MIND CTI LTD Form SC 13G/A February 11, 2005

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

| SCHEDULE 13G   |
|--|
| UNDER THE SECURITIES EXCHANGE ACT OF 1934  (AMENDMENT NO. 2)*  |
| Mind C.T.I. Ltd.   |
| (Name of Issuer)   |
| Ordinary Shares, NIS 0.01 nominal value  |
| (Title of Class of Securities)   |
| M7024010   |
| (CUSIP Number)   |
| December 31, 2004  |
| (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) [X] 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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| CUSIP N       | O. M70240               | 10       | 13G                              | PAGE 2 OF 39 PAGES    |
|---------------|-------------------------|----------|----------------------------------|-----------------------|
| 1             | NAMES OF I.R.S. ID      | ENTIFICA | IION NOS. OF ABOVE PERSONS (ENTI | TIES ONLY)            |
|               |                         |          |                                  |                       |
| 2             | CHECK THE               | APPROPR  | IATE BOX IF A MEMBER OF A GROUP  | (a) [_<br>(b) [_      |
| 3             | SEC USE O               | NLY      |                                  |                       |
| 4             | CITIZENSH               | IP OR PL | ACE OF ORGANIZATION              |                       |
|               | Delaware                | limited  | partnership                      |                       |
|               |                         | 5        | SOLE VOTING POWER                |                       |
|               |                         |          | 0 shares                         |                       |
| NUMBE<br>SHAR | ES                      | 6        | SHARED VOTING POWER              |                       |
|               | ENEFICIALLY<br>OWNED BY |          | 0 shares                         |                       |
| EAC<br>REPOR  |                         | 7        | SOLE DISPOSITIVE POWER           |                       |
| PERS<br>WIT   |                         |          | 0 shares                         |                       |
|               |                         | 8        | SHARED DISPOSITIVE POWER         |                       |
|               |                         |          | 0 shares                         |                       |
| 9             | AGGREGATE               | AMOUNT   | BENEFICIALLY OWNED BY EACH REPOR | TING PERSON           |
|               | 0 shares                |          |                                  |                       |
| 10            | CHECK BOX               | IF THE   | AGGREGATE AMOUNT IN ROW (9) EXCL | UDES CERTAIN SHARES * |
| <br>11        | PERCENT O               | F CLASS  | REPRESENTED BY AMOUNT IN ROW 9   |                       |
|               | 0%                      |          |                                  |                       |
| 12            | TYPE OF R               | EPORTING | PERSON *                         |                       |
|               | PN                      |          |                                  |                       |
| =====         |                         | *SE      | E INSTRUCTIONS BEFORE FILLING OU | <br>TT!               |
|               |                         |          | Page 2 of 39 pages               |                       |
|               |                         |          |                                  |                       |

| 1  | NAMES OF RE             |             | PERSONS<br>TON NOS. OF ABOVE PERSONS (ENTITIES | ONLY)                                  |       |
|--|-------------------------|-------------|--|--|-------|
|  | Summit V Co             | ompanion    | Fund, L.P.                                     |  |       |
| 2  | CHECK THE A             | APPROPRI    | ATE BOX IF A MEMBER OF A GROUP *               |  | [_]   |
| 3  | SEC USE ON              | <br>LY      |  |  |       |
| <br>4  | CITIZENSHIR Delaware 1: |             | CE OF ORGANIZATION                             |  |       |
|  |                         | 5           | SOLE VOTING POWER                              |  |       |
|  |                         |             | 0 shares                                       |  |       |
| SHAR<br>BENEFIC  | ES<br>IALLY             | 6           | SHARED VOTING POWER  0 shares                  |  |       |
| EAC  | Н                       |             | SOLE DISPOSITIVE POWER                         |  |       |
| PERS   | ON                      | ,           | 0 shares                                       |  |       |
| 2 CHI 2 CHI 3 SE  4 CI  NUMBER OI SHARES BENEFICIAL OWNED BY EACH REPORTIN PERSON WITH  9 AG  10 CHI [ | п                       | <br>8       |  |  |       |
|  |                         | 0           | SHARED DISPOSITIVE POWER  0 shares             |  |       |
|  | ACCRECATE               | AMOUNT D    | ENEFICIALLY OWNED BY EACH REPORTING            |  |       |
| 9  | 0 shares                | AMOUNI E    | ENEFICIALLI OWNED BI EACH REFORTING            | FERSUN                                 |       |
| 10   | CHECK BOX               | IF THE A    | GGREGATE AMOUNT IN ROW (9) EXCLUDES            | CERTAIN SHARES                         | *     |
| 11   | PERCENT OF              | CLASS R     | EPRESENTED BY AMOUNT IN ROW 9                  |  |       |
|  | 0%                      |             |  |  |       |
| 12   | TYPE OF REI             | PORTING     | PERSON *                                       |  |       |
|  | PN                      |             |  |  |       |
|  | =======                 | *SEE        | INSTRUCTIONS BEFORE FILLING OUT!               | ========                               |       |
|  |                         |             | Page 3 of 39 pages                             |  |       |
| =====<br>CUSIP N<br>=====  | 0. M7024010             | =<br>0<br>= |  | ====================================== |       |
| 1  | NAMES OF RI             |             | PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES   | ONLY)                                  | :==== |
|  | Summit Part             | tners V,    | L.P.   |  |       |

| 2                        | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * |               |   |               |             |  |  |  |
|--------------------------|--|---------------|---|---------------|-------------|--|--|--|
| 3                        | SEC USE ONLY                                       |               |   |               |             |  |  |  |
| 4                        | CITIZENSHI   | P OR PL       | ACE OF ORGANIZATION                                     |               |             |  |  |  |
|                          | Delaware l   | imited        | partnership<br>   |               |             |  |  |  |
|                          |  | 5             | SOLE VOTING POWER                                       |               |             |  |  |  |
|                          |  |               | 0 shares  |               |             |  |  |  |
| NUMBE<br>SHAR<br>BENEFIC | ES   | 6             | SHARED VOTING POWER                                     |               |             |  |  |  |
| OWNED                    | BY   |               | 0 shares  |               |             |  |  |  |
| EAC<br>REPOR             |  | 7             | SOLE DISPOSITIVE POWER                                  |               |             |  |  |  |
| PERS<br>WIT              |  |               | 0 shares  |               |             |  |  |  |
|                          |  | 8             | SHARED DISPOSITIVE POWER                                |               |             |  |  |  |
|                          |  |               | 0 shares  |               |             |  |  |  |
| 9                        | AGGREGATE  | AMOUNT        | BENEFICIALLY OWNED BY EACH REPORTING PERSON             |               |             |  |  |  |
|                          | 0 shares   |               |   |               |             |  |  |  |
| 10                       | CHECK BOX  | IF THE        | AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SH         | ARES          | *           |  |  |  |
| 11                       | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9    |               |   |               |             |  |  |  |
|                          | 0%   |               |   |               |             |  |  |  |
| 12                       | TYPE OF RE   | <br>PORTING   | PERSON *  |               |             |  |  |  |
|                          | PN   |               |   |               |             |  |  |  |
|                          | =======  | ======<br>*SE | E INSTRUCTIONS BEFORE FILLING OUT!                      | ====          | ====        |  |  |  |
|                          |  |               | Page 4 of 39 pages                                      |               |             |  |  |  |
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|                          | O. M702401   |               | 13G PAGE 5 OF 3   | 9 PA(<br>==== | GES<br>==== |  |  |  |
| 1                        |  |               | G PERSONS<br>TION NOS. OF ABOVE PERSONS (ENTITIES ONLY) | ====          | ====        |  |  |  |
|                          | Summit Par   | tners,        | LLC   |               |             |  |  |  |
| 2                        | CHECK THE  | APPROPR       | IATE BOX IF A MEMBER OF A GROUP *                       | (a)           | [_]         |  |  |  |

