares (including the amount of any Israeli tax withheld on the date of the distribution), to the extent that such distribution does not exceed our current and accumulated earnings and profits, as determined for U.S. federal income tax purposes. The amount of a distribution that exceeds our earnings and profits will be treated first as a non-taxable return of capital, reducing the U.S. Holder's tax basis for the ordinary shares to the extent thereof, and then capital gain. Corporate holders generally will not be allowed a deduction for dividends received. For noncorporate U.S. Holders, to the extent that their total adjusted income does not exceed applicable thresholds, the maximum federal income tax rate for "qualified dividend income" and long-term capital gains is generally 15%. For those noncorporate U.S. Holders whose total adjusted income exceeds such income thresholds, the maximum federal income tax rate for "qualified dividend income" and long-term capital gains is generally 20%. For this purpose, "qualified dividend income" means, *inter alia*, dividends received from a "qualified foreign corporation." A "qualified foreign corporation" is a corporation that is entitled to the benefits of a comprehensive tax treaty with the United States which includes an exchange of information program. The IRS has stated that the Israel/U.S. Tax Treaty satisfies this requirement and we believe we are eligible for the benefits of that treaty.

In addition, our dividends will be qualified dividend income if our ordinary shares are readily tradable on the NASDAQ Stock Market LLC or another established securities market in the United States. Dividends will not qualify for the preferential rate if we are treated, in the year the dividend is paid or in the prior year, as a passive foreign investment company, or PFIC. A U.S. Holder will not be entitled to the preferential rate: (1) if the U.S. Holder has not held our ordinary shares for at least 61 days of the 121 day period beginning on the date which is 60 days before the ex-dividend date, or (2) to the extent the U.S. Holder is under an obligation to make related payments on substantially similar property. Any days during which the U.S. Holder has diminished its risk of loss on our ordinary shares are not counted towards meeting the 61-day holding period. Finally, U.S. Holders who elect to treat the dividend income as “investment income” pursuant to Code section 163(d)(4) will not be eligible for the preferential rate of taxation.

The amount of a distribution with respect to our ordinary shares will be measured by the amount of the fair market value of any property distributed, and for U.S. federal income tax purposes, the amount of any Israeli taxes withheld therefrom. Cash distributions paid by us in NIS will be included in the income of U.S. Holders at a dollar amount based upon the spot rate of exchange in effect on the date the dividend is includible in the income of the U.S. Holder, and U.S. Holders will have a tax basis in such NIS for U.S. federal income tax purposes equal to such dollar value. If the U.S. Holder subsequently converts the NIS, any subsequent gain or loss in respect of such NIS arising from exchange rate fluctuations will be U.S. source ordinary exchange gain or loss.

Distributions paid by us will generally be foreign source income for U.S. foreign tax credit purposes. Subject to the limitations set forth in the Code, U.S. Holders may elect to claim a foreign tax credit against their U.S. income tax liability for Israeli income tax withheld from distributions received in respect of the ordinary shares. In general, these rules limit the amount allowable as a foreign tax credit in any year to the amount of regular U.S. tax for the year attributable to foreign source taxable income. This limitation on the use of foreign tax credits generally will not apply to an electing individual U.S. Holder whose creditable foreign taxes during the year do not exceed \$300, or \$600 for joint filers, if such individual’s gross income for the taxable year from non-U.S. sources consists solely of certain passive income. A U.S. Holder will be denied a foreign tax credit with respect to Israeli income tax withheld from dividends received with respect to the ordinary shares if such U.S. Holder has not held the ordinary shares for at least 16 days out of the 31-day period beginning on the date that is 15 days before the ex-dividend date or to the extent that such U.S. Holder is under an obligation to make certain related payments with respect to substantially similar or related property. Any day during which a U.S. Holder has substantially diminished his or her risk of loss with respect to the ordinary shares will not count toward meeting the 16-day holding period. A U.S. Holder will also be denied a foreign tax credit if the U.S. Holder holds the ordinary shares in an arrangement in which the U.S. Holder’s reasonably expected economic profit is insubstantial compared to the foreign taxes expected to be paid or accrued. The rules relating to the determination of the U.S. foreign tax credit are complex, and U.S. Holders should consult with their own tax advisors to determine whether, and to what extent, they are entitled to such credit. U.S. Holders that do not elect to claim a foreign tax credit may instead claim a deduction for Israeli income taxes withheld, provided such U.S. Holders itemize their deductions.

Disposition of Shares

Except as provided under the PFIC rules described below, upon the sale, exchange or other disposition of our ordinary shares, a U.S. Holder will recognize capital gain or loss in an amount equal to the difference between such U.S. Holder's tax basis for the ordinary shares and the amount realized on the disposition (or its dollar equivalent determined by reference to the spot rate of exchange on the date of disposition, if the amount realized is denominated in a foreign currency). The gain or loss realized on the sale or exchange or other disposition of ordinary shares will be long-term capital gain or loss if the U.S. Holder has a holding period of more than one year at the time of the disposition.

In general, gain realized by a U.S. Holder on a sale, exchange or other disposition of ordinary shares will generally be treated as U.S. source income for U.S. foreign tax credit purposes. A loss realized by a U.S. Holder on the sale, exchange or other disposition of ordinary shares is generally allocated to U.S. source income. However, U.S. Treasury regulations require such loss to be allocated to foreign source income to the extent specified dividends were received by the taxpayer within the 24-month period preceding the date on which the taxpayer recognized the loss. The deductibility of a loss realized on the sale, exchange or other disposition of ordinary shares is subject to limitations.

Tax on Net Investment Income

U.S. Holders who are individuals, estates or trusts will generally be required to pay a 3.8% tax on their net investment income (including dividends on and gains from the sale or other disposition of our ordinary shares), or in the case of estates and trusts on their net investment income that is not distributed. In each case, the 3.8% Medicare tax applies only to the extent the U.S. Holder's total adjusted income exceeds applicable thresholds.

Passive Foreign Investment Companies

Special U.S. federal income tax laws apply to a U.S. Holder who owns shares of a corporation that was (at any time during the U.S. Holder's holding period) a PFIC. We would be treated as a PFIC for U.S. federal income tax purposes for any tax year if, in such tax year, either:

Seventy five percent (75%) or more of our gross income (including our *pro rata* share of gross income for any company, U.S. or foreign, in which we are considered to own 25% or more of the shares by value), in a taxable year is passive (we refer to this as the "Income Test"); or

At least 50% of our assets, averaged over the year and generally determined based upon value (including our *pro rata* share of the assets of any company in which we are considered to own 25% or more of the shares by value), in a taxable year are held for the production of, or produce, passive income (we refer to this as the "Asset Test").

For this purpose, passive income generally consists of dividends, interest, rents, royalties, annuities and income from certain commodities transactions and from notional principal contracts. Cash is treated as generating passive income.

If we are or become a PFIC, each U.S. Holder who has not elected to treat us as a qualified electing fund by making a "QEF election", or who has not elected to mark the shares to market (as discussed below), would, upon receipt of certain distributions by us and upon disposition of our ordinary shares at a gain, be liable to pay U.S. federal income tax at the then prevailing highest tax rates on ordinary income plus interest on such tax, as if the distribution or gain had been recognized ratably over the taxpayer's holding period for the ordinary shares. In addition, when shares of a PFIC are acquired by reason of death from a decedent that was a U.S. Holder, the tax basis of such shares would not receive a step-up to fair market value as of the date of the decedent's death, but instead would be equal to the decedent's basis if lower, unless all gain were recognized by the decedent. Indirect investments in a PFIC may also be subject to special U.S. federal income tax rules.

The PFIC rules would not apply to a U.S. Holder who makes a QEF election for all taxable years that such U.S. Holder has held the ordinary shares while we are a PFIC, provided that we comply with specified reporting requirements. Instead, each U.S. Holder who has made such a QEF election is required for each taxable year that we are a PFIC to include in income such U.S. Holder's *pro rata* share of our ordinary earnings as ordinary income and such U.S. Holder's *pro rata* share of our net capital gains as long-term capital gain, regardless of whether we make any distributions of such earnings or gain. In general, a QEF election is effective only if we make available certain required information. The QEF election is made on a shareholder-by-shareholder basis and generally may be revoked only with the consent of the IRS. Although we have no obligation to do so, we intend to notify U.S. Holders if we believe we will be treated as a PFIC for any tax year in order to enable U.S. Holders to consider whether to make a QEF election. In addition, we intend to comply with the applicable information reporting requirements for U.S. Holders to make a QEF election. U.S. Holders should consult with their own tax advisors regarding eligibility, manner and advisability of making a QEF election if we are treated as a PFIC.

A U.S. Holder of PFIC shares which are traded on qualifying public markets, including the NASDAQ Stock Market LLC, can elect to mark the shares to market annually, recognizing as ordinary income or loss each year an amount equal to the difference as of the close of the taxable year between the fair market value of the PFIC shares and the U.S. Holder's adjusted tax basis in the PFIC shares. Losses are allowed only to the extent of net mark-to-market gain previously included income by the U.S. Holder under the election for prior taxable years.

We believe that we were not a PFIC for any of our 2008 through 2016 taxable years. The tests for determining PFIC status, however, are applied annually, and it is difficult to make accurate projections of future income and assets which are relevant to this determination. Accordingly, there can be no assurance that we are not or will not become a PFIC. U.S. Holders who hold ordinary shares during a period when we are a PFIC will be subject to the foregoing rules, even if we cease to be a PFIC, subject to specified exceptions for U.S. Holders who made a QEF or mark-to-market election. U.S. Holders are strongly urged to consult their tax advisors about the PFIC rules, including tax return filing requirements and the eligibility, manner, and consequences to them of making a QEF or mark-to-market election with respect to our ordinary shares in the event that we qualify as a PFIC.

Information Reporting and Withholding

A U.S. Holder may be subject to backup withholding at a rate of 28% with respect to cash dividends and proceed from a disposition of ordinary shares. In general, back-up withholding will apply only if a U.S. Holder fails to comply with specified identification procedures. Backup withholding will not apply with respect to payments made to designated exempt recipients, such as corporations and tax-exempt organizations. Backup withholding is not an additional tax and may be claimed as a credit against the U.S. federal income tax liability of a U.S. Holder, provided that the required information is timely furnished to the IRS.

Under the Foreign Account Tax Compliance Act, or FATCA, some payments made to "foreign financial institutions" in respect of accounts of U.S. stockholders at such financial institutions may be subject to withholding at a rate of 30%. U.S. Treasury Regulations provide that such withholding will only apply to distributions paid on or after June 30, 2014, and to other "withholdable payments" (including payments of gross proceeds from a sale or other disposition of our ordinary shares) made on or after January 1, 2017. U.S. Holders should consult their tax advisors regarding the effect, if any, of FATCA on their ownership and disposition of our ordinary shares. See "—Non-U.S. Holders of Ordinary Shares."

Non-U.S. Holders of Ordinary Shares

Except as provided below, an individual, corporation, estate or trust that is not a U.S. Holder generally will not be subject to U.S. federal income or withholding tax on the payment of dividends on, and the proceeds from the disposition of, our ordinary shares.

A non-U.S. Holder may be subject to U.S. federal income or withholding tax on a dividend paid on our ordinary shares or the proceeds from the disposition of our ordinary shares if: (1) such item is effectively connected with the conduct by the non-U.S. Holder of a trade or business in the United States or, in the case of a non-U.S. Holder that is a resident of a country which has an income tax treaty with the United States, such item is attributable to a permanent establishment or, in the case of gain realized by an individual non-U.S. Holder, a fixed place of business in the United States; (2) in the case of a disposition of our ordinary shares, the individual non-U.S. Holder is present in the United States for 183 days or more in the taxable year of the sale and other specified conditions are met; (3) the non-U.S. Holder is subject to U.S. federal income tax pursuant to the provisions of the U.S. tax law applicable to U.S. expatriates.

