

CyberArk Software Ltd.  
Form SC 13G  
January 17, 2017

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No.    )\***

**Cyberark Software Limited**

(Name of Issuer)

**Common stock**

(Title of Class of Securities)

**M2682V108**

(CUSIP Number)

**December 30th 2016**

(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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CUSIP No.

1. Names of Reporting Persons  
J O Hambro Capital Management 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

- |                                                                                     |                                                                                                           |                                                                           |
|-------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------|
|                                                                                     | 5.                                                                                                        | Sole Voting Power                                                         |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 6.                                                                                                        | Shared Voting Power<br>1,699,710                                          |
|                                                                                     | 7.                                                                                                        | Sole Dispositive Power                                                    |
|                                                                                     | 8.                                                                                                        | Shared Dispositive Power<br>1,699,710                                     |
|                                                                                     | 9.                                                                                                        | Aggregate Amount Beneficially Owned by Each Reporting Person<br>1,699,710 |
| 10.                                                                                 | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> |                                                                           |
| 11.                                                                                 | Percent of Class Represented by Amount in Row (9)<br>5.06%                                                |                                                                           |
| 12.                                                                                 | Type of Reporting Person (See Instructions)<br>IA Investment Adviser                                      |                                                                           |

**Item 1.**

- (a) Name of Issuer  
Cyberark Software Limited
- (b) Address of Issuer's Principal Executive Offices  
94 Em.Ha moshavot Road  
  
Park Ofer  
  
P.O. Box 3143  
  
Petach-Tikva 4970602  
  
Israel

**Item 2.**

- (a) Name of Person Filing
- (b) Address of Principal Business Office or, if none, Residence  
  
Ground Floor, Ryder Court, 14 Ryder Street  
  
SW1Y6QG  
  
London United Kingdom
- (d) Title of Class of Securities  
Common
- (e) CUSIP Number  
M2682V108

**Item 3.**

- If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**
- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) ☒ An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) ☐ Group, in accordance with § 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:\_\_\_\_\_



**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:
  - Incorporated by reference to Item 9 of the cover page pertaining to each reporting person.
- (b) Percent of class:
  - Incorporated by reference to Item 11 of the cover page pertaining to each reporting person.
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote
    - Incorporated by reference to Item 5 of the cover page pertaining to each reporting person.
  - (ii) Shared power to vote or to direct the vote
    - Incorporated by reference to Item 6 of the cover page pertaining to each reporting person.
  - (iii) Sole power to dispose or to direct the disposition of
    - Incorporated by reference to Item 7 of the cover page pertaining to each reporting person.
  - (iv) Shared power to dispose or to direct the disposition of
    - Incorporated by reference to Item 8 of the cover page pertaining to each reporting person.

**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 ☐.

Not Applicable

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

Not Applicable

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

Not Applicable

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

Not Applicable.

**Item 9. Notice of Dissolution of Group.**

Not Applicable

**Item 10.**

**Certification**

**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.

3rd January 2017  
Date

Peter Hazelwood  
Signature

/s/ Peter Hazelwood  
Name: Peter Hazelwood

Title: Head of Compliance

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**