| 3         | SEC USE ON                       | LY            |   |              |                    |
|-----------|----------------------------------|---------------|---|--------------|--------------------|
| 4         |                                  |               | ACE OF ORGANIZATION   |              |                    |
|           |                                  |               | liability company   |              |                    |
|           |                                  | 5             | SOLE VOTING POWER   |              |                    |
| NUMB      | ER OF                            |               | 0 shares<br>  |              |                    |
| SHA       | RES<br>CIALLY                    | 6             | SHARED VOTING POWER   |              |                    |
| OWNE      | D BY                             |               | 0 shares  |              |                    |
|           | RTING                            | 7             | SOLE DISPOSITIVE POWER  |              |                    |
| PER<br>WI | SON<br>TH                        |               | 0 shares  |              |                    |
|           |                                  | 8             | SHARED DISPOSITIVE POWER  |              |                    |
|           |                                  |               | 0 shares  |              |                    |
|           | [_]                              |               | AGGREGATE AMOUNT IN ROW (9) EXCLUDE  REPRESENTED BY AMOUNT IN ROW 9 | S CERTAIN SH | ARES *             |
|           | 0%                               |               |   |              |                    |
| 12        | TYPE OF RE                       | PORTING       | PERSON *  |              |                    |
|           | СО                               |               |   |              |                    |
| =====     | =======                          | ======<br>*SE | E INSTRUCTIONS BEFORE FILLING OUT!                                  |              | ======             |
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| CUSIP     | ======<br>NO. M702401<br>======= | 0             | 13G   | PAGE 6 OF 3  |                    |
| =====     |                                  | ======        |   |              | :======            |
| 1         |                                  |               | G PERSONS<br>TION NOS. OF ABOVE PERSONS (ENTITIE                    | S ONLY)      |                    |
|           | Summit V A                       | dvisors       | Fund (QP), L.P.   |              |                    |
| 2         | CHECK THE                        | APPROPR       | IATE BOX IF A MEMBER OF A GROUP *                                   |              | (a) [_]<br>(b) [_] |
|           | <br>SEC USE ON                   | <br>Т.Y       |   |              |                    |
| J         | OHO ONE OIN                      |               |   |              |                    |

| 4               | CITIZENSHIP     | OR PL        | ACE OF ORGANIZATION                              |                 |                  |             |
|-----------------|-----------------|--------------|--|-----------------|------------------|-------------|
|                 | Delaware li     | mited :      | partnership                                      |                 |                  |             |
|                 |                 | 5            | SOLE VOTING POWER                                |                 |                  |             |
|                 |                 |              | 0 shares   |                 |                  |             |
| NUMBI<br>SHAI   | ER OF<br>RES    | 6            | SHARED VOTING POWER                              |                 |                  |             |
| BENEFIC<br>OWNE |                 |              | 0 shares   |                 |                  |             |
| EA(<br>REPOI    | CH<br>RTING     | 7            | SOLE DISPOSITIVE POWER                           |                 |                  |             |
| PERS<br>WIT     |                 |              | 0 shares   |                 |                  |             |
|                 |                 | 8            | SHARED DISPOSITIVE POWER                         |                 |                  |             |
|                 |                 |              | 0 shares   |                 |                  |             |
| 9               | AGGREGATE A     | MOUNT        | BENEFICIALLY OWNED BY EACH REPORTIN              | <br>G PERS      | <br>ON           |             |
|                 | 0 shares        |              |  |                 |                  |             |
| 10              | CHECK BOX I     | <br>F THE .  | AGGREGATE AMOUNT IN ROW (9) EXCLUDE              | <br>S CERT      | AIN SHARES *     |             |
| 11              | PERCENT OF      | CLASS        | REPRESENTED BY AMOUNT IN ROW 9                   |                 |                  |             |
|                 | 0%              |              |  |                 |                  |             |
| 12              | TYPE OF REP     | ORTING       | PERSON *   |                 |                  |             |
|                 | PN              | 01111110     | 22.00.   |                 |                  |             |
|                 | ========        | =====<br>*SE | E INSTRUCTIONS BEFORE FILLING OUT!               |                 | =======          |             |
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| CUSIP 1         | M7024010        |              | 13G  | PAGE            | 7 OF 39 PAGES    | <br>3<br>== |
| 1               | NAMES OF RE     | PORTIN       | G PERSONS<br>TION NOS. OF ABOVE PERSONS (ENTITIE | =====<br>S ONLY | )                |             |
|                 | Summit V Ad     | visors       |  |                 |                  |             |
| 2               | CHECK THE A     | PPROPR       | IATE BOX IF A MEMBER OF A GROUP *                |                 | (a) [_<br>(b) [_ |             |
| 3               | SEC USE ONL     |              |  |                 |                  |             |
| 4               | <br>CITIZENSHIP | OR PL        | ACE OF ORGANIZATION                              |                 |                  |             |
|                 | Delaware li     | mited        | partnership                                      |                 |                  |             |

|               |              | 5        | SOLE VOTING POWER                    |                    |
|---------------|--------------|----------|--------------------------------------|--------------------|
|               |              |          | 0 shares                             |                    |
| NUMBE<br>SHAF | ER OF<br>RES | 6        | SHARED VOTING POWER                  |                    |
| BENEFIC       |              |          | 0 shares                             |                    |
| EAC           |              |          | SOLE DISPOSITIVE POWER               |                    |
| PERS          | SON          | /        |                                      |                    |
| WIT           | ГН           |          | 0 shares<br>                         |                    |
|               |              | 8        | SHARED DISPOSITIVE POWER             |                    |
|               |              |          | 0 shares                             |                    |
| 9             | AGGREGATE A  | AMOUNT I | BENEFICIALLY OWNED BY EACH REPORTING | ; PERSON           |
|               | 0 shares     |          |                                      |                    |
| 10            | CHECK BOX I  | F THE    | AGGREGATE AMOUNT IN ROW (9) EXCLUDES | CERTAIN SHARES *   |
| 11            | PERCENT OF   | CLASS 1  | REPRESENTED BY AMOUNT IN ROW 9       |                    |
|               | 0%           |          |                                      |                    |
| 12            | TYPE OF REE  | PORTING  |                                      |                    |
|               | PN           |          |                                      |                    |
| ======        |              | *SE      | E INSTRUCTIONS BEFORE FILLING OUT!   | :========          |
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|               | JO. M7024010 | )<br>=   | 13G                                  | PAGE 8 OF 39 PAGES |
| 1             | NAMES OF RE  | EPORTIN  | G PERSONS                            | :========          |
|               | I.R.S. IDEN  | NTIFICA: | FION NOS. OF ABOVE PERSONS (ENTITIES | ONLY)              |
|               | Summit Inve  | estors : | III, L.P.                            |                    |
| 2             | CHECK THE A  | APPROPR  | IATE BOX IF A MEMBER OF A GROUP *    |                    |
|               |              |          |                                      | (a) [_]<br>(b) [_] |
| 3             | SEC USE ONI  |          |                                      |                    |
|               |              |          |                                      |                    |
| 4             |              |          | ACE OF ORGANIZATION                  |                    |
|               | Delaware li  | imited p | partnership                          |                    |
|               |              | 5        | SOLE VOTING POWER                    |                    |

