

BLUE SPHERE CORP.
Form 5
January 18, 2017

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
Lazarus Management Co LLC

(Last) (First) (Middle)

3200 CHERRY CREEK SOUTH DRIVE, SUITE 670

(Street)

DENVER, CO 80209

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BLUE SPHERE CORP. [BLSP]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/22/2016 ⁽¹⁾	Â	L	60,000 ⁽²⁾ A \$ 0.0694 ⁽³⁾	66,351,895	I	See Footnotes (4) (5)
Common Stock	12/27/2016 ⁽¹⁾	Â	L	10,000 ⁽²⁾ A \$ 0.0679	66,361,895	I	See Footnotes (4) (5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D S B O E Is F (I
						Date Exercisable (A) (D)	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lazarus Management Co LLC 3200 CHERRY CREEK SOUTH DRIVE SUITE 670 DENVER, CO 80209	^	^ X	^	^
BORUS JUSTIN B 3200 CHERRY CREEK SOUTH DRIVE SUITE 670 DENVER, CO 80209	^	^ X	^	^
LAZARUS INVESTMENT PARTNERS LLLP 3200 CHERRY CREEK SOUTH DRIVE SUITE 670 DENVER, CO 80209	^	^ X	^	^
Lazarus Israel Opportunities Fund LLLP 3200 CHERRY CREEK DRIVE, SUITE 670 DENVER, CO 80209	^	^ X	^	^
Lazarus Israel Opportunities Fund II LLLP 3200 CHERRY CREEK SOUTH DRIVE SUITE 670 DENVER, CO 80209	^	^ X	^	^

Signatures

Lazarus Management Company LLC By: /s/ Justin B. Borus, manager

01/18/2017

__Signature of Reporting Person

Date

/s/ Justin B. Borus

01/18/2017

Edgar Filing: BLUE SPHERE CORP. - Form 5

<u>Signature of Reporting Person</u>	Date
Lazarus Israel Opportunities Fund LLLP By: Lazarus GP LLC, its general partner By: /s/ Justin B. Borus, manager	01/18/2017
<u>Signature of Reporting Person</u>	Date
Lazarus Israel Opportunities Fund II LLLP By: Lazarus GP LLC, its general partner By: /s/ Justin B. Borus, manager	01/18/2017
<u>Signature of Reporting Person</u>	Date
Lazarus Investment Partners LLLP By: Lazarus Management Company LLC, its general partner By: /s/ Justin B. Borus, manager	01/18/2017
<u>Signature of Reporting Person</u>	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Not required to be reported earlier because transactions collectively qualify as a "small acquisition" under Rule 16a-6 promulgated under the Securities Exchange Act of 1934.
 - (2) Shares of common stock were purchased directly by Lazarus Israel Opportunities Fund II LLLP ("Lazarus Israel II").
The Price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$0.069 to \$0.07, inclusive. The Reporting Persons undertake to provide the Issuer, any security holder, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
 - (3) This form is filed jointly by Lazarus Management Company LLC ("Lazarus Management"), Justin B. Borus, Lazarus Israel Opportunities Fund LLLP ("Lazarus Israel I"), Lazarus Israel II and Lazarus Investment Partners LLLP ("Lazarus Partners" and together with Lazarus Israel I and Lazarus Israel II, the "Funds"). The securities reported herein are owned directly by the Funds as follows: (i) Lazarus Israel I owns 42,218,018 shares of common stock and 12,500,000 warrants; (ii) Lazarus Israel II owns 15,343,401 shares of common stock and 2,727,273 warrants; and (iii) Lazarus Partners owns 8,800,476 shares of common stock and 2,272,728 warrants. Lazarus Management is the investment adviser of the Funds, the general partner of Lazarus Partners, and Mr. Borus is the manager of Lazarus Management. Lazarus GP LLC ("Lazarus GP") is the general partner of Lazarus Israel I and Lazarus Israel II and Mr. Borus is the manager of Lazarus GP.
 - (4) Each of Lazarus Management and Mr. Borus expressly disclaims beneficial ownership of the securities held by the Funds except to the extent of his or its pecuniary interest therein. Each of the Funds expressly disclaims beneficial ownership of the shares held by the other Funds. The filing of this Form 4 shall not be construed as an admission that either Lazarus Management or Mr. Borus, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, is the beneficial owner of any of the securities reported herein.
 - (5)

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.