

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

SCHEDULE 13D/A
 Under the Securities Exchange Act of 1934
 (Amendment No. 14)

POINTER TELOCATION LTD.

(Name of Issuer)

Ordinary Shares, NIS 3.00 par value per share

(Title of Class of Securities)

M7946T104

(CUSIP Number)

**Orly Tsioni, Adv.
 Yigal Arnon & Co.
 1, Azrieli Center
 Tel-Aviv 67021, Israel
 +972-3-608-7851**

(Name, Address and Telephone Number of Person
 Authorized to Receive Notices and Communications)

June 19, 2012

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

The information required on 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).

(Continued on following pages)

CUSIP No.	M7946T104	13D/A	Page 2 of 8
1	NAMES OF REPORTING PERSONS: DBSI Investments Ltd. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS: N/A		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>		
3	SEC Use Only		
4	SOURCE OF FUNDS: OO		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): <input type="checkbox"/>		
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Israel		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER: --	
	8	SHARED VOTING POWER: 2,237,191	
	9	SOLE DISPOSITIVE POWER: --	
	10	SHARED DISPOSITIVE POWER: 2,237,191	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 2,237,191		
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: <input type="checkbox"/>		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 45.55%(1)		
14	TYPE OF REPORTING PERSON: CO		

(1) Based on a number of 4,911,524 Ordinary Shares outstanding as of the date hereof.

CUSIP No.	M7946T104	13D/A	Page 3 of 8
1	NAMES OF REPORTING PERSONS: Barak Dotan I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS: N/A		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>		
3	SEC Use Only		
4	SOURCE OF FUNDS: OO		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): <input type="checkbox"/>		
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Israel		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER: --	
	8	SHARED VOTING POWER: 2,237,191	
	9	SOLE DISPOSITIVE POWER: --	
	10	SHARED DISPOSITIVE POWER: 2,237,191	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 2,237,191		
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: <input type="checkbox"/>		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 45.55%		
14	TYPE OF REPORTING PERSON: IN		

CUSIP No.		M7946T104	13D/A	Page 4 of 8
1	NAMES OF REPORTING PERSONS: Yossi Ben Shalom I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS: N/A			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>			
3	SEC Use Only			
4	SOURCE OF FUNDS: OO			
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): <input type="checkbox"/>			
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Israel			
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER: --		
	8	SHARED VOTING POWER: 2,237,191		
	9	SOLE DISPOSITIVE POWER: --		
	10	SHARED DISPOSITIVE POWER: 2,237,191		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 2,237,191			
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: <input type="checkbox"/>			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 45.55%			
14	TYPE OF REPORTING PERSON: IN			

This Amendment No. 14 to Schedule 13D is being filed on behalf of DBSI Investments Ltd. ("DBSI"), Barak Dotan and Yossi Ben Shalom (together, the "Reporting Persons"), relating to the ordinary shares (the "Ordinary Shares") of Pointer Telocation Ltd., a corporation existing under the laws of Israel ("Pointer"). The original statement on Schedule 13D, and the previous amendments filed thereto, are hereby amended and supplemented as follows:

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby supplemented as follows:

On April 23, 2012, DBSI agreed to purchase 50,000 Ordinary Shares priced at \$2.95 per share (the "Securities") of Pointer for total consideration of \$147,500 (the "Purchase Price"). The issuance of the Securities was conditional upon shareholder approval and the filing of a prospectus supplement in connection with Pointer's proposed rights offering. DBSI also agreed, with respect to the rights offering, to exercise its basic subscription right in full and its over-subscription right in full (the "Stand-By Commitment"), in order to subscribe for all of the Ordinary Shares of Pointer not subscribed for by other shareholders in the rights offering. Pursuant to the prospectus supplement filed by Pointer on June 19, 2012, Pointer is issuing up to 644,034 Ordinary Shares in the rights offering. Therefore, if other shareholders don't participate in the rights offering, DBSI will then purchase more than its pro rata amount of Ordinary Shares in the rights offering pursuant to the Stand-by Commitment up to 644,034 Ordinary Shares. The amount of Ordinary Shares purchased by DBSI in the rights offering will ultimately depend on the level of participation by other Pointer shareholders in such rights offering.