In general, non-U.S. Holders will not be subject to backup withholding with respect to the payment of dividends on our ordinary shares if payment is made through a paying agent, or office of a foreign broker outside the United States. However, if payment is made in the United States or by a U.S. related person, non-U.S. Holders may be subject to backup withholding, unless the non-U.S. Holder provides on an applicable Form W-8 (or a substantially similar form) a taxpayer identification number, certifies to its foreign status, or otherwise establishes an exemption. A U.S. related person for these purposes is a person with one or more current relationships with the United States.

The amount of any backup withholding from a payment to a non-U.S. Holder will be allowed as a credit against such holder's U.S. federal income tax liability and may entitle such holder to a refund, provided that the required information is timely furnished to the IRS.

FATCA may impose withholding taxes on some types of payments made to "foreign financial institutions" and some other non-U.S. entities. Under FATCA, the failure to comply with additional certification, information reporting and other specified requirements could result in withholding tax being imposed on payments of dividends and sales proceeds to U.S. Holders that own ordinary shares through foreign accounts or foreign intermediaries and specified non-U.S. Holders. FATCA imposes a 30% withholding tax on dividends on, and gross proceeds from the sale or other disposition of, ordinary shares paid from the United States to a foreign financial institution or to a foreign nonfinancial entity, unless (1) the foreign financial institution undertakes specified diligence and reporting obligations or (2) the foreign nonfinancial entity either certifies it does not have any substantial U.S. owners or furnishes identifying information regarding each substantial U.S. owner. In addition, if the payee is a foreign financial institution, it generally must enter into an agreement with the U.S. Treasury that requires, among other things, that it undertake to identify accounts held by specified U.S. persons or U.S.-owned foreign entities, annually report certain information about such accounts, and withhold 30% on payments to other specified account holders. U.S. Treasury Regulations provide that such withholding will only apply to distributions paid on or after June 30, 2014, and to other "withholdable payments" (including payments of gross proceeds from a sale or other disposition of our ordinary shares) made on or after January 1, 2017. You should consult your tax advisor regarding FATCA.

F. Dividends and Paying Agents

Not applicable.

G. Statement by Experts

Not applicable.

H. Documents on Display

We are subject to the reporting requirements of the Exchange Act, as applicable to “foreign private issuers” as defined in Rule 3b-4 under the Exchange Act, and in accordance therewith, we file annual and interim reports and other information with the SEC.

As a foreign private issuer, we are exempt from certain provisions of the Exchange Act. Accordingly, our proxy solicitations are not subject to the disclosure and procedural requirements of Regulation 14A under the Exchange Act and transactions in our equity securities by our officers and directors are exempt from reporting and the “short-swing” profit recovery provisions contained in Section 16 of the Exchange Act. In addition, we are not required under the Exchange Act to file periodic reports and financial statements as frequently or as promptly as U.S. companies whose securities are registered under the Exchange Act.

Notwithstanding the foregoing, we furnish reports with the SEC on Form 6-K containing unaudited financial information for the first three quarters of each fiscal year and we solicit proxies and furnish proxy statements for all meetings of shareholders, a copy of which proxy statement is furnished promptly thereafter with the SEC under the cover of a Current Report on Form 6-K.

This annual report and the exhibits thereto and any other document we file pursuant to the Exchange Act may be inspected without charge and copied at prescribed rates at the following SEC public reference rooms: 100 F Street, N.E., Washington, D.C. 20549; and on the SEC Internet site (<http://www.sec.gov>) and on our website www.attunity.com. However, the content of our website is not incorporated by reference into this annual report.

You may obtain information on the operation of the SEC’s public reference room in Washington, D.C. by calling the SEC at 1-800-SEC-0330 or by visiting the SEC’s website at <http://www.sec.gov>. The Exchange Act file number for our SEC filings is 0001-20892.

The documents concerning our Company which are referred to in this annual report may also be inspected at our offices located at 16 Atir Yeda Street, Atir Yeda Industrial Park, Kfar Saba, 4464321, Israel.

I. Subsidiary Information

Not applicable.

ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISKS

General

We are exposed to a variety of market risks, including foreign currency fluctuations and changes in interest rates. To manage the volatility related to the foreign currency exposure, we may enter from time to time into various derivative transactions. However, we do not use financial instruments for trading purposes and are not a party to any leveraged derivative.

As of December 31, 2016, we had cash and cash equivalents of approximately \$9.2 million. As of that date, most of such cash and cash equivalents were held in dollars and NIS. The majority of our cash and cash equivalents are invested in banks in Israel and, to a smaller extent, in banks in the United States. The Israeli bank deposits are not insured, while the deposits made in the United States are in excess of insured limits and are not otherwise insured.

Interest Rate Risk

Our exposure to market risk for changes in interest rates is immaterial primarily because our cash and cash equivalents are mostly deposited in short-term deposits and we do not have any material borrowings.

Our cash and cash equivalents are held substantially in NIS and in dollars. We place our cash and cash equivalents with major financial banks.

For purposes of specific risk analysis, we use a sensitivity analysis to determine the impact that market risk exposure may have on the financial income derived from our cash and cash equivalents or financial expenses associated with our borrowings. The potential loss to us over one year that would result from a hypothetical change of 10% in the LIBOR or other prime interest rates would be immaterial, as we do not have material borrowings nor do we have material deposits.

Foreign Currency Exchange Risk

Our financial results may be negatively impacted by foreign currency fluctuations. Our foreign operations are generally transacted through our international sales subsidiaries in Europe, the Middle East and Asia Pacific. As a result, these sales and related expenses are denominated in currencies other than the dollar. Because our financial results are reported in dollars, our results of operations may be adversely impacted by fluctuations in the rates of exchange between the dollar and those other currencies. In addition, a significant portion of our operating costs are incurred in NIS. In the past several years, the NIS appreciated against the dollar, which raised the dollar cost of our Israeli operations. However, in 2015 and 2014, with the devaluation of NIS against the dollar, the dollar cost of our Israeli operations decreased.

The following table sets forth, for the periods indicated, (1) devaluation or appreciation of the dollar against the most significant currencies for our business, i.e., the NIS, the GBP and the Euro; and (2) inflation as reflected in changes in the Israeli consumer price index.

	Year Ended December 31,				
	2012	2013	2014	2015	2016
NIS	(1.3)%	(6.4)%	12.2%	0.3%	(1.5)%
Euro	(0.4)%	(3.2)%	13.3%	(10.4)%	(3.4)%
GBP	2.5%	(7.5)%	6.2%	(4.9)%	(17.1)%
Israeli Consumer Price Index	1.6%	1.83%	(0.2)%	(1.0)%	(0.2)%

Our operating results may be affected by fluctuations in the value of the dollar as it relates to foreign currencies, predominantly the NIS. In 2016, the devaluation of the NIS in relation to the dollar decreased the dollar reporting value of our operating expenses by approximately \$0.2 million for that year. In 2015 and 2014, the devaluation of the NIS in relation to the dollar decreased the dollar reporting value of our operating expenses by approximately \$1.0 million and \$0.1 million, respectively. Other than that, foreign currency fluctuations did not have a material impact on our financial results in the past three years.

A devaluation of the NIS in relation to the dollar, as was the case in 2015 and 2014, has the effect of decreasing the dollar amount of any of our expenses or liabilities which are payable in NIS (unless such expenses or payables are linked to the dollar). For example, an increase of 10% in the value of the NIS relative to the dollar in 2016 would have resulted in a decrease in the dollar reporting value of our operating expenses of approximately \$1.3 million for that year. A revaluation of the NIS relative to the dollar also has the effect of increasing the dollar value of any asset, which consists of NIS or receivables payable in NIS (unless such receivables are linked to the dollar). Conversely, any decrease in the value of the NIS in relation to the dollar, has the effect of decreasing the dollar value of any unlinked NIS assets and the dollar amounts of any unlinked NIS liabilities and expenses.

During 2016, we engaged in currency hedging transactions intended to reduce the effect of fluctuations in currency exchange rates on our financial statements and we may enter into similar transactions in the future. As of December 31, 2016, we had out standing currency forwards and options in the total amount of approximately \$5.0 million to hedge portions of our forecasted expenses denominated in NIS. These forwards and options expire in various dates until November 2017. However, we cannot guarantee that such measures will effectively protect us from adverse effects due to the impact of change in currency exchange rates.

ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

ITEMS 12A, 12B AND 12C

Not applicable.

ITEM 12D

The Company does not have any outstanding American Depositary Shares or American Depositary Receipts.

PART II

ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

Not applicable.

ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

None, except, to the extent applicable, the adoption of the rights plan (see in Item 10B under "Provisions Restricting Change in Control of Our Company").

ITEM 15. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Our management, including our chief executive officer and our chief financial officer, is responsible for establishing and maintaining our disclosure controls and procedures (within the meaning of Rule 13a-15(e) of the Exchange Act). These controls and procedures were designed to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act, is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC and that such information was accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate to allow timely decisions regarding required disclosure. We evaluated these disclosure controls and procedures under the supervision of our chief executive officer and chief financial officer as of December 31, 2016. Based upon that evaluation, our management, including our chief executive officer and chief financial officer, concluded that our disclosure controls and procedures are effective as of December 31, 2016.

Management's Annual Report on Internal Control Over Financial Reporting

We performed an evaluation of the effectiveness of our internal control over financial reporting that is designed by, or under the supervision of, our principal executive and principal financial officers, and effected by our Board of Directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. GAAP and includes those policies and procedures that:

- pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our financial statements.

Our management recognizes that there are inherent limitations in the effectiveness of any system of internal control over financial reporting, including the possibility of human error and the circumvention or override of internal control. Accordingly, even effective internal control over financial reporting can provide only reasonable assurance with respect to financial statement preparation, and may not prevent or detect all misstatements. Further, because of changes in conditions, the effectiveness of internal control over financial reporting may vary over time.

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2016 based on the framework for Internal Control-Integrated Framework set forth by the Committee of Sponsoring Organizations of the Treadway Commission (2013).

Based on such evaluation, our management, including our chief executive officer and chief financial officer, has concluded that our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) as of December 31, 2016 is effective.

Attestation Report of the Registered Public Accounting Firm

The effectiveness of our internal control over financial reporting as of December 31, 2016, has been audited by Kost, Forer, Gabbay & Kasierer, a member of Ernst & Young Global, or EY, an independent registered public accounting firm who audited and reported on the consolidated financial statements of the Company for the year ended December 31, 2016.

This annual report includes an attestation report of EY, our registered public accounting firm, regarding internal control over financial reporting on page F-3 of our audited consolidated financial statements set forth in "Item 18 – Financial Statements", and incorporated herein by reference.

Changes in Internal Control Over Financial Reporting

There were no changes in the Company's internal control over financial reporting that occurred during the year ended December 31, 2016 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT

Our Board of Directors has determined that Mr. Dan Falk, who serves on our audit committee, meets the definition of an audit committee financial expert, as that term is defined in Item 16A of Form 20-F. Mr. Falk qualified as an "independent director" using the NASDAQ Stock Market definition of independence, in NASDAQ Listing Rule 5605(a)(2).

ITEM 16B. CODE OF ETHICS

We have adopted a code of ethics that applies to all of our directors, executive officers and employees. The code of ethics is publicly available on our website at www.attunity.com. If we make any amendment to the code of ethics or grant any waivers, including any implicit waiver, from a provision of the codes of ethics, which applies to our chief executive officer, chief financial officer, chief accounting officer or controller, or persons performing similar functions, we will disclose the nature of such amendment or waiver on our website. The information on our website is not incorporated by reference into this annual report.

ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Fees Paid to Independent Public Accountants

In the annual meeting held on December 29, 2016, our shareholders approved the reappointment of EY as our independent registered public accounting firm until the next annual meeting.