0 shares

| MILIMDE          | D OF        |             |  |   |
|------------------|-------------|-------------|--|---|
| NUMBE<br>SHAR    |             | 6           | SHARED VOTING POWER                              |   |
| BENEFIC<br>OWNED |             |             | 0 shares   |   |
| EAC              |             |             | 0 Shares   |   |
| REPOR<br>PERS    |             | 7           | SOLE DISPOSITIVE POWER                           |   |
| WIT              | Н           |             | 0 shares   |   |
|                  |             | 8           | SHARED DISPOSITIVE POWER                         |   |
|                  |             |             | 0 shares   |   |
| 9                | AGGREGATE   | AMOUNT      | BENEFICIALLY OWNED BY EACH REPORTIN              | G PERSON                                |
|                  | 0 shares    |             |  |   |
| 10               | CHECK BOX   | IF THE      | AGGREGATE AMOUNT IN ROW (9) EXCLUDE              | S CERTAIN SHARES *                      |
| 11               | PERCENT OF  | CLASS       | REPRESENTED BY AMOUNT IN ROW 9                   |   |
|                  | 0%          |             |  |   |
| 12               | TYPE OF RE  | <br>PORTING | PERSON *   |   |
|                  | PN          |             |  |   |
| ======           | =======     |             |  |   |
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| 1                | NAMES OF RI |             | G PERSONS<br>FION NOS. OF ABOVE PERSONS (ENTITIE | S ONLY)                                 |
|                  | E. Roe Star | mps, IV     |  |   |
| 2                | CHECK THE   | <br>APPROPR | IATE BOX IF A MEMBER OF A GROUP *                |   |
|                  |             |             |  | (a) [_]<br>(b) [_]                      |
| 3                | SEC USE ON  | <br>T.Y     |  |   |
| Ü                | 020 002 011 |             |  |   |
|                  |             |             |  |   |
| 4                | CITIZENSHI  | P OR PL     | ACE OF ORGANIZATION                              |   |
|                  | United Sta  | tes<br>     |  |   |
|                  |             | 5           | SOLE VOTING POWER                                |   |
|                  |             |             | 0 shares   |   |
| NUMBE<br>SHAR    |             | 6           | SHARED VOTING POWER                              |   |
| BENEFIC          | IALLY       |             |  |   |
| OWNED            | DI          |             | 0 shares   |   |

| EAC<br>REPOR                   |   |  | SOLE DISPOSITIVE POWER  |  |
|--------------------------------|---|--|---|--|
| PERS                           | PERSON  |  |   |  |
| WITH                           |   |  | 0 shares<br>  |  |
|                                |   | 8  | SHARED DISPOSITIVE POWER  |  |
|                                |   |  | 0 shares  |  |
| 9                              | AGGREGATE   | AMOUNT   | BENEFICIALLY OWNED BY EACH REPORTING  | G PERSON                               |
|                                | 0 shares  |  |   |  |
| 10                             | CHECK BOX   | IF THE   | AGGREGATE AMOUNT IN ROW (9) EXCLUDE:  | S CERTAIN SHARES *                     |
| 11                             | PERCENT OF  | CLASS  | REPRESENTED BY AMOUNT IN ROW 9  |  |
|                                | 0%  |  |   |  |
| 12                             | TYPE OF RE  | <br>PORTING                                      | PERSON *  |  |
|                                | IN  |  |   |  |
| ======                         |   | ======<br>*SE                                    | E INSTRUCTIONS BEFORE FILLING OUT!  | ==========                             |
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|                                |   |  |   | ====================================== |
|                                | NAMES OF R  | =<br>=====<br>EPORTIN                            | =======================================   |  |
| ======                         | NAMES OF R  | =<br>======<br>EPORTIN<br>NTIFICA                | ======================================  |  |
| ======                         | NAMES OF R<br>I.R.S. IDE<br>Stephen G.  | =<br>=====<br>EPORTIN<br>NTIFICA<br>Woodsu       | ======================================  | S ONLY)                                |
| 1                              | NAMES OF R<br>I.R.S. IDE<br>Stephen G.  | =<br>=====<br>EPORTIN<br>NTIFICA<br>Woodsu       | G PERSONS<br>TION NOS. OF ABOVE PERSONS (ENTITIE:<br>m  |  |
| 1                              | NAMES OF R I.R.S. IDE Stephen G. CHECK THE  | =<br>EPORTIN<br>NTIFICA<br>Woodsu<br><br>APPROPR | G PERSONS<br>TION NOS. OF ABOVE PERSONS (ENTITIE:<br>m  | ====================================== |
| ======<br>1<br>1               | NAMES OF R I.R.S. IDE Stephen G. CHECK THE  | =<br>EPORTIN<br>NTIFICA<br>Woodsu<br><br>APPROPR | G PERSONS<br>TION NOS. OF ABOVE PERSONS (ENTITIE:<br>m  | ====================================== |
| 1<br>2<br>3                    | NAMES OF R I.R.S. IDE Stephen G. CHECK THE  | EPORTIN NTIFICA Woodsu APPROPR LY                | G PERSONS<br>TION NOS. OF ABOVE PERSONS (ENTITIE:<br>m  | ====================================== |
| 1<br>2<br>3                    | NAMES OF R I.R.S. IDE Stephen G. CHECK THE  | EPORTIN NTIFICA Woodsu APPROPR LY P OR PL        | G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIE:  m  IATE BOX IF A MEMBER OF A GROUP *  | ====================================== |
| 1<br>2<br>3                    | NAMES OF R I.R.S. IDE Stephen G. CHECK THE SEC USE ON   | EPORTIN NTIFICA Woodsu APPROPR LY P OR PL        | G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIE:  m  IATE BOX IF A MEMBER OF A GROUP *  | (a) [_]                                |
| 1<br>2<br>3                    | NAMES OF R I.R.S. IDE Stephen G. CHECK THE SEC USE ON   | EPORTIN NTIFICA Woodsu APPROPR LY P OR PL        | G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIE:  m  IATE BOX IF A MEMBER OF A GROUP *  ACE OF ORGANIZATION   | (a) [_]                                |
| 1<br>2<br>3                    | NAMES OF R. I.R.S. IDE Stephen G. CHECK THE SEC USE ON CITIZENSHI United Sta                              | EPORTIN NTIFICA Woodsu APPROPR LY P OR PL tes 5  | G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES  M  IATE BOX IF A MEMBER OF A GROUP *  ACE OF ORGANIZATION  SOLE VOTING POWER                                | (a) [_] (b) [_]                        |
| 1  2  NUMBE SHAR BENEFIC OWNED | NAMES OF R I.R.S. IDE Stephen G. CHECK THE SEC USE ON CITIZENSHI United Sta                               | EPORTIN NTIFICA Woodsu APPROPR LY P OR PL tes 5  | G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIE:  m  IATE BOX IF A MEMBER OF A GROUP *  ACE OF ORGANIZATION  SOLE VOTING POWER  0 shares                      | (a) [_] (b) [_]                        |
| 1  2  3  NUMBE SHAR BENEFIC    | NAMES OF R I.R.S. IDE Stephen G. CHECK THE SEC USE ON CITIZENSHI United Sta CR OF RES CIALLY DBY CH RTING | EPORTIN NTIFICA Woodsu APPROPR LY PORPL tes 5    | G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES  M  IATE BOX IF A MEMBER OF A GROUP *  ACE OF ORGANIZATION  SOLE VOTING POWER  0 shares  SHARED VOTING POWER | (a) [_] (b) [_]                        |

|   |             | 8            | SHARED DISPOSITIVE POWER              |             |       |      |
|---|-------------|--------------|---------------------------------------|-------------|-------|------|
|   |             |              | 0 shares                              |             |       |      |
| 9   | AGGREGATE A | MOUNT        | BENEFICIALLY OWNED BY EACH REPORTING  | G PERSON    |       |      |
|   | 0 shares    |              |                                       |             |       |      |
| 10  | CHECK BOX I | F THE        | AGGREGATE AMOUNT IN ROW (9) EXCLUDES  | S CERTAIN S | HARES | *    |
| 11  | PERCENT OF  | <br>CLASS    | REPRESENTED BY AMOUNT IN ROW 9        |             |       |      |
| 12  | TYPE OF REP | <br>ORTING   | G PERSON *                            |             |       |      |
|   | IN          |              |                                       |             |       |      |
|   |             | =====<br>*SE | EE INSTRUCTIONS BEFORE FILLING OUT!   |             | ====  | ==== |
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|   | Gregory M.  |              | ATION NOS. OF ABOVE PERSONS (ENTITIES | 5 ONLY)     |       |      |
| 2   | CHECK THE A | PPROPI       | RIATE BOX IF A MEMBER OF A GROUP *    |             |       | [_]  |
| 3   | SEC USE ONL | <br>Y        |                                       |             |       |      |
| 4   | CITIZENSHIP | OR PI        | LACE OF ORGANIZATION                  |             |       |      |
|   | United Stat | es<br>       |                                       |             |       |      |
|   |             | 5            | SOLE VOTING POWER                     |             |       |      |
| NIIMPET   | P OF        |              | 0 shares                              |             |       |      |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |             | 6            | SHARED VOTING POWER                   |             |       |      |
|   |             |              | 0 shares                              |             |       |      |
|   |             | 7            | SOLE DISPOSITIVE POWER  0 shares      |             |       |      |
|   |             | 8            | SHARED DISPOSITIVE POWER              |             |       |      |
|   |             |              | 0 shares                              |             |       |      |

