

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

**GAMIDA CELL LTD.**

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(Name of Issuer)

**ORDINARY SHARES, PAR VALUE NIS 0.01 PER SHARE**

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(Title of Class of Securities)

**M47364100**

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(CUSIP Number)

**December 31, 2020**

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G 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).

CUSIP NO. M47364100

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(1) Names of Reporting Persons.

Gabriel Capital Management Ltd.

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(2) Check the Appropriate Box if a Member of a Group

(a)

(b)

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(3) SEC Use Only

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(4) Citizenship or Place of Organization

Israel

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Number of Shares	(5) Sole Voting Power	0*
Beneficially Owned By	(6) Shared Voting Power	467,809*
Each Reporting Person	(7) Sole Dispositive Power	0*
With	(8) Shared Dispositive Power	467,809*

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(9) Aggregate Amount Beneficially Owned by Each Reporting Person

467,809\*

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(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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(11) Percent of Class Represented by Amount in Row (9)

0.8%\*

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(12) Type of Reporting Person (See Instructions) IA

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\* See Item 4 for additional information.

**Item 1(a). Name Of Issuer**

Gamida Cell Ltd. (the “Company”)

**Item 1(b). Address of Issuer’s Principal Executive Offices**

5 Nahum Heftsadie Street  
Givaat Shaul, Jerusalem 91340 Israel

**Item 2(a). Name of Person Filing**

This report on Schedule 13G (this “Schedule 13G”), is being filed by Gabriel Capital Management Ltd., a company organized under the laws of Israel (“GCM”).

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

The address for GCM is: Jerusalem Technology Park – Malcha  
Derech Agudat Sport HaPo’el 1, Building 1, Entrance B, 4th Floor, Jerusalem, Israel.

**Item 2(c). Citizenship**

GCM is organized under the laws of Israel.

**Item 2(d). Title of Class of Securities**

Ordinary Shares, par value NIS 0.01 per share (the “Ordinary Shares”).

**Item 2(e). CUSIP No.**

M47364100

**Item 3. If This Statement Is Filed Pursuant to Rules 13d-1(b) or 13d-2(b) or (c), Check Whether the Person Filing is a:**

Not Applicable.

**Item 4. Ownership:**

As reported in the cover pages to this report, the ownership information with respect to GCM is as follows:

(a) Amount Beneficially Owned:	467,809*
(b) Percent of Class:	0.8%*
(c) Number of Shares as to which such person has:	
(i) Sole power to vote or to direct the vote:	0*
(ii) Shared power to vote or to direct the vote:	467,809*
(iii) Sole power to dispose or to direct the disposition of:	0*
(iv) Shared power to dispose or to direct the disposition of:	467,809*

\* GCM is the management company to certain affiliated funds (collectively, the "Shavit Funds"). Gabriel Leibler ("Mr. Leibler") is the sole shareholder of the sole shareholder of GCM. Decisions regarding the voting and disposition of securities held by the Shavit Funds are subject to approval by certain internal investment committees comprising three or more individuals, of which Mr. Leibler is a member. As of December 31, 2020, the Shavit Funds held in the aggregate 74,884 Ordinary Shares and warrants to purchase up to 392,925 Ordinary Shares. GCM may be deemed to beneficially own such securities held by the Shavit Funds. Pursuant to Rule 13d-4 under the Securities Exchange Act of 1934, as amended (the "Act"), Mr. Leibler disclaims beneficial ownership of any such securities held by the Shavit Funds.

In addition, as of December 31, 2020, Mr. Leibler separately held warrants to purchase up to 26,196 Ordinary Shares. Pursuant to Rule 13d-4 under the Act, each of GCM and each of the Shavit Funds disclaims beneficial ownership of any such securities held separately by Mr. Leibler.

The reported beneficial ownership percentage is based upon approximately 58,992,279 Ordinary Shares of the Company, issued and outstanding as of December 21, 2020, based on information reported by the Company in its Prospectus and Form 6-K filed with the Securities and Exchange Commission on December 18, 2020 and December 21, 2020, respectively.

**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: [X]

**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**

Not Applicable.

**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.

February 12, 2021

**GABRIEL CAPITAL MANAGEMENT LTD.**

By: /s/ Gabriel Leibler  
Name: Gabriel Leibler  
Title: Sole Director and Shareholder

**Attention: Intentional misstatements or omissions of fact constitute  
Federal criminal violations (See 18 U.S.C. 1001)**