The following table sets forth, for each of the years indicated, the aggregate fees billed by EY and the percentage of each of the fees out of the total amount paid to them:

Services Rendered	Year Ended December 31,			
	2015		2016	
	Fees (in Dollars)	Percentages	Fees (in Dollars)	Percentages
Audit Fees (1)	\$ 257,000	62%	\$ 201,000	79%
Audit-Related Fees (2)	25,000	6%	-	-
Tax Fees (3)	120,700	29%	49,000	19%
All Other Fees (4)	14,200	3%	4,000	2%
Total	\$ 416,900	100%	\$ 254,000	100%

- (1) Audit fees consist of fees for professional services rendered by our principal accountant for the audit of our consolidated annual financial statements, including the audit of our internal control over financial reporting, or services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements.
- (2) Audit-related fees relate to assurance and associated services performed by EY, including in connection with due diligence investigations.

- (3) Tax fees relate to services performed by the tax division of EY for tax compliance, planning and advice, including a transfer pricing study and other tax services associated with acquisitions.
- (4) Other fees relate to advisory services performed by EY in connection with employee benefits.

Pre-Approval Policies and Procedures

Our audit committee has adopted a policy and procedures for the pre-approval of audit and non-audit services rendered by EY. Pre-approval of an audit or non-audit service may be given as a general pre-approval, as part of the audit committee's approval of the scope of the engagement of EY, or on an individual basis. Any proposed services exceeding general pre-approved levels also require specific pre-approval by our audit committee. The policy prohibits retention of the independent registered public accounting firm to perform the prohibited non-audit functions defined in Section 201 of the SOX or the rules of the SEC, and also requires the audit committee to consider whether proposed services are compatible with the independence of the public accountants. All of the fees in the table above were approved in accordance with these policies and procedures.

ITEM 16D. EXEMPTIONS FROM THE LISTING REQUIREMENTS AND STANDARDS FOR AUDIT COMMITTEES

None.

ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

None.

Item 16F. CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT

Not applicable .

Item 16G. CORPORATE GOVERNANCE

We are a foreign private issuer whose ordinary shares are listed on the NASDAQ Stock Market LLC. As such, we are required to comply with U.S. federal securities laws, including SOX, and the NASDAQ rules, including the NASDAQ corporate governance requirements. The NASDAQ rules provide that foreign private issuers may follow home country practice in lieu of certain qualitative listing requirements subject to certain exceptions and except to the extent that such exemptions would be contrary to U.S. federal securities laws, so long as the foreign issuer discloses that it does not follow such listing requirement and describes the home country practice followed in its reports filed with the SEC. Below is a concise summary of the significant ways in which our corporate governance practices differ from the corporate governance requirements of NASDAQ applicable to domestic U.S. listed companies:

The NASDAQ rules require that an issuer have a quorum requirement for shareholders meetings of at least one-third of the outstanding shares of the issuer's common voting stock. We have chosen to follow home country practice with respect to the quorum requirements of shareholder meetings. Our articles of association, as permitted under the Israeli Companies Law and Israeli practice, provide that the quorum requirements for shareholders meetings are at least 25% of the total voting rights in the Company or, with respect to adjourned shareholders meetings convened by the board of directors, the presence of a minimum of two shareholders.

The NASDAQ rules (namely, NASDAQ Listing Rule 5635(c)) also require shareholder approval of stock option plans and other equity compensation arrangements available to officers, directors or employees and any material amendments thereto. We have decided to follow home country practice in lieu of obtaining shareholder approval for our current or future equity incentive plans. However, subject to exceptions permitted under the Companies Law, we are required to seek shareholder approval of any grants of equity incentive awards to directors, chief executive officer and controlling shareholders or plans that require shareholder approval for other reasons.

Additionally, we have chosen to follow our home country practice in lieu of the requirements of NASDAQ Listing Rule 5250(d)(1), relating to an issuer's furnishing of its annual report to shareholders. Specifically, we file annual reports on Form 20-F, which contain financial statements audited by an independent accounting firm, electronically with the SEC and post a copy on our website.

Item 16H. MINE SAFETY DISCLOSURE

Not applicable.

PART III

ITEM 17. FINANCIAL STATEMENTS

The Company has elected to furnish financial statements and related information specified in Item 18.

ITEM 18. FINANCIAL STATEMENTS

Consolidated Financial Statements.

Index to Financial Statements	F-1
Reports of Independent Registered Public Accounting Firm	F-2
Consolidated Balance Sheets	F-4
Consolidated Statements of Operations	F-5
Consolidated Statements of Comprehensive Income (Loss)	F-6
Statements of Changes in Shareholders' Equity	F-8
Consolidated Statements of Cash Flows	F-10
Notes to Consolidated Financial Statements	F-11

ITEM 19. EXHIBITS

Exhibit	Description
1.1	Memorandum of Association of the Registrant, as amended and restated ¶ (1)
1.2	Amended and Restated Articles of Association of the Registrant (2)
1.3	Bonus Rights Agreement, dated as of June 7, 2016, between the Registrant and American Stock Transfer & Trust Company, LLC (3)
2.1	Specimen of Ordinary Share Certificate (4)
4.3	2001 Stock Option Plan, as amended (5)
4.4	2003 Israeli Stock Option Plan, as amended (6)
4.5	Loan Agreement dated January 31, 2007 among the Registrant and Plenus Technologies Ltd.; Form of First and Second Warrants to purchase Ordinary Shares issued by the Registrant to Plenus; Floating Charge Agreement dated January 31, 2007 among the Registrant, Plenus and its affiliates; and Fixed Charge Agreement dated January 31, 2007 among the Registrant, Plenus and its affiliates (7), as amended by Amendment to the Loan Agreement and Charge Agreements, dated March 30, 2009 (8), and by Amendment No. 2 to the Loan Agreement and Charge Agreements, dated September 4, 2011 (9)
4.6	Form of Indemnification Letter (10)
4.7	Change Data Capture OEM Agreement, dated as of December 14, 2010, by and between Attunity Inc. and Microsoft Corporation (11)
4.8	2012 Stock Incentive Plan (12)
4.9	Compensation Policy for Executive Officers and Directors, as amended (13)
4.10	Agreement and Plan of Merger, dated as of March 5, 2015, by and among the Registrant, Attunity Inc., Appfluent Technology, Inc. and the other signatories thereto (14)
4.11	Registration Rights Agreement, dated as of March 18, 2015, by and among the Registrant and the other signatories thereto (15)
8	List of Subsidiaries of the Registrant*
12.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended*
12.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended*
13.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350**
13.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350**
15.1	Consent of Kost Forer Gabbay & Kasierer, a Member of Ernst & Young Global*
101	The following financial information from the Registrant's Annual Report on Form 20-F for the year ended December 31, 2016 , formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets; (ii) Consolidated Statements of Operations; (iii) Consolidated Statement of Comprehensive Income (Loss); (iv) Statements of Changes in Shareholders' Equity; (v) Consolidated Statements of Cash Flows; and (vi) Notes to Consolidated Financial Statements, tagged as blocks of text and in detail*

-
- (1) Filed as Exhibit 3.1 to the Registrant's Registration Statement on Form F-3, filed with the SEC on September 27, 2012, and incorporated herein by reference.
- (2) Filed as Exhibit 3.2 to the Registrant's Registration Statement on Form F-3, filed with the SEC on September 27, 2012, and incorporated herein by reference.
- (3) Filed as Exhibit 99.2 to the Registrant's Report of Foreign Private Issuer on Form 6-K submitted to the SEC on June 8, 2016, and incorporated herein by reference
- (4) Filed as Exhibit 4.1 to the Registrant's Registration Statement on Form F-3, filed with the SEC on September 27, 2012, and incorporated herein by reference.

- (5) Filed as Exhibit 4.3 to the Registrant's Registration Statement on Form S-8, filed with the SEC on January 26, 2005, and incorporated herein by reference. The 2001 Stock Option Plan was amended in the annual general meetings of the Registrant's shareholders in December 2005 and December 2006, as reflected in Item 3 of the Registrant's Proxy Statement filed on Report of Foreign Private Issuer on Form 6-K submitted to the SEC on November 29, 2005, and in Item 2 of the Registrant's Proxy Statement filed on Report of Foreign Private Issuer on Form 6-K submitted to the SEC on November 22, 2006, which are incorporated herein by reference.
- (6) Filed as Exhibit 4.4 to the Registrant's Registration Statement on Form S-8, filed with the SEC on January 26, 2005, and incorporated herein by reference. The 2003 Israeli Stock Option Plan was amended in the annual general meetings of the Registrant's shareholders in December 2005 and December 2006, as reflected in Item 3 of the Registrant's Proxy Statement filed on Report of Foreign Private Issuer on Form 6-K submitted to the SEC on November 29, 2005, and in Item 2 of the Registrant's Proxy Statement filed on Report of Foreign Private Issuer on Form 6-K submitted to the SEC on November 22, 2006, which are incorporated herein by reference.
- (7) Filed as Exhibits 4.1, 4.2, 4.3, 4.4 and 4.5, respectively, to the Registrant's Report of Foreign Private Issuer on Form 6-K submitted to the SEC on February 6, 2007, and incorporated herein by reference.
- (8) Filed as Exhibit 4.6 to the Registrant's Annual Report on Form 20-F for the year ended December 31, 2008, and incorporated herein by reference.
- (9) Filed as Exhibit 4.6 to the Registrant's Annual Report on Form 20-F/A for the year ended December 31, 2011, and incorporated herein by reference.
- (10) Filed as Appendix B to the Registrant's Proxy Statement filed on Report of Foreign Private Issuer on Form 6-K submitted to the SEC on November 14, 2011, and incorporated herein by reference.
- (11) Filed as Exhibit 4.10 to the Registrant's Annual Report on Form 20-F for the year ended December 31, 2010, and incorporated herein by reference.
- (12) Filed as Appendix A to the Registrant's Proxy Statement filed on Report of Foreign Private Issuer on Form 6-K submitted to the SEC on November 20, 2012, and incorporated herein by reference.
- (13) Filed as Exhibit 4.9 to the Registrant's Annual Report on Form 20-F/A for the year ended December 31, 2015, and incorporated herein by reference.
- (14) Filed as Exhibit 4.11 to the Registrant's Annual Report on Form 20-F for the year ended December 31, 2014, and incorporated herein by reference.
- (15) Filed as Exhibit 4.12 to the Registrant's Annual Report on Form 20-F for the year ended December 31, 2014, and incorporated herein by reference.

¶ Translated from Hebrew

* Filed herewith.

** Furnished herewith.

ATTUNITY LTD. AND SUBSIDIARIES
CONSOLIDATED FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2016
U.S. DOLLARS IN THOUSANDS
INDEX

	<u>Page</u>
<u>Reports of Independent Registered Public Accounting Firm</u>	F-2
<u>Consolidated Balance Sheets</u>	F-4 - F-5
<u>Consolidated Statements of Operations</u>	F-6
<u>Consolidated Statements of Comprehensive Loss</u>	F-7
<u>Statements of Changes in Shareholders' Equity</u>	F-8 - F-9
<u>Consolidated Statements of Cash Flows</u>	F-10 - F-11
<u>Notes to Consolidated Financial Statements</u>	F-12 - F-36



REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors of

ATTUNITY LTD.

We have audited the accompanying consolidated balance sheets of Attunity Ltd. and subsidiaries (the "Company") as of December 31, 2016 and 2015, and the related consolidated statements of operations, comprehensive loss, shareholders' equity and cash flows for each of the three years in the period ended December 31, 2016. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company and subsidiaries at December 31, 2016 and 2015, and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 2016, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2016 based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria), and our report dated February 28, 2017, expressed an unqualified opinion thereon.

Tel-Aviv, Israel
February 28, 2017

/s/ KOST FORER GABBAY & KASIERER
A Member of Ernst & Young Global



REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors of

ATTUNITY LTD.

We have audited Attunity Ltd. and subsidiaries (the "Company") internal control over financial reporting as of December 31, 2016, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). The Company's management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2016, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of the Company as of December 31, 2016 and 2015 and the related consolidated statements of operations, comprehensive income (loss), stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2016 of Attunity Ltd. and subsidiaries and our report dated February 28, 2017 expressed an unqualified opinion thereon.