| 9           | AGGREGATE A | MOUNT       | BENEFICIALLY OWNED BY EACH REPORTING           | G PER | SON         |        |         |
|-------------|-------------|-------------|--|-------|-------------|--------|---------|
|             | 0 shares    |             |  |       |             |        |         |
| 10          | CHECK BOX I | F THE       | AGGREGATE AMOUNT IN ROW (9) EXCLUDES           | CER   | TAIN S      | HARES  | <br>} * |
| 11          | PERCENT OF  | CLASS       | REPRESENTED BY AMOUNT IN ROW 9                 |       |             |        |         |
|             | 0%          |             |  |       |             |        |         |
| 12          | TYPE OF REP | ORTING      | PERSON *                                       |       |             |        |         |
|             | IN          |             |  |       |             |        |         |
| ======      | ========    | *SE         | E INSTRUCTIONS BEFORE FILLING OUT!             |       | =====       | :===== |         |
|             |             |             | Page 11 of 39 pages                            |       |             |        |         |
| CUSIP N     | 0. M7024010 | =<br>)<br>= | 13G  |       | 12 OF       |        |         |
| ======<br>1 | NAMES OF RE |             | G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES | ONL   | =====<br>Y) | :====  |         |
|             | Martin J. M | Mannion     |  |       |             |        |         |
| 2           | CHECK THE A | APPROPR     | IATE BOX IF A MEMBER OF A GROUP *              |       |             |        | [_]     |
| 3           | SEC USE ONI | .Y          |  |       |             |        |         |
| 4           | CITIZENSHIF | OR PL       | ACE OF ORGANIZATION                            |       |             |        |         |
|             | United Stat | es          |  |       |             |        |         |
|             |             | 5           | SOLE VOTING POWER                              |       |             |        |         |
| MIIMDE      | R OF        |             | 0 shares                                       |       |             |        |         |
| SHAR        | ES          | 6           |  |       |             |        |         |
| OWNED       | BY          |             | 0 shares                                       |       |             |        |         |
|             | TING        | 7           | SOLE DISPOSITIVE POWER                         |       |             |        |         |
| PERS<br>WIT |             |             | 0 shares                                       |       |             |        |         |
|             |             | 8           | SHARED DISPOSITIVE POWER                       |       |             |        |         |
|             |             |             | 0 shares                                       |       |             |        |         |
| 9           | AGGREGATE A | MOUNT       | BENEFICIALLY OWNED BY EACH REPORTING           | G PER | SON         |        |         |

0 shares

| 10          | CHECK BOX I      | F THE  | AGGREGATE AMOUNT IN ROW (9) EXCLUDES           | S CERTAIN | SHARES *              |
|-------------|------------------|--------|--|-----------|-----------------------|
| 11          | PERCENT OF       | CLASS  | REPRESENTED BY AMOUNT IN ROW 9                 |           |                       |
|             | 0%               |        |  |           |                       |
| 12          | TYPE OF REF      | ORTING | PERSON *                                       |           |                       |
|             | IN               |        |  |           |                       |
| ======      |                  | *SE    | E INSTRUCTIONS BEFORE FILLING OUT!             | ======    |                       |
|             |                  |        | Page 12 of 39 pages                            |           |                       |
|             | <br>NO. M702401( |        | 13G  | PAGE 13 ( | =======<br>OF 39 PAGE |
|             | ========         | =      |  | =======   | ======                |
| 1           | NAMES OF RE      |        | G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES | S ONLY)   |                       |
|             | Bruce R. Ev      | ans    |  |           |                       |
| 2           |                  |        | IATE BOX IF A MEMBER OF A GROUP *              |           | (a) [_<br>(b) [_      |
| 3           | SEC USE ONI      |        |  |           |                       |
| 4           | CITIZENSHIE      | OR PL  | ACE OF ORGANIZATION                            |           |                       |
|             | United Stat      | es     |  |           |                       |
|             |                  | 5      | SOLE VOTING POWER                              |           |                       |
|             |                  |        | 0 shares                                       |           |                       |
| SHAI        | _                | 6      | SHARED VOTING POWER                            |           |                       |
| OWNEI       | D BY             |        | 0 shares                                       |           |                       |
|             | RTING            | 7      | SOLE DISPOSITIVE POWER                         |           |                       |
| PERS<br>WIT |                  |        | 0 shares                                       |           |                       |
|             |                  | 8      | SHARED DISPOSITIVE POWER                       |           |                       |
|             |                  |        | 0 shares                                       |           |                       |
| 9           | AGGREGATE A      | TNUOMA | BENEFICIALLY OWNED BY EACH REPORTING           | G PERSON  |                       |
|             | 0 shares<br>     |        |  |           |                       |
| 10          | CHECK BOX        | F THE  | AGGREGATE AMOUNT IN ROW (9) EXCLUDES           | S CERTAIN | SHARES *              |

| 11                | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9                            |               |   |         |        |  |              |
|-------------------|--|---------------|---|---------|--------|--|--------------|
|                   | 0%   |               |   |         |        |  |              |
| 12                | TYPE OF REI  | PORTING       | PERSON *                                      |         |        |  |              |
|                   | IN   |               |   |         |        |  |              |
| ======            |  | *SEE          | E INSTRUCTIONS BEFORE FILLING OUT!            | ======  | :===== |  | -===         |
|                   |  |               | Page 13 of 39 pages                           |         |        |  |              |
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|                   | O. M7024010  | )<br>=        | 13G   | PAGE 14 |        |  |              |
|                   |  |               |   |         |        |  |              |
| 1                 | NAMES OF RE  |               | G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIE | S ONLY) |        |  |              |
|                   | Thomas S. H  |               |   | ,       |        |  |              |
| 2                 |  |               | TATE BOX IF A MEMBER OF A GROUP *             |         |        |  |              |
| 2                 | CHECK THE I  | 11 1 1(01 1(1 | MID DON II IN HEHEER OF IN GROOT              |         |        |  | [_]<br>[_]   |
|                   | SEC USE ONI  |               |   |         |        |  | L <u>—</u> J |
| 5                 | SEC USE ON   | 11            |   |         |        |  |              |
|                   | CITITENCIA   |               | ACE OF ODCANIZATION                           |         |        |  |              |
| 4                 |  |               | ACE OF ORGANIZATION                           |         |        |  |              |
|                   | United Stat  |               |   |         |        |  |              |
|                   |  | 5             | SOLE VOTING POWER                             |         |        |  |              |
| NUMBE             | R OF   |               | 0 shares<br>                                  |         |        |  |              |
| SHARI<br>BENEFIC: |  | 6             | SHARED VOTING POWER                           |         |        |  |              |
| OWNED<br>EACI     |  |               | 0 shares                                      |         |        |  |              |
| REPOR'            |  | 7             | SOLE DISPOSITIVE POWER                        |         |        |  |              |
| WITI              | H  |               | 0 shares                                      |         |        |  |              |
|                   |  | 8             | SHARED DISPOSITIVE POWER                      |         |        |  |              |
|                   |  |               | 0 shares                                      |         |        |  |              |
| 9                 | AGGREGATE A  | AMOUNT E      | BENEFICIALLY OWNED BY EACH REPORTIN           |         |        |  |              |
|                   | 0 shares   |               |   |         |        |  |              |
| 10                | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES * [_] |               |   |         | *      |  |              |
| 11                | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9                            |               |   |         |        |  |              |