Pointer's shareholders approved the issuance of the Securities to DBSI at a shareholder meeting held on June 7, 2012 and the prospectus supplement for Pointer's rights offering was filed on June 19, 2012. As a result, the conditions to the issuance were satisfied and Pointer issued the Securities to DBSI on June 19, 2012 in consideration of the Purchase Price.

The source of funds for this purchase on the purchase date was internal funds.

Item 4. Purpose of Transaction.

Item 4 is hereby supplemented as follows:

On June 19, 2012, DBSI purchased the Securities as described in Item 3 above.

DBSI acquired the securities of Pointer for investment purposes. DBSI intends to review its investment in Pointer and may, based on such review as well as other factors (including, among other things, its evaluation of Pointer's business, prospects and financial condition, amounts and prices of available securities of Pointer, the market for Pointer's securities, other opportunities available to DBSI and general market and economic conditions), acquire additional securities of Pointer or sell securities of Pointer, on the open market or in privately negotiated transactions. In addition, based on its review and/or discussions with management, DBSI may explore from time to time a possible restructuring of Pointer. DBSI reserves the right at any time to change its present intention with respect to any or all of the matters referred to in this Item 4, or to dispose of any or all of the securities of Pointer purchased by it.

Except as set forth in Item 3 and this Item 4, DBSI has no current plans or proposals which relate to or would result in any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D, although DBSI does not rule out the possibility of effecting or seeking to effect any such actions in the future.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and restated as follows:

(a) (b) DBSI is the beneficial owner of 2,237,191 Ordinary Shares, constituting 45.55% of the outstanding Ordinary Shares. Messrs. Yossi Ben Shalom and Barak Dotan, by virtue of their relationship with and interests in DBSI, may be deemed to control DBSI and consequently share the beneficial ownership of 2,237,191 Ordinary Shares. DBSI holds the right to vote its 2,237,191 Ordinary Shares, which right is directed jointly by Messrs. Yossi Ben Shalom and Barak Dotan.

(c) DBSI did not effect any transaction in the securities of Pointer in the past 60 days other than as described herein.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

On April 23, 2012, DBSI agreed to purchase the Securities for total consideration of \$147,500. The subscription agreement is attached hereto as Exhibit 5.

Item 7. Materials to be Filed as Exhibits.

Item 7 is hereby supplemented by adding Exhibit 5 below:

Exhibit 1. Joint Filing Agreement*

Exhibit 5: Subscription Agreement, dated April 23, 2012, between DBSI Investments Ltd. and Pointer Telocation Ltd.

*** Previously filed.**

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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.

Dated: June 20, 2012

DBSI INVESTMENTS LTD.

By: /s/ Barak Dotan

Name: Barak Dotan

Title: Director

/s/ Yossi Ben Shalom

Yossi Ben Shalom

Director

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.

Dated: June 20, 2012

By: /s/ Barak Dotan

Name: Barak Dotan

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.

Dated: June 20, 2012

By: /s/ Yossi Ben Shalom

Name: Yossi Ben Shalom

Subscription Agreement

Pointer Telocation Ltd.
14 Hamelacha Street,
Rosh Haayin 48091, Israel

1. DBSI Investments Ltd. ("DBSI") hereby agrees to purchase 50,000 ordinary shares priced at \$2.95 per share (the "Securities") of Pointer Telocation Ltd. (the "Company") for total consideration of \$147,500 (the "Purchase Price").

2. Representations and Warranties. DBSI hereby warrants and represents to the Company:

(a) The Securities are being purchased for investment only and not with a view to, or for resale in connection with, the distribution thereof, and that DBSI is not participating, directly or indirectly, in an underwriting or any such undertaking.

(b) DBSI is aware that the Securities have not been registered under the Securities Act of 1933, as amended (the "Securities Act"), and that the Securities are deemed to constitute "restricted securities" under Rule 144 promulgated under the Securities Act and will bear a restrictive legend to such effect. DBSI also understands that the Securities are being offered and sold pursuant to an exemption from registration contained in the Securities Act based in part upon its representations contained in this Agreement.

(c) DBSI is an institutional "accredited investor" within the meaning of Rule 501(a)(1), (2), (3) or (7) under Regulation D of the Securities Act.