Tel-Aviv, Israel
February 28, 2017

/s/ KOST FORER GABBAY & KASIERER
A Member of Ernst & Young Global

CONSOLIDATED BALANCE SHEETS

U.S. dollars in thousands

	December 31,	
	2016	2015
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 9,166	\$ 12,522
Trade receivables (net of allowance for doubtful accounts of \$15 at December 31, 2016 and 2015)	7,031	4,524
Other accounts receivable and prepaid expenses	663	639
Total current assets	16,860	17,685
Severance pay fund	3,770	3,513
Property and equipment, net	1,214	1,260
Intangible assets, net	2,778	9,272
Goodwill	30,929	30,844
Deferred taxes	2,248	415
Other assets	155	169
Total long-term assets	41,094	45,473
Total assets	\$ 57,954	\$ 63,158

The accompanying notes are an integral part of the consolidated financial statements.

CONSOLIDATED BALANCE SHEETS

U.S. dollars in thousands, except share and per share data

	December 31,	
	2016	2015
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Trade payables	\$ 375	\$ 664
Payment obligation related to acquisitions	271	2,204
Deferred revenues	10,676	9,354
Employees and payroll accruals	4,741	4,012
Accrued expenses and other current liabilities	2,021	1,248
Total current liabilities	18,084	17,482
LONG-TERM LIABILITIES:		
Deferred revenues	1,438	1,348
Liability presented at fair value	512	719
Payment obligation related to acquisitions	-	254
Accrued severance pay	5,027	4,746
Other liabilities	277	318
Total long-term liabilities	7,254	7,385
SHAREHOLDERS' EQUITY:		
Share capital - Ordinary shares of NIS 0.4 par value - Authorized: 32,500,000 shares at December 31, 2016 and 2015; Issued and outstanding 16,841,238 shares at December 31, 2016 and 16,406,243 shares at December 31, 2015	1,921	1,876
Additional paid-in capital	149,685	144,836
Accumulated other comprehensive loss	(1,013)	(1,137)
Accumulated deficit	(117,977)	(107,284)
Total shareholders' equity	32,616	38,291
Total liabilities and shareholders' equity	\$ 57,954	\$ 63,158

The accompanying notes are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENTS OF OPERATIONS

U.S. dollars and shares in thousands, except per share data

	Year ended December 31,		
	2016	2015	2014
Revenues:			
Software licenses	\$ 28,653	\$ 26,568	\$ 20,128
Maintenance and services	25,841	21,600	15,524
Total revenues	54,494	48,168	35,652
Operating expenses:			
Cost of software licenses	2,143	2,518	890
Cost of maintenance and services	6,637	4,760	2,431
Research and development	13,283	11,139	9,316
Selling and marketing	35,089	27,381	19,136
General and administrative	4,594	4,857	3,944
Impairment of intangible assets	4,122	-	-
Total operating expenses	65,868	50,655	35,717
Operating loss	(11,374)	(2,487)	(65)
Financial expenses, net	(54)	(576)	(893)
Loss before taxes on income	(11,428)	(3,063)	(958)
Income tax benefit (taxes on income)	735	(546)	(734)
Net loss	\$ (10,693)	\$ (3,609)	\$ (1,692)
Basic and diluted net loss per share	\$ (0.64)	\$ (0.22)	\$ (0.11)
Weighted average number of shares used in computing basic and diluted net loss per share	16,739	16,183	15,024

The accompanying notes are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

U.S. dollars in thousands

	Year ended December 31,		
	2016	2015	2014
Net loss	\$ (10,693)	\$ (3,609)	\$ (1,692)
Other comprehensive income (loss):			
Cash flow hedges:			
Changes in unrealized (losses) gains	76	(64)	-
Reclassification adjustments for (gains) losses included in net loss	(24)	6	-
Net change	52	(58)	-
Foreign currency translation adjustment	72	(208)	(250)
Net change in accumulated comprehensive loss	124	(266)	(250)
Comprehensive loss	\$ (10,569)	\$ (3,875)	\$ (1,942)

The accompanying notes are an integral part of the consolidated financial statements.

STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

U.S. dollars in thousands, except share data

	Ordinary Shares		Additional paid-in capital	Receipt on account of shares	Other Comprehensive Loss	Accumulated deficit	Total shareholders' Equity
	Number	Amount					
Balance as of January 1, 2014	14,527,292	1,677	130,944	81	(621)	(101,983)	30,098
Exercise of warrants and stock options	619,082	70	818	-	-	-	888
Tax benefit related to exercise of stock options	-	-	121	-	-	-	121
Share-based compensation	-	-	1,489	-	-	-	1,489
Receipt on account of shares	167,842	19	62	(81)	-	-	-
Issuance of shares related to Hayes acquisition	61,500	6	497	-	-	-	503
Other comprehensive loss	-	-	-	-	(250)	-	(250)
Net loss	-	-	-	-	-	(1,692)	(1,692)
Balance as of December 31, 2014	15,375,716	1,772	133,931	-	(871)	(103,675)	31,157
Exercise of warrants and stock options	434,477	45	1,119	-	-	-	1,164
Share-based compensation	-	-	2,827	-	-	-	2,827
Issuance of shares related to Appfluent acquisition, including retention plan paid in shares	596,050	59	5,488	-	-	-	5,547
Holdback shares to secure indemnity claims	-	-	1,253	-	-	-	1,253
Tax benefit related to exercise of stock options	-	-	218	-	-	-	218
Other comprehensive loss	-	-	-	-	(266)	-	(266)
Net loss	-	-	-	-	-	(3,609)	(3,609)
Balance as of December 31, 2015	16,406,243	\$ 1,876	\$ 144,836	-	\$ (1,137)	\$ (107,284)	\$ 38,291

The accompanying notes are an integral part of the consolidated financial statements.

STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

U.S. dollars in thousands, except share data

	Ordinary Shares		Additional paid-in capital	Other Comprehensive Loss	Accumulated deficit	Total shareholders' Equity
	Number	Amount				
Balance as of January 1, 2016	16,406,243	\$ 1,876	\$ 144,836	\$ (1,137)	\$ (107,284)	\$ 38,291
Exercise of stock options and vesting of RSUs	182,313	19	270	-	-	289
Share-based compensation	-	-	3,880	-	-	3,880
Issuance of shares related to retention plan associated with acquisition and other share-based compensation	76,616	8	664	-	-	672
Issuance of shares related to BIReady acquisition	31,895	3	221	-	-	224
Issuance of holdback shares to secure indemnity claims	144,171	15	(15)	-	-	-
Tax deficiencies related to exercise of stock options	-	-	(171)	-	-	(171)
Other comprehensive loss	-	-	-	124	-	124
Net loss	-	-	-	-	(10,693)	(10,693)
Balance as of December 31, 2016	<u>16,841,238</u>	<u>1,921</u>	<u>149,685</u>	<u>(1,013)</u>	<u>(117,977)</u>	<u>32,616</u>

The accompanying notes are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

U.S. dollars in thousands

	Year ended December 31,		
	2016	2015	2014
<u>Cash flows from operating activities:</u>			
Net loss	\$ (10,693)	\$ (3,609)	\$ (1,692)
Adjustments required to reconcile net loss to net cash provided by (used in) operating activities:			
Depreciation	493	411	345
Share-based compensation	3,880	2,827	1,489
Retention plan associated with acquisition and other compensation in shares	370	502	-
Impairment of intangible assets	4,122	-	-
Amortization of intangible assets	2,372	2,862	1,215
Accretion of payment obligations related to acquisitions	(8)	477	682
Change in fair value of payment obligations	35	(2,067)	-
Change in:			
Accrued severance pay, net	24	184	(46)
Trade receivables	(2,544)	1,512	(767)
Other accounts receivable and prepaid expenses	(29)	(364)	265
Other long-term assets	14	(174)	(1)
Trade payables	(279)	343	(136)
Deferred revenues	1,570	2,533	1,674
Employees and payroll accruals	1,101	635	(187)
Accrued expenses and other current liabilities	594	(202)	782
Liability presented at fair value and other long-term liabilities	(185)	(91)	(187)
Tax deficiencies (benefit) related to exercise of stock options	171	(218)	(121)
Change in deferred taxes, net	(1,833)	(641)	(224)
Net cash provided by (used in) operating activities	(825)	4,920	3,091
<u>Cash flows from investing activities:</u>			
Purchase of property and equipment	(456)	(625)	(446)
Decrease (increase) in restricted cash	-	430	(430)
Cash paid in connection with acquisition, net of acquired cash (Note 3)	-	(10,402)	(748)
Net cash used in investing activities	(456)	(10,597)	(1,624)

The accompanying notes are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

U.S. dollars in thousands

	Year ended December 31,		
	2016	2015	2014
<u>Cash flows from financing activities:</u>			
Proceeds from exercise of warrants and options	289	1,164	888
Payment of contingent consideration	(1,990)	(2,054)	-
Tax benefit (deficiencies) related to exercise of stock options	(171)	218	121
Net cash provided by (used in) financing activities	(1,872)	(672)	1,009
Foreign currency translation adjustments on cash and cash equivalents	(203)	(88)	2
Increase (decrease) in cash and cash equivalents	(3,356)	(6,437)	2,478
Cash and cash equivalents at the beginning of the year	12,522	18,959	16,481
Cash and cash equivalents at the end of the year	\$ 9,166	\$ 12,522	\$ 18,959
<u>Supplemental disclosure of cash flow activities:</u>			
Cash paid during the year for:			
Income taxes	\$ 653	\$ 1,558	\$ 500
<u>Supplemental disclosure of non-cash investing and financing activities:</u>			
Issuance of shares related to acquisition	\$ 224	\$ 6,600	\$ 503

The accompanying notes are an integral part of the consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data**NOTE 1:- GENERAL**

Attunity Ltd. (the "Company" or "Attunity") develops, markets, sells and supports integration and Big Data management software solutions that enable availability, delivery and management of data across heterogeneous enterprise platforms, organizations, and the cloud. In addition, the Company provides maintenance, consulting and training for its products.

The Company has wholly-owned subsidiaries mainly in the United States, United Kingdom, Hong-Kong and Israel. The Company's subsidiaries are engaged primarily in sales, marketing and customer service.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP"), followed on a consistent basis.

a. Use of estimates:

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. The Company's management believes that the estimates, judgments and assumptions used are reasonable based upon information available at the time they are made. These estimates, judgments and assumptions can affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements, and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. On an ongoing basis, the Company's management evaluates estimates, including those related to valuation and impairments of goodwill and intangible assets, tax assets and liabilities, fair values of stock-based awards, estimates used in applying the revenue recognition policy related to separation of multiple elements, as well as certain financial instruments classified as liabilities. Such estimates are based on historical experience and on various other assumptions that are believed to be reasonable, the results of which form the basis for making judgments about the carrying values of assets and liabilities.

b. Reclassifications:

Certain amounts in prior years' financial statements have been reclassified to reflect certain immaterial adjustments related to a business combination completed in 2015. The reclassification had no effect on previously reported net income, cash flows or shareholders' equity.

c. Financial statements in U.S. dollars ("dollars"):

A majority of the revenues of the Company and of certain of its subsidiaries is generated in dollars. In addition, a substantial portion of the Company's and certain subsidiaries' costs are denominated in dollars. Accordingly, the Company's management has determined that the dollar is the currency in the primary economic environment in which those companies operate. Thus, the functional and reporting currency of those companies is the dollar. Accordingly, monetary amounts denominated in a currency other than the functional currency are re-measured into the functional currency in accordance with Accounting Standards Codification ("ASC") No. 830, "Foreign Currency Matters," while all transaction gains and losses of the re-measured monetary balance sheet items are reflected in the statements of operations as financial income or expenses, as appropriate.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