0%

| 12      | TYPE OF RE                                    | PORTING     | PERSON *  |         |                        |      |                      |
|---------|---|-------------|---|---------|------------------------|------|----------------------|
|         | IN  |             |   |         |                        |      |                      |
| ======  | =======                                       | *SE         | E INSTRUCTIONS BEFORE FILLING OUT!                |         | =====                  |      | ====                 |
|         |   |             | Page 14 of 39 pages                               |         |                        |      |                      |
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| 1       | NAMES OF R                                    |             | G PERSONS<br>TION NOS. OF ABOVE PERSONS (ENTITIES | ONLY)   | ====                   | ==== | ====                 |
|         | Walter G.                                     | Kortsch     | ak  |         |                        |      |                      |
| 2       | CHECK THE                                     | APPROPR:    | IATE BOX IF A MEMBER OF A GROUP *                 |         |                        |      | [_]                  |
| 3       | SEC USE ON                                    | LY          |   |         |                        |      |                      |
| 4       | CITIZENSHI                                    |             | ACE OF ORGANIZATION                               |         |                        |      |                      |
|         |   |             | SOLE VOTING POWER                                 |         |                        |      |                      |
|         |   |             | 0 shares  |         |                        |      |                      |
| NUMBE:  |   | 6           | SHARED VOTING POWER                               |         |                        |      |                      |
| BENEFIC | BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING |             | 0 shares  |         |                        |      |                      |
|         |   |             | SOLE DISPOSITIVE POWER                            |         |                        |      |                      |
| WIT     |   |             | 0 shares  |         |                        |      |                      |
|         |   | 8           | SHARED DISPOSITIVE POWER                          |         |                        |      |                      |
|         |   |             | 0 shares  |         |                        |      |                      |
| 9       | 0 shares                                      |             | BENEFICIALLY OWNED BY EACH REPORTING              | G PERSO | N                      |      |                      |
| 10      |   |             | AGGREGATE AMOUNT IN ROW (9) EXCLUDES              |         |                        |      | *                    |
| 11      | 0%  |             | REPRESENTED BY AMOUNT IN ROW 9                    |         |                        |      |                      |
| 12      | TYPE OF RE                                    |             | PERSON *  |         |                        |      |                      |
|         | IN  |             |   |         |                        |      |                      |

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\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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|                            |   | Page 15 of 39 pages                                     |                     |  |  |  |  |
|----------------------------|---|---|---------------------|--|--|--|--|
|                            | D. M7024010   | 13G   | PAGE 16 OF 39 PAGES |  |  |  |  |
| 1                          |   | ORTING PERSONS IFICATION NOS. OF ABOVE PERSONS (ENTITIE | ES ONLY)            |  |  |  |  |
|                            | Joseph F. Tr  | ustey   |                     |  |  |  |  |
| 2                          | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *  (a) [_ (b) [_ |   |                     |  |  |  |  |
| 3                          | SEC USE ONLY  |   |                     |  |  |  |  |
| 4                          | CITIZENSHIP   | OR PLACE OF ORGANIZATION                                |                     |  |  |  |  |
|                            | United State  | s<br>   |                     |  |  |  |  |
|                            |   | 5 SOLE VOTING POWER                                     |                     |  |  |  |  |
| NUMBEI                     |   | 0 shares  |                     |  |  |  |  |
| SHARE<br>BENEFICE<br>OWNED | ES<br>IALLY   | 6 SHARED VOTING POWER 0 shares                          |                     |  |  |  |  |
| EACH                       | Н —   |   |                     |  |  |  |  |
| REPORT<br>PERSO<br>WITH    | NC  | 7 SOLE DISPOSITIVE POWER 0 shares                       |                     |  |  |  |  |
|                            | _   | 8 SHARED DISPOSITIVE POWER                              |                     |  |  |  |  |
|                            |   | 0 shares  |                     |  |  |  |  |
| 9                          | AGGREGATE AM  | OUNT BENEFICIALLY OWNED BY EACH REPORTIN                | NG PERSON           |  |  |  |  |
| 10                         |   | THE AGGREGATE AMOUNT IN ROW (9) EXCLUDE                 | ES CERTAIN SHARES * |  |  |  |  |
| 11                         | PERCENT OF C  | LASS REPRESENTED BY AMOUNT IN ROW 9                     |                     |  |  |  |  |
| 12                         | TYPE OF REPO  | RTING PERSON *  |                     |  |  |  |  |
|                            |   | *SEE INSTRUCTIONS REFORE FILLING OUT!                   |                     |  |  |  |  |

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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|-------------------|-----------------------|------------|---|---|
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|                   |                       |            |   |   |
| 1                 | NAMES OF REIR.S. IDEN |            | G PERSONS<br>TION NOS. OF ABOVE PERSONS (ENTITI | ES ONLY)                                |
|                   | Kevin P. Mo           | han        |   |   |
| 2                 | CHECK THE A           | <br>PPROPF | IATE BOX IF A MEMBER OF A GROUP *               |   |
|                   |                       |            |   | (a) [_]<br>(b) [_]                      |
| 3                 | SEC USE ONL           | Y          |   |   |
|                   |                       |            |   |   |
| 4                 | CITIZENSHIP           | OR PI      | ACE OF ORGANIZATION                             |   |
|                   | United Stat           | es         |   |   |
|                   |                       | 5          | SOLE VOTING POWER                               |   |
| NUMBEF            | OF                    |            | 0 shares  |   |
| SHARE<br>BENEFICI | IS                    | 6          | SHARED VOTING POWER                             |   |
| OWNED<br>EACH     | ВҮ                    |            | 0 shares  |   |
| REPORT            | CING                  | 7          | SOLE DISPOSITIVE POWER                          |   |
| WITH              |                       |            | 0 shares  |   |
|                   |                       | 8          | SHARED DISPOSITIVE POWER                        |   |
|                   |                       |            | 0 shares  |   |
| 9                 | AGGREGATE A           | MOUNT      | BENEFICIALLY OWNED BY EACH REPORTI              | NG PERSON                               |
|                   | 0 shares              |            |   |   |
| 10                | CHECK BOX I           | F THE      | AGGREGATE AMOUNT IN ROW (9) EXCLUD              | ES CERTAIN SHARES *                     |
| 11                |                       |            | REPRESENTED BY AMOUNT IN ROW 9                  |   |
|                   | 0%                    |            |   |   |
| 12                | TYPE OF REP           | ORTING     | PERSON *  |   |
|                   | IN                    |            |   |   |
|                   |                       |            | E INSTRUCTIONS BEFORE FILLING OUT!              |   |
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| 1                 | NAMES OF REPORTING PERSONS  I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) |          |  |              |                      |      |
|-------------------|---|----------|--|--------------|----------------------|------|
|                   | Peter Y. C  | hung     |  |              |                      |      |
| 2                 | CHECK THE   | APPROPRI | TATE BOX IF A MEMBER OF A GROUP *            |              | (a)<br>(b)           |      |
| 3                 | SEC USE ON  | LY       |  |              |                      |      |
| 4                 | CITIZENSHI  | P OR PLA | ACE OF ORGANIZATION                          |              |                      |      |
|                   | United Sta  | tes      |  |              |                      |      |
|                   |   | 5        | SOLE VOTING POWER                            |              |                      |      |
|                   |   |          | 0 shares                                     |              |                      |      |
| NUMBEI<br>SHARI   | ΞS  | 6        | SHARED VOTING POWER                          |              |                      |      |
| BENEFIC:<br>OWNED |   |          | 0 shares                                     |              |                      |      |
| EACI<br>REPOR     |   | 7        | SOLE DISPOSITIVE POWER                       |              |                      |      |
| PERSO<br>WITH     |   |          | 0 shares                                     |              |                      |      |
|                   |   | 8        | SHARED DISPOSITIVE POWER                     |              |                      |      |
|                   |   |          | 0 shares                                     |              |                      |      |
| 9                 | AGGREGATE   | AMOUNT E | BENEFICIALLY OWNED BY EACH REPORTING         | PERSON       |                      |      |
|                   | 0 shares  |          |  |              |                      |      |
| 10                | CHECK BOX   | IF THE A | AGGREGATE AMOUNT IN ROW (9) EXCLUDES         | CERTAIN SHA  | RES                  | *    |
| 11                | PERCENT OF  | CLASS F  | REPRESENTED BY AMOUNT IN ROW 9               |              |                      |      |
|                   | 0%  |          |  |              |                      |      |
| 12                | TYPE OF RE  | PORTING  | PERSON *                                     |              |                      |      |
|                   | IN  |          |  |              |                      |      |
| ======            |   | *SEE     | INSTRUCTIONS BEFORE FILLING OUT!             |              |                      |      |
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|                   | M702401   | 0        | 13G  | PAGE 19 OF 3 | ====<br>9 PA<br>==== | GES  |
| 1                 | NAMES OF R  |          | PERSONS CION NOS. OF ABOVE PERSONS (ENTITIES |              |                      | :=== |