(d) DBSI acknowledges that it has not purchased the Securities as a result of any form of general solicitation or general advertising, including advertisements, articles, notices or other communications published in any newspaper, magazine or similar media or broadcast over radio, or television, or any seminar or, meeting whose attendees have been invited by general solicitation or general advertising.

(e) DBSI is capable of bearing the economic risks of an investment in the Securities. DBSI has sufficient knowledge and experience in business and financial matters to evaluate the Company, its proposed activities and the risks and merits of this investment. DBSI has the ability to accept the high risk and lack of liquidity inherent in this type of investment.

(f) Upon acceptance, and subject to Section 6 below, this Agreement will constitute a legal, valid and binding contract enforceable against DBSI in accordance with its terms and will not violate or conflict with the terms of any restriction, agreement or undertaking made by it or to which it or its properties is or are subject, and DBSI is authorized and otherwise empowered to purchase and hold the Securities.

3. Restrictions on Transferability of Securities. DBSI hereby agrees that certificates evidencing the Securities, if any, being accepted by him shall be stamped or otherwise imprinted with a legend in substantially the following form:

THE SHARES REPRESENTED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933. SUCH SHARES MAY NOT BE SOLD OR TRANSFERRED IN THE ABSENCE OF AN EFFECTIVE REGISTRATION STATEMENT OR UNLESS THE COMPANY RECEIVES AN OPINION OF COUNSEL OR OTHER EVIDENCE REASONABLY ACCEPTABLE TO IT STATING THAT SUCH SALE OR TRANSFER IS EXEMPT FROM REGISTRATION.

DBSI acknowledges that the Securities are not registered under the 1933 Act and that under the 1933 Act, the Securities must be held unless they are subsequently registered under the 1933 Act or unless an exemption from registration is available with respect to any proposed transfer or disposition of the Securities.

4. Rights Offering and Commitment to Purchase. DBSI acknowledges that the Company intends to effectuate a Rights Offering (the "Rights Offering") in which it will offer all shareholders of the Company rights to purchase shares of the Company in consideration for the aggregate amount of approximately US\$2 million at a price per share of \$2.90 (the "Offering Price").

In the framework of the Rights Offering, each shareholder who elects to exercise his basic subscription right in full, will also be allowed to subscribe for additional shares (at the same subscription price per share) that remain unsubscribed as a result of any unexercised basic subscription rights (the "Over-Subscription Right"). DBSI hereby agrees to exercise its basic subscription right in full and its Over-Subscription Right in full, in order to subscribe for all of the shares of the Company not taken up by other shareholders in the Rights Offering.

5. Payment of Purchase price. Immediately prior to the filing of a prospectus supplement in connection with the Rights Offering, the Company shall issue the Securities to DBSI and DBSI shall pay the Purchase Price to the Company by way of check or wire transfer.

6. Shareholder Approval. The issuance of the Securities is subject to approval by the shareholders of the Company in accordance with the Israeli Companies Law, 5759 – 1999.

7. Termination. Should the Company not initiate the Rights Offering within 3 months of the date that the Company's shareholders approve the offering of the Securities, this Agreement will terminate, DBSI will not purchase and we shall not issue, the Securities.

8. Notices. Any notices or other communications required or permitted hereby shall be sufficiently given if sent by registered, and if to the Company at the address given at the head of this Subscription Agreement, and if to DBSI, at the address set forth below, or to such other address as either the Company or DBSI shall designate to the other by notice in writing.

9. Successors and Assigns. This Subscription Agreement shall be binding upon and shall inure to the benefit of the parties hereto and to the successors and assigns of the Company and to the personal and legal representatives, heirs, guardians, successors and permitted assignees of DBSI.

10. Applicable Law. This Subscription Agreement shall be governed by and construed in accordance with the laws of the State of Israel.

IN WITNESS WHEREOF, DBSI has executed this Subscription Agreement this 23rd day of April, 2012.

DBSI Investments Ltd.

By: s/ Barak Dotan /s/ Yossi Ben Shalom

Name: Barak Dotan Yossi Ben Shalom

Title: Director Director

Address: 85 Medinat Hayehudim St.

Hetzliya

Israel

ACCEPTED:

Pointer Telocation Ltd.

By: s/ David Mahlab

Name: David Mahlab

Title: President & CEO Pointer Telocation