The financial statements of certain subsidiaries, whose functional currency is determined to be their local currency, have been translated into dollars. All balance sheet accounts have been translated using the exchange rates in effect at the balance sheet date. Statement of operations amounts have been translated using the average exchange rate for the applicable year. The resulting translation adjustments are reported as an accumulated other comprehensive loss component of shareholders' equity.

d. Principles of consolidation:

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. Intercompany balances and transactions have been eliminated in consolidation.

e. Cash equivalents:

Cash equivalents are short-term highly liquid investments that are readily convertible to cash, with original maturities of three months or less, when purchased.

f. Property and equipment, net:

Property and equipment are stated at cost, net of accumulated depreciation. Depreciation is calculated using the straight-line method, over the estimated useful lives of the assets, at the following annual rates:

	<u>Percentage</u>
Computers and peripheral equipment	20 – 33 (mainly 33)
Office furniture and equipment	10 – 20 (mainly 15)
Leasehold improvements	Over the shorter of the related lease period or the life of the asset

g. Goodwill and other intangible assets:

Goodwill reflects the excess of the purchase price of business acquired over the fair value of net assets acquired. Under ASC No. 350, "Intangibles – Goodwill and other" ("ASC No. 350"), goodwill is not amortized but rather is tested for impairment at least annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. In accordance with ASC No. 350, the Company performs an annual impairment test on October 31 of each year.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

The Company operates in one operating segment and this segment comprises the only reporting unit. The Company tests goodwill using the two-step process in accordance with ASC No. 350. The first step, identifying a potential impairment, compares the fair value of the reporting unit with its carrying amount. If the carrying amount exceeds its fair value, the second step would need to be performed; otherwise, no further step is required. The second step, measuring the impairment loss, compares the implied fair value of the goodwill with the carrying amount of the goodwill. Any excess of the goodwill carrying amount over the applied fair value is recognized as an impairment loss, and the carrying value of goodwill is written down to fair value. During the years ended December 31, 2016, 2015 and 2014, no impairment of goodwill has been identified.

The intangible assets of the Company are not considered to have an indefinite useful life and are amortized over their estimated useful lives. Intangible assets consist of core technology, customer relationships and non-competition agreement.

h. Impairment of long-lived assets and intangible assets subject to amortization:

According to ASC No. 360, "Property, Plant and Equipment", the carrying amount of these assets to be held and used is reviewed whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. Recoverability of these assets is measured by comparison of the carrying amount of each asset (or asset group) to the future undiscounted cash flows the asset (or asset group) is expected to generate. If the asset is considered to be impaired, the amount of any impairment is measured as the difference between the carrying value and the fair value of the impaired asset.

In 2016, as a result of reduced sales trends of products based on the technology of Appfluent, a U.S.-based corporation acquired by the Company in March 2015, the Company identified impairment indicators and performed an impairment test on the acquisition-related amortizable intangible for this acquisition. As a result, during the year ended in December, 31 2016, the Company recognized a \$3,919 impairment charge on core technology and a \$203 impairment loss on customer's relationship. The fair value of these assets was determined in accordance with a forecasted discounted cash flows model, using a discount rate reflecting the risk inherent in the projected cash flows. During the years ended December 31, 2015, and 2014, no impairment of long-lived assets and intangible assets was identified.

i. Business combinations:

The Company accounted for business combinations in accordance with ASC No. 805, "Business Combinations" ("ASC No. 805"). ASC No. 805 requires recognition of assets acquired, liabilities assumed, and any non-controlling interest at the acquisition date, measured at their fair values as of that date. Any excess of the fair value of net assets acquired over purchase price and any subsequent changes in estimated contingencies are to be recorded in consolidated statements of operations. In addition, changes in valuation allowance related to acquired deferred tax assets and in acquired income tax position are to be recognized in consolidated statements of operations.

Acquisition related costs are expensed to the statement of operations in the period incurred.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

j. Research and development costs:

Research and development costs are charged to the statement of operations as incurred. ASC No. 985-20, "Software - Costs of Software to Be Sold, Leased, or Marketed", requires capitalization of certain software development costs subsequent to the establishment of technological feasibility. Based on the Company's product development process, technological feasibility is established upon completion of a working model. Costs incurred by the Company between completion of the working models and the point at which the products are ready for general release, have been insignificant. Therefore, all research and development costs are expensed as incurred.

k. Income taxes:

The Company accounts for income taxes and uncertain tax positions in accordance with ASC No. 740, "Income Taxes" ("ASC No. 740"). ASC No. 740 prescribes the use of the liability method, whereby deferred tax asset and liability account balances are determined based on temporary differences between financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. The Company provides a valuation allowance, if necessary, to reduce deferred tax assets to amounts more likely than not to be realized.

ASC No. 740 contains a two-step approach to recognizing and measuring a liability for uncertain tax positions. The first step is to evaluate the tax position taken or expected to be taken in a tax return by determining if the weight of available evidence indicates that it is more likely than not that, on an evaluation of the technical merits, the tax position will be sustained on audit, including resolution of any related appeals or litigation processes.

The second step is to measure the tax benefit as the largest amount that is more than 50% likely to be realized upon ultimate settlement. The Company accrues interest related to unrecognized tax benefits in its taxes on income (income tax benefit).

l. Revenue recognition:

The Company generates revenues mainly from license fees and sublicense fees for the right to use its software products and maintenance, support, consulting and training services. The Company grants licenses to its products primarily through its direct sales force and indirectly through original equipment manufacturers ("OEMs"), distributors, resellers and value added resellers ("VARs"). The customers, OEMs, distributors, resellers or VARs, as the case may be, are generally considered to be end users for purposes of revenue recognition.

The Company accounts for software sales in accordance with ASC No. 985-605, "Software Revenue Recognition" ("ASC No. 985-605"). Revenue from license fees and services are recognized when persuasive evidence of an arrangement exists, delivery of the product has occurred or the services have been rendered, the fee is fixed or determinable and collectability is probable. The Company usually does not grant a right of return to its customers.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

As required by ASC No. 985-605, the Company determines the value of the software component of its multiple-element arrangements using the residual method when vendor specific objective evidence ("VSOE") of fair value exists for all the undelivered elements of the arrangement. VSOE is based on the price charged when an element is sold separately or renewed. Under the residual method, the fair value of the undelivered elements is deferred and the remaining portion of the arrangement fee is allocated to the delivered elements and is recognized as revenue.

Maintenance and support agreements provide customers with rights to unspecified software product updates, if and when available. These services grant the customers on line and telephone access to technical support personnel during the term of the service. The Company recognizes maintenance and support services revenues ratably over the term of the agreement, usually one year.

Arrangements for the sale of software products that include consulting and training services are evaluated to determine whether those services are essential to the functionality of other delivered elements of the arrangement. The Company determined that these services are not considered essential to the functionality of other elements of the arrangement; therefore, these revenues are recognized as a separate element of the arrangement.

Service revenues are recognized as the services are performed.

Revenues from royalties are recognized according to quarterly royalty reports received from the applicable distributors and OEMs. The Company is entitled to either a percentage of the distributor or OEM's revenue from the combined product or to a percentage of the revenues of the product sold, as the case may be.

Deferred revenue includes unearned amounts paid under maintenance and support contracts and amounts received from customers under license agreements but not recognized as revenues.

m. Cost of Revenues:

Cost of software licenses is comprised of amortization of core technology acquired. Cost of maintenance and services is comprised mainly of post-sale customer support and professional services personnel.

n. Concentrations of credit risks:

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and cash equivalents, foreign exchange contracts and trade receivables.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data**NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)**

Cash and cash equivalents are invested in major banks mainly in Israel and the United States. Such deposits in the United States may be in excess of insured limits and are not insured in other jurisdictions, such as Israel. Generally these deposits may be redeemed upon demand and, therefore, bear low risk.

The Company's trade receivables are mainly derived from sales to customers located primarily in the United States, Europe and the Far East. The Company performs ongoing credit evaluations of its customers and, through December 31, 2016, has not experienced any material losses. An allowance for doubtful accounts is determined with respect to those amounts that the Company has determined to be doubtful of collection. There were no material bad debt expenses or write-offs recorded for the years ended December 31, 2016, 2015 and 2014.

o. Accounting for share-based compensation

The Company accounts for share-based compensation in accordance with ASC No. 718, "Compensation - Stock Compensation" ("ASC No. 718"). ASC No. 718 is applicable for stock-based awards exchanged for employees' services and for non-employee directors. Pursuant to ASC No. 718, share-based compensation cost is measured at the grant date, based on the fair value of the award, and is recognized as expense ratably on a straight line basis over the requisite service period, net of estimated forfeitures. ASC No. 718 requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. Estimated forfeitures are based on actual historical pre-vesting forfeitures.

ASC No. 718 requires the cash flows resulting from tax deductions in excess of the equity-based compensation costs recognized for those equity-based awards to be classified as financing cash flows. During the years ended December 31, 2016, 2015 and 2014, the Company classified \$ (171), \$ 218 and \$ 121, respectively, of excess tax benefits (deficiencies) from equity-based compensation as financing cash flows.

The Company selected the Black-Scholes option pricing model as the most appropriate fair value method for its stock options awards. This option-pricing model requires a number of assumptions, of which the most significant are the expected stock price volatility and the expected option term. Expected volatility is calculated based upon actual historical stock price movements over the most recent periods ending on the grant date, equal to the expected option term. The expected term of options granted is derived from the historical option exercises, post-vesting cancellations, and estimates concerning future exercises and cancellations for vested and unvested options that remain outstanding. The risk-free interest rate is based on the yield from U.S. treasury bonds with an equivalent term to the expected life of the options. Historically, the Company has not paid dividends and in addition has no foreseeable plans to pay dividends, and therefore uses an expected dividend yield of zero in the option pricing model.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

The fair value for options granted in 2016, 2015 and 2014 is estimated at the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions:

	Year ended December 31,		
	2016	2015	2014
Dividend yield	0%	0%	0%
Expected volatility	53%	52%	61%
Risk-free interest	1.82%	1.29%	1.24%
Expected life (in years)	5.3	4	4

The fair value of each restricted stock unit ("RSU") is the market value as determined by the closing price of the common share prior to the day of grant.

p. Derivatives and hedging:

The Company accounts for derivatives and hedging based on ASC No. 815, "Derivatives and Hedging" ("ASC No. 815"). ASC No. 815 requires the Company to recognize all derivatives on the balance sheet at fair value. The accounting for changes in the fair value (i.e., gains or losses) of a derivative instrument depends on whether it has been designated and qualifies as part of a hedging relationship and further, on the type of hedging relationship.

According to ASC No. 815, for derivative instruments that are designated and qualify as hedging instruments, the Company must designate the hedging instrument, based upon the exposure being hedged, as a fair value hedge, cash flow hedge, or a hedge of a net investment in a foreign operation. If the derivatives meet the definition of a hedge and are so designated, depending on the nature of the hedge, changes in the fair value of such derivatives will either be offset against the change in fair value of the hedged assets, liabilities, or firm commitments through earnings, or recognized in other comprehensive income until the hedged item is recognized in earnings. The ineffective portion of a derivative's change in fair value is recognized in earnings.

The Company entered into forward and option contracts to hedge against the risk of overall changes in future cash flow from payments of payroll and related expenses denominated in New Israeli Shekels ("NIS"). As of December 31, 2016 and 2015, the fair value of the Company's outstanding forward and option contracts amounted to \$ 7 and \$ 62, respectively, which is included within accrued expenses and other current liabilities in the balance sheets. The Company measured the fair value of these contracts in accordance with ASC No. 820, "Fair Value Measurements and Disclosures" ("ASC No. 820"), and they were classified as level 2. Net income (loss) from hedging transactions recognized in financial expenses, net during 2016, 2015 and 2014 was \$3, (\$30) and (\$201), respectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

As of December 31, 2016 and 2015, the notional principal amount of the hedging contracts to sell U.S. dollars held by the Company was \$4,963 and \$6,471, respectively.

