

RADCOM LTD
Form SC 13G
October 19, 2010

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

SCHEDULE 13G*
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2
(Amendment No. __)

Radcom Ltd.
(Name of Issuer)

Ordinary Shares, par value NIS 0.01 per share
(Title of Class of Securities)

M8186511 1
(CUSIP Number)

October 12, 2010
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. NAMES OF REPORTING PERSONS

Orington Holdings Limited

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

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Gibraltar

5. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

6. SHARED VOTING POWER

389,864

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

389,864

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

389,864

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.4%

12. TYPE OF REPORTING PERSON (See Instructions)

CO

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1. NAMES OF REPORTING PERSONS

Finsbury Holdings Limited

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

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Gibraltar

5. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

6. SHARED VOTING POWER

389,864

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

389,864

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

389,864

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.4%

12. TYPE OF REPORTING PERSON (See Instructions)

CO

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- Item 1(a). Name of Issuer:
Radcom Ltd.
- Item 1(b). Address of Issuer's Principal Executive Offices:
24 Raoul Wallenberg Street
Tel Aviv 69719, Israel
- Item 2(a). Name of Person Filing:
Orington Holdings Limited ("Orington") and its sole shareholder Finsbury Holdings Limited ("Finsbury, and together with Orington, the "Reporting Persons") are filing this Schedule 13G jointly in accordance with Rule 13d-1(k) of the Act.
- Item 2(b). Address of Principal Business Office or, if none, Residence:
50 Town Range
Suites 7b & 8b
Gibraltar
- Item 2(c). Citizenship:
Gibraltar
- Item 2(d). Title of Class of Securities:
Ordinary Shares, par value NIS 0.20 per share (the "Ordinary Shares")
- Item 2(e). CUSIP Number:
M8186511 1
- Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:
- (a) Broker or dealer registered under Section 15 of the Act;
 - (b) Bank as defined in Section 3(a)(6) of the Act;
 - (c) Insurance company as defined in Section 3(a)(19) of the Act;
 - (d) Investment company registered under Section 8 of the Investment Company Act of 1940;
 - (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);

- (f) o An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
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- (g) o A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);
- (j) o A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) o Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

Not applicable.

Item 4. Ownership.

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

(a) Amount beneficially owned:

389,864* Ordinary Shares

(b) Percent of class:

6.41% (based on 5,980,821 outstanding Ordinary Shares of the Issuer as of October 12, 2010 (based on information provided by the Issuer))

(c) Number of shares as to which the person has:

- | | |
|-------|---|
| (i) | Sole power to vote or to direct the vote |
| | 0 |
| (ii) | Shared power to vote or to direct the vote |
| | 389,864 |
| (iii) | Sole power to dispose or to direct the disposition of |
| | 0 |
| (iv) | Shared power to dispose or to direct the disposition of |

389,864

*Includes (A) 292,398 Ordinary Shares and (B) warrants to acquire 97,466 Ordinary Shares which are exercisable within 60 days of October 12, 2010. Such Ordinary Shares are held directly by Orington, which is controlled by its sole shareholder, Finsbury.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. o

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

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Other persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of the Shares. Such interest does not, with respect to any person, relate to more than 5 percent of the Ordinary Shares outstanding.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to Rule 13d-1(b)(ii)(K), so indicate under Item 3(k) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identity of each member of the group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. (See Item 5.)

Not applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

ORINGTON HOLDINGS LIMITED

Dated: October 19, 2010

By: /s/ Maurice Albert Perera
Name: Maurice Albert Perera
Title: Alternate Director

FINSBURY HOLDINGS LIMITED

Dated: October 19, 2010

By: /s/ William Cid de La Paz
Name: William Cid de La Paz
Title: Director of Finsbury Corporate
Services Ltd, director of Finsbury Holdings
Ltd

ATTENTION

Intentional misstatements or omissions of fact constitute Federal criminal violations
(see 18 U.S.C. 1001).

EXHIBIT 1

SCHEDULE 13D JOINT FILING AGREEMENT

In accordance with the requirements of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, and subject to the limitations set forth therein, the parties set forth below agree to jointly file the Schedule 13D to which this joint filing agreement is attached, and have duly executed this joint filing agreement as of the date set forth below.

Date: October 19, 2010

ORINGTON HOLDINGS LIMITED

By: /s/ Maurice Albert Perera
Name: Maurice Albert Perera
Title: Alternate Director

FINSBURY HOLDINGS LIMITED

By: /s/ William Cid de La Paz
Name: William Cid de La Paz
Title: Director of Finsbury Corporate Services Ltd,
director of Finsbury Holdings Ltd