|                             | Robert V.  | Walsh          |   |            |   |            |
|-----------------------------|--|----------------|---|------------|---|------------|
| 2                           | CHECK THE  | APPROPR        | IATE BOX IF A MEMBER OF A GROUP *                 |            |   | [_]<br>[_] |
| 3                           | SEC USE ONLY   |                |   |            |   |            |
| 4                           | CITIZENSHI   | P OR PL        | ACE OF ORGANIZATION                               |            |   |            |
|                             | United Sta   | tes            |   |            |   |            |
|                             |  | 5              | SOLE VOTING POWER                                 |            |   |            |
|                             |  |                | 0 shares  |            |   |            |
| NUMBER<br>SHARE<br>BENEFICE | ES<br>FALLY  | 6              | SHARED VOTING POWER                               |            |   |            |
| OWNED<br>EACI               | H  |                | 0 shares<br>                                      |            |   |            |
| REPORT<br>PERSO             |  | 7              | SOLE DISPOSITIVE POWER                            |            |   |            |
| WITE                        | H  |                | 0 shares<br>                                      |            |   |            |
|                             |  | 8              | SHARED DISPOSITIVE POWER                          |            |   |            |
|                             |  |                | 0 shares  |            |   |            |
| 9                           | AGGREGATE .  | AMOUNT I       | BENEFICIALLY OWNED BY EACH REPORTING              | PERSON     |   |            |
|                             | 0 shares   |                |   |            |   |            |
| 10                          | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES * |                |   |            | * |            |
| 11                          | PERCENT OF   | CLASS 1        | REPRESENTED BY AMOUNT IN ROW 9                    |            |   |            |
|                             | 0%   |                |   |            |   |            |
| 12                          | TYPE OF RE   | <br>PORTING    | <br>PERSON *                                      |            |   |            |
|                             | IN   |                |   |            |   |            |
|                             |  | ======<br>*SE1 | ======================================            |            |   |            |
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|                             |  |                | rage 15 of 35 pages                               |            |   |            |
|                             | M702401  |                | 13G   | PAGE 20 OI |   |            |
| 1                           | NAMES OF R   |                | G PERSONS<br>FION NOS. OF ABOVE PERSONS (ENTITIES | ONLY)      |   | ====       |
|                             | Scott C. C   | ollins         |   |            |   |            |
| 2                           | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *                     |                |   |            |   |            |

|                 |  |  |            | (a) [_]<br>(b) [_]                         |  |  |  |
|-----------------|--|--|------------|--|--|--|--|
| 3               | SEC USE ONLY   |  |            |  |  |  |  |
| 4               | CITIZ  | ENSHIP   | OR PLA     | CE OF ORGANIZATION                         |  |  |  |
|                 | Unite  | ed State   | s          |  |  |  |  |
|                 |  |  | 5          | SOLE VOTING POWER                          |  |  |  |
|                 |  |  |            | 0 shares                                   |  |  |  |
| NUMBEF<br>SHARE | ES   | _  | 6          | SHARED VOTING POWER                        |  |  |  |
| BENEFIC:        | BY   |  |            | 0 shares                                   |  |  |  |
| EACH<br>REPORT  | TING   | _  | 7          | SOLE DISPOSITIVE POWER                     |  |  |  |
| PERSO<br>WITH   |  |  |            | 0 shares                                   |  |  |  |
|                 |  | _  | 8          | SHARED DISPOSITIVE POWER                   |  |  |  |
|                 |  |  |            | 0 shares                                   |  |  |  |
| 9               | AGGRE  | GATE AM  | OUNT B     | ENEFICIALLY OWNED BY EACH REPORTING PERSON |  |  |  |
|                 | 0 sha  | ires   |            |  |  |  |  |
| 10              | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES * |  |            |  |  |  |  |
| 11              | PERCE  | INT OF C   | LASS R     | EPRESENTED BY AMOUNT IN ROW 9              |  |  |  |
|                 | 0%   |  |            |  |  |  |  |
| 12              | TYPE   | OF REPO  | RTING      | PERSON *                                   |  |  |  |
|                 | IN   |  |            |  |  |  |  |
| ======          |  |  | *SEE       | INSTRUCTIONS BEFORE FILLING OUT!           |  |  |  |
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|                 |  |  |            |  |  |  |  |
|                 |  |  |            | Schedule 13G                               |  |  |  |
| Item 1(a        | a).  |  |            |  |  |  |  |
|                 |  | <br>Mind C.  |            |  |  |  |  |
| Item 1(k        | o).  | Address  | of Is      | suer's Principal Executive Offices:        |  |  |  |
|                 |  | <br>Industr  | <br>ial Pa | rk, Building 7, Yoqneam 20692, Israel      |  |  |  |
| Item 2(a        | a).  | Names o  | f Pers     | ons Filing:                                |  |  |  |
| χ- / /          |  | Summit Ventures V. L.P., Summit Partners V. L.P., Summit Partners, |            |  |  |  |  |

LLC, Summit V Companion Fund, L.P., Summit V Advisors Fund (QP), L.P., Summit V Advisors Fund, L.P., Summit Investors III, L.P. and Messrs. E. Roe Stamps, IV, Stephen G. Woodsum, Gregory M. Avis, Martin J. Mannion, Bruce R. Evans, Thomas S. Roberts, Walter G. Kortschak, Joseph F. Trustey, Kevin P. Mohan, Peter Y. Chung, Robert V. Walsh and Scott C. Collins.

Summit Partners V, L.P. is the sole general partner of each of Summit Ventures V, L.P., Summit V Companion Fund, L.P., Summit V Advisors Fund (QP), L.P., and Summit V Advisors Fund, L.P. Summit Partners, LLC is the sole general partner of Summit Partners V, L.P. Messrs. Stamps, Woodsum, Avis, Mannion, Evans, Roberts, Kortschak, Trustey, Mohan, Chung, Walsh and Collins are individual members of Summit Partners, LLC. Messrs. Stamps, Woodsum, Avis, Mannion, Evans, Roberts, Kortschak and Trustey are individual general partners of Summit Investors III, L.P.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the principal business office of Summit Ventures V, L.P., Summit Partners V, L.P., Summit Partners, LLC, Summit V Companion Fund, L.P., Summit V Advisors Fund (QP), L.P., Summit V Advisors Fund, L.P., Summit Investors III, L.P. and Messrs. Stamps, Woodsum, Mannion, Evans, Roberts, Trustey, Mohan, and Walsh is Summit Partners, 222 Berkeley Street, 18th Floor, Boston, Massachusetts 02116. The address of the principal business office of Messrs. Avis, Kortschak and Chung is Summit Partners, 499 Hamilton Avenue, Palo Alto, California 94301. The address of the principal business office of Mr. Collins is Summit Partners Limited, 8 Clifford Street, London W1S 2LQ, United Kingdom.