The fair value of the Company's outstanding derivative designated as cash flow hedging instruments was recorded as liability of \$7 and \$58, as of December 31, 2016 and 2015, respectively, which is included within "Accrued expenses and other current liabilities" in the balance sheet.

The fair value of the Company's outstanding hedging contracts that were not designated as hedging instruments as of December 31, 2016 and 2015 were immaterial.

q. Basic and diluted net loss per share:

Basic and diluted loss per ordinary share are presented in conformity with ASC No. 260 "Earnings Per Share", for all years presented. Basic loss per ordinary share is computed by dividing the net loss for each reporting period by the weighted average number of ordinary shares outstanding during the period. Diluted loss per ordinary share is computed by dividing the aggregation of the net loss for each reporting period plus additional expense or income that would have been outstanding if potentially dilutive securities had been exercised during the period, by the weighted average number of ordinary shares outstanding during the period plus any additional ordinary shares that would have been outstanding if potentially dilutive securities had been exercised during the period, calculated under the treasury stock method.

The total number of shares related to the outstanding stock options excluded from the calculation of diluted net loss per share due to their anti-dilutive effect was 1,902,934, 1,974,962 and 1,888,768 for the years ended December 31, 2016, 2015 and 2014, respectively.

r. Severance pay:

The Company's liability for severance pay for all employees located in Israel is calculated pursuant to Israel's Severance Pay Law based on the employees' most recent monthly salary multiplied by the number of years of employment, as of the balance sheet date. Upon termination by the Company, or other circumstances that are considered as termination under the Severance Pay Law, Israeli employees are generally entitled to one month's salary for each year of employment or a portion thereof. The Company's liability for all of its Israeli employees is fully provided by monthly deposits with a severance pay fund, pension policies and by an accrual.

The deposited funds include profits or losses accumulated up to the balance sheet date. The deposited funds may be withdrawn only upon the fulfillment of the employee's obligation pursuant to Israel's Severance Pay Law or employment agreements. The value of these policies is recorded as an asset in the Company's balance sheets. The Company's agreements with employees in Israel, who joined the Company after December 1, 2009, are in accordance with Section 14 of the Severance Pay Law, 1963, whereby the Company's contributions for severance pay fully cover its severance liability. Such deposits and related obligations are not stated on the balance sheet, as the Company is legally released from obligation to employees once the deposit amounts have been fully paid.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

Severance pay expense for the years ended December 31, 2016, 2015 and 2014 amounted to \$ 645, \$ 682 and \$ 594, respectively.

s. Fair value of financial instruments:

The Company applies ASC No. 820, pursuant to which fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e., the "exit price") in an orderly transaction between market participants at the measurement date.

In determining fair value, the Company uses various valuation approaches. ASC No. 820 establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing the asset or liability developed based on market data obtained from sources independent of the Company.

Unobservable inputs are inputs that reflect the Company's assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available in the circumstances.

The hierarchy is broken down into three levels based on the inputs as follows:

- Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at the measurement date.
- Level 2 - Valuations based on one or more quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.
- Level 3 - Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

The fair value hierarchy also requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

The carrying amounts of cash and cash equivalents, restricted cash, trade receivables, trade payables, employees and payroll accruals, accrued expenses and other current liabilities approximate their fair values due to the short-term maturity of these instruments.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

t. Comprehensive income:

The Company accounts for comprehensive income (loss) in accordance with ASC No. 220, "Comprehensive Income." This statement establishes standards for the reporting and display of comprehensive income (loss) and its components in a full set of general purpose financial statements. Comprehensive income (loss) generally represents all changes in stockholders' equity during the period except those resulting from investments by, or distributions to, stockholders.

The following table summarizes the changes in accumulated balances of other comprehensive loss for 2016:

	Unrealized gains (losses) on cash flow hedges	Foreign currency translation adjustment	Total
Beginning balance	\$ (58)	\$ (1,079)	\$ (1,137)
Other comprehensive gain before reclassifications	76	72	148
Amounts reclassified from accumulated other comprehensive loss into earnings	(24)	-	(24)
Net current period other comprehensive	52	72	124
Ending balance	<u>\$ (6)</u>	<u>\$ (1,007)</u>	<u>\$ (1,013)</u>

u. Impact of recently issued accounting standard not yet adopted:

- In February 2016, the Financial Accounting Standards Board (FASB) issued Accounting Standard Update ("ASU") No. 2016-02, "Leases". The updated standard aims to increase transparency and comparability among organizations by requiring lessees to recognize lease assets and lease liabilities on the balance sheet and requiring disclosure of key information about leasing arrangements. This update is effective for annual periods beginning after December 15, 2018, and interim periods within those annual periods; early adoption is permitted and modified retrospective application is required. The Company is in the process of evaluating this guidance to determine the impact it will have on its consolidated financial statements.
- In May 2014, the FASB issued ASU No. 2014-09, "Revenue from Contracts with Customers (Topic 606)" ("ASU 2014-09"), which amends the existing accounting standards for revenue recognition. The FASB has recently issued several amendments to the standard, including clarification on accounting for licenses of intellectual property and identifying performance obligations. The new revenue recognition standard will be effective for the Company in the first quarter of 2018, with the option to adopt it in the first quarter of 2017.

The new standard also permits two methods of adoption: retrospectively to each prior reporting period presented (the so-called "full retrospective method"), or retrospectively with the cumulative effect of initially applying the new standard recognized at the date of initial application (the so-called "modified retrospective method"). The Company is currently evaluating the timing and method of adoption of the new revenue standard and also the impact that the standard will have on its consolidated financial statements and related disclosures.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

3. In August 2016, the FASB issued ASU No. 2016-15, "Statement of Cash Flows (Topic 230)", which amends the guidance on the classification of certain cash receipts and payments in the statement of cash flows. This ASU is effective for annual and interim reporting periods beginning after December 15, 2017 and is applied retrospectively. Early adoption is permitted, including adoption in an interim period. The Company is currently evaluating the impact that this ASU will have on its consolidated financial statements.
4. In March 2016, the FASB issued ASU No. 2016-09, "Improvements to Employee Share-Based Payment Accounting." This ASU affects entities that issue share-based payment awards to their employees. The ASU is designed to simplify several aspects of accounting for share-based payment award transactions, which include the income tax consequences, classification of awards as either equity or liabilities, classification on the statement of cash flows and forfeiture rate calculations. The Company will adopt this ASU on its effective date of January 1, 2017. The Company is currently evaluating the impact that this guidance will have on its consolidated financial statements.
5. In January 2017, the FASB issued ASU No. 2017-04, "Intangibles - Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment." This ASU eliminates the requirement to measure the implied fair value of goodwill by assigning the fair value of a reporting unit to all assets and liabilities within that unit (the "Step 2 test") from the goodwill impairment test. Instead, if the carrying amount of a reporting unit exceeds its fair value, an impairment loss is recognized in an amount equal to that excess, limited by the amount of goodwill in that reporting unit. An entity still has the option to perform the qualitative assessment for a reporting unit to determine if the qualitative impairment test is necessary. This new standard should be applied on a prospective basis and the nature of and reason for the change in accounting principle should be disclosed upon transition. The amendments in this update should be adopted for annual or any interim goodwill impairment tests in fiscal years beginning after December 15, 2019. Early adoption is permitted on testing dates after January 1, 2017. The Company is currently evaluating the impact of adopting the new guidance on the consolidated financial statements and the timing of adoption.
6. In 2016, the Company adopted ASU No. 2014-15, "Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern" ("ASU 2014-15"), that provides guidance on management's responsibility in evaluating whether there is substantial doubt about a company's ability to continue as a going concern and to provide related footnote disclosures. The adoption of ASU 2014-15 does not have an impact on the Company's consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 3:- ACQUISITIONS

- a. On March 18, 2015 (in this clause (a), the "Closing Date"), the Company completed, through the Company's wholly owned subsidiary, Attunity Inc., the acquisition of 100% of the shares of Appfluent Technology, Inc., a Delaware corporation ("Appfluent"), a U.S.-based provider of data usage analytics for Big Data environments, including data warehousing and Hadoop. Under the acquisition agreement, the total consideration is composed as follows:
- \$10,997 in cash paid on the Closing date, of which \$1,100 was held in escrow for one year following the Closing Date.
 - 726,033 ordinary shares of the Company for total fair value of \$6,600, out of which 581,862 shares were issued on the Closing Date and 144,171 shares were held-back to secure indemnity claims and were issued on September 19, 2016. The held-back shares were recorded as equity at fair market value of \$1,253, taking into account, among other things, the market restrictions on these shares.
 - Milestone-based contingent payments in a total of up to \$31,500, payable in 2016 and 2017. The milestone-based contingent payments were based on the Company's revenues recognized from sales of Appfluent products in the period between the Closing Date and December 31, 2015 and during 2016. These milestone-based contingent payments were measured at fair value at the Closing Date in the amount of \$1,616. At the end of 2015, the Company recorded a net gain of \$1,826 as a reversal of this previously accrued milestone-based contingent payment since the forecast of sales of Appfluent products for 2016 was lower than the revenue target required to be met in order to earn the milestone-based contingent payment. Such gain is included in selling and marketing expenses in the consolidated statement of operation for the year ended December 31, 2015.

In addition, certain key employees of Appfluent were entitled to retention payments in an aggregate amount of \$2,000, which was payable in cash over a period of 15 months following the Closing Date and, at the Company's discretion, up to 40% in ordinary shares of the Company based on the average price per share over a 30-day period prior to each applicable payment date.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 3:- ACQUISITIONS (Cont.)

During 2015, the Company paid \$300 in cash and issued 14,188 ordinary shares of the Company for total fair value of \$200. During 2016, the Company paid \$900 in cash and issued 68,616 ordinary shares of the Company for total fair value of \$600. Compensation costs recognized in 2016 and 2015 were \$744 and \$1,256 respectively.

Under business combination accounting principles, the total purchase price was allocated to Appfluent's net tangible and intangible assets based on their estimated fair values. At the Closing Date, the core technology and customers relationships, amounted to \$6,350 and \$382, respectively.

- b. On November 14, 2014 (in this clause (b), the "Closing Date"), the Company acquired the technology and certain related assets of BIReady B.V., a Netherlands-based developer of data warehouse automation technology, for EUR 600,000 (approximately \$748) in cash, 31,895 ordinary shares of the Company for total fair value of \$224, which have been held-back to secure indemnity claims and were issued in February 2016, and an earn-out potential of up to EUR 300,000 (approximately \$374) in cash over 2015 and 2016. In connection with this contingent payment consideration, the Company initially recorded at the Closing Date, an estimated liability of \$300 (\$271 and \$292 as of December 31, 2016 and 2015, respectively). The Company paid \$48 of the contingent consideration during the year ended December 31, 2016. The total purchase price was allocated to core technology based on its estimated fair value in the amount of \$ 1,272, which is amortized on a straight line basis over 5 years.
- c. On December 18, 2013 (in this clause (c), the "Closing Date"), the Company completed, through the Company's wholly owned subsidiary, Attunity Inc., the acquisition of 100% of the shares of Hayes Technology Group, Inc. ("Hayes"), a U.S.-based provider of data replication software solutions for SAP environments. The total consideration was composed as follows:
- \$ 4,500 in cash paid on the Closing Date;
 - 185,000 ordinary shares of the Company for total fair value of \$ 1,547, out of which 123,500 shares were issued on Closing Date and 61,500 shares were held-back to secure indemnity claims and were issued on December 18, 2014. The held-back shares were recorded at fair market value of \$ 503 under purchase obligations and were classified to equity upon issuance of the shares; and
 - Milestone-based contingent payments in a total of up to \$ 4,200, out of which up to \$ 2,100 is payable in 2015 and up to \$ 2,100 is payable in 2016. Contingent payment consideration was measured at fair value at the Closing Date and recorded as a liability on the balance sheet in the amount of \$ 3,251 (\$0 and \$1,942 as of December 31, 2016 and 2015, respectively). The Company paid \$1,942 and \$2,054 of the contingent consideration during the years ended 2016 and 2015, respectively. Changes in fair value of contingent liability in the amount of (\$35) and \$241 are included in selling and marketing expenses in the consolidated statement of operation for year ended December 31, 2016 and 2015, respectively.

NOTE 4:- FAIR VALUE MEASUREMENTS

The Company measures the contingent payment obligations payable, if any, in connection with acquisitions ("Contingent Considerations"), foreign currency derivative contracts and other derivative instruments at fair value. Foreign currency derivative contracts are classified within Level II as the valuation inputs are based on quoted prices and market observable data of similar instruments. The Contingent Considerations related to acquisitions and liability presented at fair value are classified within Level III as the valuation inputs are based on significant inputs not observable in the market.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 4:- FAIR VALUE MEASUREMENTS (Cont.)

There have been no transfers between fair value measurements levels during the years ended December 31, 2016, 2015 and 2014.

The below table sets forth the Company's assets and liabilities that were measured at fair value as of December 31, 2016 and 2015 by level within the fair value hierarchy. Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

	December 31, 2016			
	Level 1	Level 2	Level 3	Total
Liabilities:				
Contingent consideration related to acquisitions	\$ -	\$ -	\$ 271	\$ 271
Foreign exchange contracts	-	7	-	7
Liability presented at fair value	-	-	512	512
Total liabilities	\$ -	\$ 7	\$ 783	\$ 790

	December 31, 2015			
	Level 1	Level 2	Level 3	Total
Liabilities:				
Contingent consideration related to acquisitions	\$ -	\$ -	\$ 2,458	\$ 2,458
Foreign exchange contracts	-	62	-	62
Liability presented at fair value	-	-	719	719
Total liabilities	\$ -	\$ 62	\$ 3,177	\$ 3,239

The following table set forth the change of fair value measurements that are categorized within Level 3:

Total fair value as of January 1, 2016	\$ 3,177
Cash settlements	(1,990)
Shares settlements	(224)
Revaluation of liability presented at fair value	(207)
Accretion of contingent payment obligations	(8)
Change in fair value of payment obligations	35
Total fair value as of December 31, 2016	\$ 783

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 5:- PROPERTY AND EQUIPMENT, NET

	December 31,	
	2016	2015
Cost:		
Computers and peripheral equipment	\$ 2,203	\$ 1,880
Office furniture and equipment	531	444
Leasehold improvements	473	453
	<u>3,207</u>	<u>2,777</u>
Accumulated depreciation	<u>1,993</u>	<u>1,517</u>
Property and equipment, net	<u>\$ 1,214</u>	<u>\$ 1,260</u>

As for charges on the Company's property and equipment, see Note 8.

NOTE 6:- GOODWILL AND OTHER INTANGIBLE ASSETS, NET

a. Goodwill:

Changes in goodwill during the years ended December 31, 2016 and 2015 are as follows:

	December 31,	
	2016	2015
Goodwill, beginning of year	\$ 30,844	\$ 17,467
Revaluation related to foreign currency exchange differences	85	(207)
Acquisition of Appfluent	<u>-</u>	<u>13,584</u>
Goodwill, end of year	<u>\$ 30,929</u>	<u>\$ 30,844</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 6:- GOODWILL AND OTHER INTANGIBLE ASSETS, NET (Cont.)

b. Other intangible assets, net:

Net other intangible assets consisted of the following:

	Weighted average amortization period (years)	December 31,	
		2016	2015
Original amount:			
Core technology	4.74	\$ 13,384	\$ 13,384
Customers relationship	5.84	1,981	1,981
Non-competition agreement	4	224	224
		<u>15,589</u>	<u>15,589</u>
Accumulated amortization:			
Core technology		6,977	4,834
Customers relationship		1,544	1,371
Non-competition agreement		168	112
		<u>8,689</u>	<u>6,317</u>
Impairment of intangible assets		4,122	-
Other Intangible assets ,net:			
Core technology		2,488	8,550
Customers relationship		234	610
Non-competition agreement		56	112
		<u>\$ 2,778</u>	<u>\$ 9,272</u>

The estimated future amortization expense of other intangible assets as of December 31, 2016 for the years ending:

Year ending December 31 ,	
2017	1,346
2018	943
2019	415
Thereafter	74
	<u>\$ 2,778</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data**NOTE 7:- LIABILITY PRESENTED AT FAIR VALUE**

The Company entered into a Loan Agreement with Plenus Technologies Ltd. ("Plenus" or the "Lender"), on January 31, 2007 (as amended on March 30, 2009 and September 4, 2011, the "Loan Agreement"). According to the Loan Agreement if, during the period between March 19, 2009 and December 31, 2017, the Company enters into a "Fundamental Transaction" (which is defined in the Loan Agreement to include (i) the acquisition of the Company by means of a merger or other form of corporate reorganization in which 50% or more of the outstanding shares is exchanged for securities or other consideration issued or paid by the acquiring entity, (ii) the sale of all or substantially all of the assets of the Company, or (iii) a transaction or a series of transactions in which a person or entity acquires more than 50% of the outstanding shares of the Company), then the Lender shall be entitled to the following: (i) in the cases of merger or acquisition of shares, an amount equal to 15% of the aggregate proceeds payable in connection with such Fundamental Transaction to the shareholders, or (ii) in the case of the sale of substantially all of the Company's assets, an amount equal to 15% of the aggregate proceeds payable to the Company in connection with such Fundamental Transaction; the "aggregate proceeds" shall be calculated while subtracting any amount of debts, liabilities and obligations which have accrued prior to the closing of such Fundamental Transaction and have not been assumed by the purchaser in such Fundamental Transaction. During such period, the Lender may elect to receive \$300 in cash in lieu of such contingent payment right.

The Company accounted for the above mentioned contingent payment right as a liability presented at fair value on the balance sheet which is marked to market at each reporting period. As of December 31, 2016 and December 31, 2015, the liability amounted to \$512 and \$719, respectively. The fair value of this liability was performed by a third party valuation firm using the Binomial Model for options valuation based on assumptions provided by management.

NOTE 8:- CHARGES (ASSETS PLEDGED)

In July 2015, the Company secured a short-term line of credit that expires after one year in the amount of \$5,000 from an Israeli bank, which was extended in August 2016 for an additional one-year period ending in July 2017. To secure the credit line, the Company granted the bank a first priority floating charge on all of its assets (the agreements relating to such charges, being referred to as the "Security Agreements"). The Security Agreements contain various restrictive covenants, including limitations on the Company's ability to pledge additional assets, enter into affiliated party transactions, pay dividends or repurchase its shares, and subject to specified exceptions, a negative pledge on the assets of some of its subsidiaries. As of December 31, 2016 \$645 of the line of credit is used as collateral, mainly to secure the Company's obligations under the office lease agreement and its hedging transactions.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 9:- COMMITMENTS AND CONTINGENT LIABILITIES

- a. Lease commitments:

The Company leases its operating facilities under non-cancelable operating lease agreements, which expire on various dates, the latest of which is in February 2021. In addition, the Company leases motor vehicles under non-cancelable operating leases for, generally, 3 years. Future minimum commitments under these leases as of December 31, 2016, are as follows:

Year ended December 31,	Operating Leases
2017	\$ 1,668
2018	1,220
2019	786
2020 and after	676
	\$ 4,350

- b. Rent expenses under facilities operating leases for the years ended December 31, 2016, 2015 and 2014 were \$ 1,541, \$ 1,346 and \$ 1,146, respectively.

NOTE 10:- SHAREHOLDERS' EQUITY

- a. The ordinary shares confer upon the holders the right to receive notice to participate and vote in general meetings of the Company, and the right to receive dividends, if declared.
- b. Equity Incentive Plans:

Under the Company's 2001 Stock Option Plan and 2003 Israeli Stock Option, the Company has granted options to purchase ordinary shares to employees, directors and officers as an incentive to attract and retain qualified personnel. The 2001 Plan does not have a specific expiration date (although the Company no longer grant awards under this plan) whereas the 2003 Plan was terminated in December 2013.

In December 2012, the Company adopted the 2012 Stock Incentive Plan (together with the 2001 and 2003 plans, the "Plans"), under which stock options, RSUs as well as other equity-based awards may be granted to employees, directors and consultants of the Company or its affiliates. The 2012 Stock Incentive Plan has a term of ten years and will terminate in December 2022.

In general, the exercise price of options granted under the Plans may not be less than 100% (110% in the case of a 10% shareholder) of the fair market value of the Company's ordinary shares on the date of grant for incentive stock options and 75% of the fair market for non-qualified options.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 10:- SHAREHOLDERS' EQUITY (Cont.)

Under the terms of the Plans, options generally become exercisable ratably over three years of employment, commencing with the date of grant or with the date of hire (for new employees at their first grant). The options generally expire no later than 6 years from the date of the grant, and are non-transferable, except under the laws of succession. Upon exercise of options, the Company issues ordinary shares for each option exercised.

Starting 2015, the Company also grants RSUs to its employees, which generally vest over three years with annual vesting dates.

Under the Plans, 4,453,240 ordinary shares were reserved for issuance of equity-based awards. Options and unvested RSUs that are canceled or forfeited before expiration become available for future grants. During 2016, the Company's Board of Directors approved an increase of 442,350 shares of the Company reserved for issuance under the Plans. As of December 31, 2016, there were 124,037 ordinary shares reserved and available for future grants.

The following is a summary of the Company's stock options granted under the Plans:

	Year ended December 31, 2016			
	Number of options (thousands)	Weighted average exercise price (per share)	Weighted- average remaining contractual term (in years)	Aggregate intrinsic value (*)
Outstanding at beginning of year	1,975	\$ 8.95	3.98	\$ 5,118
Granted	212	7.27		
Exercised	(108)	2.67		
Forfeited	(176)	11.33		
Outstanding at end of year	<u>1,903</u>	<u>\$ 8.90</u>	<u>3.35</u>	<u>\$ 1,136</u>
Exercisable at end of year	<u>1,324</u>	<u>\$ 8.43</u>	<u>2.72</u>	<u>\$ 1,092</u>
Vested and expected to vest at end of year	<u>1,852</u>	<u>\$ 8.89</u>	<u>3.30</u>	<u>\$ 1,130</u>

(*) Calculation of aggregate intrinsic value for options outstanding and exercisable is based on the share price of the Company's ordinary shares as of December 31, 2016 which was \$6.0 per share.

The weighted average fair value of options granted during the years ended December 31, 2016, 2015 and 2014 was \$3.33, \$4.94 and \$4.79 per share, respectively.

The weighted average fair value of options vested during the year ended December 31, 2016, 2015 and 2014 was \$2.45, \$4.80 and \$3.30, respectively.

The total intrinsic value of options exercised for the years ended December 31, 2016, 2015, and 2014 was \$ 361, \$ 3,430, and \$ 2,881, respectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 10:- SHAREHOLDERS' EQUITY (Cont.)

The options outstanding as of December 31, 2016, have been separated into ranges of exercise price per share as follows:

Exercise price \$	Outstanding			Exercisable		
	Number outstanding (thousands)	Weighted average remaining contractual life (years)	Weighted average exercise price \$	Number exercisable (thousands)	Weighted average remaining contractual life (years)	Weighted average exercise price \$
\$1.48 - \$5.68	478	2.25	3.62	346	0.82	2.84
\$5.72-\$10.03	482	3.31	8.72	394	3.17	8.75
\$10.06 - \$11.32	576	3.56	10.86	430	3.33	10.97
\$11.38 - \$14.68	367	4.48	12.92	154	4.13	12.98
	<u>1,903</u>	<u>3.35</u>	<u>\$ 8.90</u>	<u>1,324</u>	<u>2.72</u>	<u>\$ 8.43</u>

A summary of the Company's RSU activities and related information for the year ended December 31, 2016, is as follows:

	Number of RSUs (thousands)	Weighted average grant-date fair value
Outstanding at January 1, 2016	225	\$ 14.68
Granted	318	8.05
Vested	(74)	14.68
Forfeited	(33)	11.42
Non-vested at December 31, 2016	<u>436</u>	<u>\$ 10.09</u>

The weighted average fair value of RSUs granted during 2016 and 2015 was \$8.06 and \$14.68 per share, respectively.