#### Item 2(c). Citizenship:

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Each of Summit Ventures V, L.P., Summit Partners V, L.P., Summit V Companion Fund, L.P., Summit V Advisors Fund (QP), L.P., Summit V Advisors Fund, L.P., Summit Investors III, L.P. is a limited partnership organized under the laws of the State of Delaware. Summit Partners, LLC is a limited liability company organized under the laws of the State of Delaware. Each of Messrs. Stamps, Woodsum, Avis, Mannion, Evans, Roberts, Kortschak, Trustey, Mohan, Chung, Walsh and Collins is a United States citizen.

Item 2(e). CUSIP Number:

M7024010

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- If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b)

  or (c), check whether the person filing is a:

  Not Applicable.
- Item 4. Ownership.

Not Applicable

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

\_\_\_\_\_

Each Reporting Person has ceased to own beneficially more than 5% of the outstanding Common Stock of Mind C.T.I. Ltd.

ALL OTHER ITEMS REPORTED ON SCHEDULE 13G FILED ON FEBRUARY 17, 2004 ON BEHALF OF THE REPORTING PERSONS WITH RESPECT TO THE ORDINARY SHARES OF MIND C.T.I. LTD. REMAIN UNCHANGED.

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#### SIGNATURES

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After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct. We also hereby agree to file this statement jointly pursuant to the Agreement listed on Exhibit 1 hereto.

| Dated: February 11, 200  | 5.        |      |                            |
|--------------------------|-----------|------|----------------------------|
| SUMMIT VENTURES V, L.P.  |           | SUMN | MIT V COMPANION FUND, L.P. |
| By: Summit Partners V, L | .P.       | ву:  | Summit Partners V, L.P.    |
| By: Summit Partners, LLC |           | ву:  | Summit Partners, LLC       |
| By: *                    |           | ву:  | *                          |
| General Partner          |           |      | General Partner            |
| SUMMIT V ADVISORS FUND ( | QP), L.P. | SUMN | MIT V ADVISORS FUND, L.P.  |
| By: Summit Partners V, L | .P.       | ву:  | Summit Partners V, L.P.    |
| By: Summit Partners, LLC |           | ву:  | Summit Partners, LLC       |
| By: *                    |           | By:  | *                          |

| General Partner          | General Partner            |
|--------------------------|----------------------------|
| SUMMIT PARTNERS V, L.P.  | SUMMIT INVESTORS III, L.P. |
|                          |                            |
| By: Summit Partners, LLC | By: *                      |
| Ву: *                    | General Partner            |
|                          |                            |
| General Partner          |                            |
| SUMMIT PARTNERS, LLC     | *                          |
|                          | E Doo Champa TV            |
| Ву: *                    | E. Roe Stamps, IV          |
|                          |                            |
| General Partner          |                            |
| *                        | *                          |
| Charles C. Mandaum       | Mantin T Manian            |
| Stephen G. Woodsum       | Martin J. Mannion          |
| *                        | *                          |
| Gregory M. Avis          | Bruce R. Evans             |
|                          |                            |
| Page 23 of               | 39 pages                   |
|                          |                            |
|                          |                            |
|                          |                            |
| *                        | *                          |
|                          |                            |
| Walter G. Kortschak      | Thomas S. Roberts          |
|                          |                            |
|                          |                            |
| *                        | *                          |
| Joseph F. Trustey        | Kevin P. Mohan             |
|                          |                            |
|                          |                            |
| *                        | *                          |
| Peter Y. Chung           | Robert V. Walsh            |
| recer i. enumy           | MODELC V. Watsh            |
|                          |                            |
| *                        |                            |
|                          |                            |
| Scott C. Collins         |                            |

\*By: /s/ Stephen G. Woodsum
-----Stephen G. Woodsum
Attorney-in-fact

\_\_\_\_\_

\* Pursuant to Powers of Attorney on file with the Commission, which Powers of Attorney are incorporated herein by reference. Copies of such Powers of Attorney are attached hereto as Exhibit 2.

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Exhibit 1

#### AGREEMENT

Pursuant to Rule 13d-1(k) (1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed with respect to the ownership by each of the undersigned of shares Mind C.T.I. Ltd.

This agreement may be executed in any number of counterparts, each of which shall be deemed an original.

EXECUTED this 11th day of February, 2005.

SUMMIT PARTNERS, LLC

| SUMMIT VENTURES V, L.P.           | SUMMIT V COMPANION FUND, L.P. |
|-----------------------------------|-------------------------------|
| By: Summit Partners V, L.P.       | By: Summit Partners V, L.P.   |
| By: Summit Partners, LLC          | By: Summit Partners, LLC      |
| By: *                             | Ву: *                         |
| General Partner                   | General Partner               |
| SUMMIT V ADVISORS FUND (QP), L.P. | SUMMIT V ADVISORS FUND, L.P.  |
| By: Summit Partners V, L.P.       | By: Summit Partners V, L.P.   |
| By: Summit Partners, LLC          | By: Summit Partners, LLC      |
| By: *                             | By: *                         |
| General Partner                   | General Partner               |
| SUMMIT PARTNERS V, L.P.           | SUMMIT INVESTORS III, L.P.    |
| By: Summit Partners, LLC          | By: *                         |
| Ву: *                             | General Partner               |
| General Partner                   |                               |

| Ву: *               | E. Roe Stamps, IV   |
|---------------------|---|
| General Partner     |   |
|                     | Page 25 of 39 pages   |
|                     |   |
| *                   | *   |
| Stephen G. Woodsum  | Martin J. Mannion   |
| *                   | *   |
| Gregory M. Avis     | Bruce R. Evans  |
| *                   | *   |
| Walter G. Kortschak | Thomas S. Roberts   |
| *                   | *   |
| Joseph F. Trustey   | Kevin P. Mohan  |
| *                   | *   |
| Peter Y. Chung      | Robert V. Walsh   |
| *                   |   |
| Scott C. Collins    |   |
|                     |   |
|                     | *By: /s/ Stephen G. Woodsum   |
|                     | Stephen G. Woodsum Attorney-in-fact   |
|                     | orney on file with the Commission, which Powers of therein by reference. Copies of such Powers of Attorney bit 2. |
|                     | Page 26 of 39 pages   |
|                     | Exhibit 2   |
|                     |   |

POWER OF ATTORNEY

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KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints each and any of E. Roe Stamps, IV, Stephen G. Woodsum, Gregory M. Avis, Walter G. Kortschak and Thomas F. Farb his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities (until revoked in writing) to sign any and all instruments, certificates and documents required to be executed on behalf of himself individually or on behalf of each or any of Summit Ventures, L.P., SP (1984), L.P. (f/k/a Summit Partners, L.P.), Stamps, Woodsum & Co., Summit Partners' Holdings, L.P., Summit Ventures II, L.P., Summit Partners II, L.P., Stamps, Woodsum & Co. II, SV Eurofund C.V., SV International, L.P., Summit Investors, L.P., Summit Investors II, L.P., Summit Investors III, L.P., Summit Ventures III, L.P., Summit Partners III, L.P., Stamps, Woodsum & Co. III, Summit Ventures IV, L.P., Summit Partners IV, L.P., Stamps, Woodsum & Co., IV, Summit Subordinated Debt Fund, L.P., Summit Partners SD, L.P., Summit E-Tek Holdings, LLC, SW Management Corp., Summit Partners, L.P., Summit Master Company, LLC, Summit Subordinated Debt Fund II, L.P., Summit Partners SD II, LLC, Summit Ventures V, L.P., Summit Partners V, L.P., Summit Partners, LLC, Summit V Advisors Fund, L.P., Summit V Advisors Fund (QP), L.P. and Summit V Companion Fund, L.P., pursuant to sections 13 and 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or by the By-laws of the National Association of Securities Dealers, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary fully to all intents and purposes as she might or could do in person thereby ratifying and confirming all that said attorney-in-fact and agent, or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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IN WITNESS WHEREOF, this Power of Attorney has been signed as of the  $7 \, \text{th}$  day of February, 2000.

```
/s/ E. Roe Stamps, IV

E. Roe Stamps, IV

Commonwealth of Massachusetts )
) ss:

County of Suffolk )
```

On this 7th day of February, 2000, before me personally came E. Roe Stamps, IV, known to me to be the person described and who executed the foregoing instrument that he acknowledged that he executed the same.