The allocation of the share-based compensation, including compensation related to a retention plan associated with an acquisition (see also Note 3(b)) and other compensation in shares, is as follows:

	Year ended December 31,		
	2016	2015	2014
Cost of maintenance and services	\$ 148	\$ -	\$ -
Research and development	1,098	842	440
Selling and marketing	2,011	1,766	636
General and administrative	993	721	413
Total share-based compensation	<u>\$ 4,250</u>	<u>\$ 3,329</u>	<u>\$ 1,489</u>

As of December 31, 2016, there was \$ 4,784 of total unrecognized compensation cost related to non-vested share-based compensation that is expected to be recognized over a weighted average period of approximately 1.8 years.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 10:- SHAREHOLDERS' EQUITY (Cont.)

c. Warrants:

During 2015 and 2014, 19,701 and 78,828 warrants were exercised for proceeds of \$10 and \$ 38, respectively. During 2015, 7,881 warrants expired.

As of December 31, 2016 and 2015 there were no outstanding warrants to purchase Company's ordinary shares.

NOTE 11:- INCOME TAXES

a. Taxes on income (income tax benefits) are comprised as follows:

	Year ended December 31,		
	2016	2015	2014
Deferred tax benefit	\$ (1,989)	\$ (777)	\$ (224)
Current taxes	1,254	1,323	958
	<u>(735)</u>	<u>\$ 546</u>	<u>\$ 734</u>
Domestic	285	\$ 209	\$ 140
Foreign	<u>(1,020)</u>	<u>337</u>	<u>594</u>
	<u>(735)</u>	<u>\$ 546</u>	<u>\$ 734</u>
Domestic taxes:			
Current	285	\$ 209	\$ 140
Deferred	<u>-</u>	<u>-</u>	<u>-</u>
	<u>285</u>	<u>209</u>	<u>140</u>
Foreign taxes:			
Current	969	1,114	818
Deferred	<u>(1,989)</u>	<u>(777)</u>	<u>(224)</u>
	<u>(1,020)</u>	<u>337</u>	<u>594</u>
Income taxes (income tax benefits)	<u>\$ (735)</u>	<u>\$ 546</u>	<u>\$ 734</u>

Loss before taxes on income attributable to domestic and foreign operations are as follows:

	Year ended December 31,		
	2016	2015	2014
Domestic	\$ (9,749)	\$ (4,624)	\$ (2,540)
Foreign	<u>(1,679)</u>	<u>1,561</u>	<u>1,582</u>
	<u>\$ (11,428)</u>	<u>\$ (3,063)</u>	<u>\$ (958)</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 11:- INCOME TAXES (Cont.)

- b. A reconciliation between the theoretical tax expense, assuming all income is taxed at the statutory tax rate applicable to income of the Company and the actual tax expense as reported in the statement of operations is as follows:

	December 31,		
	2016	2015	2014
Loss before taxes, as reported in the consolidated statements of income	\$ (11,428)	\$ (3,063)	\$ (958)
Statutory tax rate	25.0%	26.5%	26.5%
Theoretical tax benefit on the above amount at the Israeli statutory tax rate	\$ (2,857)	\$ (812)	\$ (254)
State taxes and tax adjustment in respect of different tax rate of foreign subsidiaries	(236)	307	112
Non-deductible expenses and other permanent differences	526	(26)	496
Losses and timing differences for which valuation allowance was provided	1,949	861	288
Utilization of tax losses for which valuation allowance was provided for in prior years	(334)	(14)	(52)
Withholding taxes	96	209	175
Other	121	21	(31)
Actual taxes on income (income tax benefit)	\$ (735)	\$ 546	\$ 734

- c. Israeli taxation:

The Israeli corporate income tax rate was 25% in 2016 and 26.5% in both 2015 and 2014.

In December 2016, the Israeli Parliament approved the Economic Efficiency Law (Legislative Amendments for Applying the Economic Policy for the 2017 and 2018 Budget Years), 2016 which reduces the corporate income tax rate to 24% (instead of 25%) effective from January 1, 2017 and to 23% effective from January 1, 2018.

The Company and its Israeli subsidiaries have not received final tax assessments since incorporation except that, in accordance with Israeli tax laws, tax returns submitted up to and including the 2012 tax year can be regarded as final. However, following an agreement signed with the Israeli Tax Authority ("ITA"), as described below, RepliWeb Ltd. tax returns up to the 2014 tax year are regarded as final.

Tax loss carryforward:

The Company's tax losses carryforward were approximately \$ 50,000 as of December 31, 2016. Such losses can be carried forward indefinitely to offset future taxable income of the Company.

- d. Income taxes of non-Israeli subsidiaries:

Non-Israeli subsidiaries are taxed according to the tax laws in their respective countries of residence. The U.S. tax returns for the years prior to 2012 are considered final.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 11:- INCOME TAXES (Cont.)

e. Deferred taxes:

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's deferred tax liabilities and assets are as follows:

	December 31,	
	2016	2015
Net operating loss carry forwards	\$ 12,979	\$ 14,110
Research and development expenses	2,312	2,242
Employee related accruals	409	441
Deferred revenue and other	1,248	1,012
Total deferred tax asset before valuation allowance	<u>16,948</u>	<u>17,805</u>
Less - valuation allowance	<u>(14,481)</u>	<u>(15,045)</u>
Deferred tax asset	<u>2,467</u>	<u>2,760</u>
Deferred tax liability - Intangible assets and other	<u>(219)</u>	<u>(2,345)</u>
Deferred tax assets, net	<u>\$ 2,248</u>	<u>\$ 415</u>
Domestic:	<u>\$ -</u>	<u>\$ -</u>
Foreign:	<u>\$ 2,248</u>	<u>\$ 415</u>

The Company has provided valuation allowances in respect of deferred tax assets resulting from tax loss carry forwards and other temporary differences in Israel and in several of its subsidiaries. Management currently believes that since the Company has a history of losses it is more likely than not that the deferred tax regarding the loss carry forwards and other temporary differences will not be realized in the foreseeable future.

The increase in the valuation allowance relates to increase in net operating losses and other temporary differences for which full valuation allowance was recorded.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 11:- INCOME TAXES (Cont.)

- f. Accounting for uncertainty in income taxes:

A reconciliation of the beginning and ending amount of unrecognized tax benefits related to uncertain tax positions is as follows:

	December 31,	
	2016	2015
Opening balance	\$ 191	\$ 93
Additions for prior years' tax position	103	-
Additions related to the current year	96	113
Reduction of prior years' tax position due to lapse of statute of limitation	-	(15)
Closing balance	<u>\$ 390</u>	<u>\$ 191</u>
Included in accrued expenses and other current liabilities	<u>\$ 182</u>	<u>\$ 40</u>
Included in other long term liabilities	<u>\$ 208</u>	<u>\$ 151</u>

As of December 31, 2016, the entire amount of the unrecognized tax benefits could affect the Company's income tax provision and the effective tax rate.

During the years ended December 31, 2016 and 2015, the Company recorded immaterial expenses for interest and exchange rate differences, net related to prior years' uncertain tax positions. As of December 31, 2016 and 2015, the Company had accrued interest liability related to uncertain tax positions in the amount of \$ 43 and \$ 39, respectively, which is included in the liability balance.

In February 2017, the Company reached an agreement with the ITA related to the examination of income tax returns for 2011 through 2014 of RepliWeb Ltd., its subsidiary, whereby the Company agreed to pay approximately \$430 in connection with certain internal organizational changes the Company executed in RepliWeb Ltd. .

The Company believes that it has adequately provided for any reasonably foreseeable outcomes related to tax audits and settlement. However, the final tax outcome of its tax audits could be different from that which is reflected in the Company's income tax provisions and accruals. Such differences could have a material effect on the Company's income tax provision and net income in the period in which such determination is made.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 12:- ENTITY-WIDE DISCLOSURES

Revenues by geographical areas were as follows:

	Year ended December 31,		
	2016	2015	2014
North America	\$ 38,769	\$ 36,236	\$ 25,993
Europe	11,342	7,795	6,085
APAC	3,337	2,838	2,227
Israel	535	662	817
Other	511	637	530
	<u>\$ 54,494</u>	<u>\$ 48,168</u>	<u>\$ 35,652</u>

For the year ended December 31, 2015, one of the Company's customers accounted for approximately 12.6% of its revenues. For the years ended December 31, 2016 and 2014, no single customer accounted more than 10% of the Company's total revenues.

All of the Company's long-lived assets are located in Israel apart for assets in insignificant amounts which are located elsewhere.

NOTE 13:- FINANCIAL EXPENSE, NET

	Year ended December 31,		
	2016	2015	2014
Financial income:			
Interest	\$ -	\$ (3)	\$ (19)
Revaluation of liability presented at fair value	(207)	(187)	(187)
Accretion of payment obligations related to acquisitions	(35)	-	-
Hedging	(3)	-	-
	<u>(245)</u>	<u>(190)</u>	<u>(206)</u>
Financial expenses:			
Interest and bank charges	130	103	124
Hedging	-	30	201
Exchange rate differences, net	142	156	92
Accretion of payment obligations related to acquisitions	27	477	682
	<u>299</u>	<u>766</u>	<u>1,099</u>
	<u>\$ 54</u>	<u>\$ 576</u>	<u>\$ 893</u>

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this Annual Report on its behalf.

ATTUNITY LTD

By: /s/ Shimon Alon
Shimon Alon
Chief Executive Officer

Dated: March 1, 2017

LIST OF SUBSIDIARIES

We have the following principal operating subsidiaries:

<u>Subsidiary Name</u>	<u>Country of Incorporation</u>	<u>Ownership Percentage</u>
Attunity Inc.	United States	100%
Attunity (UK) Limited	United Kingdom	100%
Attunity (Hong Kong) Ltd.	Hong-Kong	100%
Attunity Israel (1992) Ltd.	Israel	100%

CERTIFICATION
pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended

I, Shimon Alon, certify that:

1. I have reviewed this annual report on Form 20-F of Attunity Ltd;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and

5. The company's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: March 1, 2017

/s/ Shimon Alon
Shimon Alon
Chief Executive Officer

CERTIFICATION

pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended

I, Dror Harel-Elkayam, certify that:

1. I have reviewed this annual report on Form 20-F of Attunity Ltd;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: March 1, 2017

/s/ Dror Harel-Elkayam
Dror Harel-Elkayam
Chief Financial Officer

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350

In connection with the Annual Report of Attunity Ltd (the "Company") on Form 20-F for the period ended December 31, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Shimon Alon, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, that, to my knowledge:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Shimon Alon
Shimon Alon
Chief Executive Officer

Date: March 1, 2017

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350

In connection with the Annual Report of Attunity Ltd (the "Company") on Form 20-F for the period ended December 31, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Dror Harel-Elkayam, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, that, to my knowledge:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Dror Harel-Elkayam
Dror Harel-Elkayam
Chief Financial Officer

Date: March 1, 2017

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statements on Form F-3 (Registration No. 333-205799, 333-205798, 333-173205, 333-138044, 333-122937 and 333-119157) and Registration Statements on Form S-8 (Registration No. 333-122302, 333-142284, 333-164656, 333-184136 and 333-193783) of Attunity Ltd of our reports dated March 1, 2017 with respect to the consolidated financial statements of Attunity Ltd and its subsidiaries and the effectiveness of internal control over financial reporting of Attunity Ltd and its subsidiaries for the year ended December 31, 2016 included in this Annual Report on Form 20-F for the year ended December 31, 2016.

Tel-Aviv, Israel
March 1, 2017

/s/ KOST FORER GABBAY & KASIERER
KOST FORER GABBAY & KASIERER
A Member of Ernst & Young Global