[Notary Seal]

/s/ Cynthia R. Freedman

Notary Public

My Commission expires: October 20, 2000

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| IN WITNESS WHEREOF, this Power day of February, 2000. | r of Attorney has been signed as of the 7th  |
|---|--|
|   | /s/ Stephen G. Woodsum   |
|   | Stephen G. Woodsum   |
| Commonwealth of Massachusetts )                       |  |
| County of Suffolk )                                   | ss:  |
|   | 2000, before me personally came Stephen G. son described and who executed the foregoing at he executed the same. |
| [Notary Seal]   | /s/ Cynthia R. Freedman  |
|   | Notary Public  |
|   | My Commission expires: October 20, 2000  |
|   | e 29 of 39 pages<br>r of Attorney has been signed as of the 7th  |
|   | /s/ Martin J. Mannion  |
|   | Martin J. Mannion  |
| Commonwealth of Massachusetts )  County of Suffolk )  | ss:  |
| On this 7th day of February, 2                        | 2000, before me personally came Martin J. son described and who executed the foregoing at he executed the same.  |
| [Notary Seal]   |  |
|   | /s/ Cynthia R. Freedman  |
|   | Notary Public  |
|   | My Commission expires: October 20, 2000  |

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|     | IN | WITNESS   | WHEREOF, | this | Power | of | Attorney | has | been | signed | as | of | the | 8th |
|-----|----|-----------|----------|------|-------|----|----------|-----|------|--------|----|----|-----|-----|
| day | of | February, | 2000.    |      |       |    | _        |     |      |        |    |    |     |     |

|  | /s/ Gregory M. Avis   |  |  |  |  |
|--|---|--|--|--|--|
|  | Gregory M. Avis   |  |  |  |  |
| State of California ) ) ss: County of Santa Clara )      |   |  |  |  |  |
|  |   |  |  |  |  |
| [Notary Seal]  | /s/ Cynthia R. Freedman   |  |  |  |  |
|  | Notary Public   |  |  |  |  |
|  | My Commission expires: October 20, 2000   |  |  |  |  |
|  |   |  |  |  |  |
| Page 31  | of 39 pages   |  |  |  |  |
| IN WITNESS WHEREOF, this Power of day of February, 2000. | Attorney has been signed as of the 7th  |  |  |  |  |
|  | /s/ Thomas S. Roberts   |  |  |  |  |
|  | Thomas S. Roberts   |  |  |  |  |
| Commonwealth of Massachusetts ) ) ss:                    |   |  |  |  |  |
| County of Suffolk )                                      |   |  |  |  |  |
|  | , before me personally came Thomas S. described and who executed the foregoing e executed the same. |  |  |  |  |
| [Notary Seal]  | /s/ Cynthia R. Freedman   |  |  |  |  |
|  | Notary Public   |  |  |  |  |
|  | My Commission expires: October 20, 2000   |  |  |  |  |

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| day of February, 2000.                            | ower or         | Accorney has been signed as of the 7th  |  |  |  |  |
|---|-----------------|---|--|--|--|--|
|   |                 | /s/ Bruce R. Evans  |  |  |  |  |
|   |                 | Bruce R. Evans  |  |  |  |  |
| Commonwealth of Massachusetts                     | )               |   |  |  |  |  |
| County of Suffolk                                 | ) ss:<br>)      |   |  |  |  |  |
|   | rson des        | before me personally came Bruce R. scribed and who executed the foregoing e executed the same.      |  |  |  |  |
| [Notary Seal]                                     |                 |   |  |  |  |  |
|   |                 | /s/ Cynthia R. Freedman   |  |  |  |  |
|   |                 | Notary Public   |  |  |  |  |
|   |                 | My Commission expires: October 20, 2000   |  |  |  |  |
| 1   | Page 33         | of 39 pages   |  |  |  |  |
| IN WITNESS WHEREOF, this Poday of February, 2000. | ower of         | Attorney has been signed as of the 8th  |  |  |  |  |
|   |                 | /s/ Walter G. Kortschak   |  |  |  |  |
|   |                 | Walter G. Kortschak   |  |  |  |  |
| State of California County of Santa Clara         | )<br>) ss:<br>) |   |  |  |  |  |
|   | e persor        | before me personally came Walter G. a described and who executed the foregoing e executed the same. |  |  |  |  |
| [Notary Seal]                                     |                 |   |  |  |  |  |
|   |                 | /s/ Cynthia R. Freedman   |  |  |  |  |
|   |                 | Notary Public   |  |  |  |  |
|   |                 | My Commission expires: October 20, 2000   |  |  |  |  |

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IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 7th

day of February, 2000.

|   |            | /s/ Joseph F. Trustey   |
|---|------------|---|
|   |            | Joseph F. Trustey   |
| Commonwealth of Massachusetts                     | )<br>) ss: |   |
| County of Suffolk                                 | )          |   |
|   | person o   | before me personally came Joseph F. described and who executed the foregoing e executed the same. |
| [Notary Seal]                                     |            | /s/ Cynthia R. Freedman   |
|   |            | Notary Public   |
|   |            | My Commission expires: October 20, 2000   |
| Ī   | Page 35    | of 39 pages   |
| IN WITNESS WHEREOF, this Poday of February, 2000. | ower of    | Attorney has been signed as of the 7th  |
|   |            | /s/ Kevin P. Mohan  |
|   |            | Kevin P. Mohan  |
| Commonwealth of Massachusetts                     | )<br>) ss: |   |
| County of Suffolk                                 | )          |   |
|   | rson des   | , before me personally came Kevin P. scribed and who executed the foregoing e executed the same.  |
| [Notary Seal]                                     |            | /s/ Cynthia R. Freedman   |
|   |            | Notary Public   |
|   |            | My Commission expires: October 20, 2000   |
| I   | Page 36    | of 39 pages   |

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 8th day of February, 2000.

/s/ Peter Y. Chung

Peter Y. Chung Commonwealth of Massachusetts ) County of Suffolk On this 8th day of February, 2000, before me personally came Peter Y. Chung, known to me to be the person described and who executed the foregoing instrument that he acknowledged that he executed the same. [Notary Seal] /s/ Cynthia R. Freedman \_\_\_\_\_ Notary Public My Commission expires: October 20, 2000 Page 37 of 39 pages IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 10th day of February, 2003. /s/ Robert V. Walsh Robert V. Walsh Commonwealth of Massachusetts ) ) ss: County of Suffolk On this 10th day of February, 2003, before me personally came Robert V. Walsh, known to me to be the person described and who executed the foregoing instrument that he acknowledged that he executed the same. [Notary Seal] /s/ Cynthia R. Freedman Notary Public My Commission expires: October 4, 2007 Page 38 of 39 pages IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 11th day of February, 2003. /s/ Scott C. Collins Scott C. Collins Commonwealth of Massachusetts )

|                   | ) ss:        |   |  |
|-------------------|--------------|---|--|
| County of Suffolk | )            |   |  |
| _                 | e the person | 3, before me personally came Scott C. described and who executed the foregoing e executed the same. |  |
| [Notary Seal]     |              | /s/ Cynthia R. Freedman   |  |
|                   |              | Notary Public   |  |
|                   |              | My Commission expires: October 4, 2007  |  |
|                   | Page 39      | of 39 pages   |  |