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

**SCHEDULE 13G
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No.)***

Sol-Gel Technologies Ltd.
(Name of Issuer)

Ordinary Shares, NIS 0.1 Par Value
(Title of Class of Securities)

M8694L103
(CUSIP Number)

February 2, 2018
(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).

1	NAMES OF REPORTING PERSONS Itshak Sharon (Tshuva)	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Israel	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER ---
	6	SHARED VOTING POWER 1,009,504 (*)
	7	SOLE DISPOSITIVE POWER ---
	8	SHARED DISPOSITIVE POWER 1,009,504 (*)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,009,504 (*)	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See instructions) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.61% (*) (**)	
12	TYPE OF REPORTING PERSON (See instructions) IN	

(*) The beneficial ownership of the securities reported herein is described in Item 4(a).

(**) Based on 17,985,069 Ordinary Shares outstanding as of February 6, 2018 (as reported on Bloomberg LP).

1	NAMES OF REPORTING PERSONS Delek Group Ltd.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Israel	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER ---
	6	SHARED VOTING POWER 1,009,504 (*)
	7	SOLE DISPOSITIVE POWER ---
	8	SHARED DISPOSITIVE POWER 1,009,504 (*)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,009,504 (*)	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See instructions) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.61% (*) (**)	
12	TYPE OF REPORTING PERSON (See instructions) CO	

(*) The beneficial ownership of the securities reported herein is described in Item 4(a).

(**) Based on 17,985,069 Ordinary Shares outstanding as of February 6, 2018 (as reported on Bloomberg LP).

1	NAMES OF REPORTING PERSONS The Phoenix Holding Ltd.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Israel	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER ---
	6	SHARED VOTING POWER 1,009,504 (*)
	7	SOLE DISPOSITIVE POWER ---
	8	SHARED DISPOSITIVE POWER 1,009,504 (*)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,009,504 (*)	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See instructions) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.61% (*) (**)	
12	TYPE OF REPORTING PERSON (See instructions) CO	

(*) The beneficial ownership of the securities reported herein is described in Item 4(a).

(**) Based on 17,985,069 Ordinary Shares outstanding as of February 6, 2018 (as reported on Bloomberg LP).

Item 1. (a) Name of Issuer:
Sol-Gel Technologies Ltd.

(b) Address of Issuer's Principal Executive Offices:
Weizmann Science Park, 7 Golda Meir St., Ness Ziona 7403650, Israel

Item 2. (a) Name of Person Filing:
1. Itshak Sharon (Tshuva)
2. Delek Group Ltd.
3. The Phoenix Holding Ltd.

The securities reported herein are beneficially owned by various direct or indirect, majority or wholly-owned subsidiaries of the Phoenix Holding Ltd. (the "Subsidiaries"). The Subsidiaries manage their own funds and/or the funds of others, including for holders of exchange-traded notes or various insurance policies, members of pension or provident funds, unit holders of mutual funds, and portfolio management clients. Each of the Subsidiaries operates under independent management and makes its own independent voting and investment decisions.

The Phoenix Holding Ltd. is an majority-owned subsidiary of Delek Group Ltd. The majority of Delek Group Ltd.'s outstanding share capital and voting rights are owned, directly and indirectly, by Itshak Sharon (Tshuva) through private companies wholly-owned by him, and the remainder is held by the public.

(b) Address of Principal Business Office:
The address of Itshak Sharon (Tshuva) and Delek Investments and Properties Ltd. is 7 Giborei Israel Street, P.O.B. 8464, Netanya, 42504, Israel.

The address of the Phoenix Holding Ltd. is Derech Hashalom 53, Givataim, 53454, Israel.

(c) Citizenship:
1. Itshak Sharon (Tshuva) - Israel
2. Delek Group Ltd. - Israel
3. The Phoenix Holding Ltd. - Israel

(d) Title of Class of Securities:
Ordinary Shares, NIS 0.1 Par Value

(e) CUSIP Number:
M8694L103

Item 3. Not applicable.

Item 4. Ownership:

(a) Amount beneficially owned:

See row 9 of cover page of each reporting person.

Each of the Subsidiaries operates under independent management and makes its own independent voting and investment decisions. Neither the filing of this Schedule 13G nor any of its contents shall be deemed to constitute an admission by either the Filing Persons or Subsidiaries that a group exists for purposes of Section 13(d) of the Securities Exchange Act of 1934 or for any other purpose, and each reporting person disclaims the existence of any such group. In addition, each of the Filing Persons and Subsidiaries disclaims any beneficial ownership of the securities covered by this report in excess of their actual pecuniary interest therein. This Statement shall not be construed as an admission by the Filing Persons or Subsidiaries that they are the beneficial owners of any of the Ordinary Shares covered by this Statement, and each of Filing Persons and Subsidiaries disclaims beneficial ownership of any such Ordinary Shares.

As of February 2, 2018, the securities reported herein were held as follows:

	Ordinary Shares	Percentage of total Ordinary Shares outstanding
Excellence "nostro" accounts	--	--
Excellence pension and provident funds	--	--
Excellence trust funds	--	--
Excellence ETF's	--	--
The Phoenix "nostro" accounts	167,142	0.93
The Phoenix pension and provident funds	--	--
Linked insurance policies of Phoenix	--	--
Linked insurance policies of Phoenix - Partnership for Israeli shares (1)	--	--
Linked insurance policies of Phoenix - Partnership for investing in the TA 125 (1)	--	--
Partnership for international shares (1)	842,362	4.68

(1) All ownership rights in this partnership belong to companies that are part of Phoenix Group. The amount of ownership rights held by such companies in the partnership changes frequently according to a mechanism provided in the partnership agreement.

(b) Percent of class:

See row 11 of cover page of each reporting person

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See row 5 of cover page of each reporting person

(ii) Shared power to vote or to direct the vote:

See row 6 of cover page of each reporting person and note in Item 4(a) above

(iii) Sole power to dispose or to direct the disposition of:

See row 7 of cover page of each reporting person

(iv) Shared power to dispose or to direct the disposition of:

See row 8 of cover page of each reporting person and note in Item 4(a) above

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

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another:

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:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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 11, 2018

Itshak Sharon (Tshuva)

/s/ Itshak Sharon (Tshuva)
By: Itshak Sharon (Tshuva)

Delek Group Ltd.

/s/ Leora Pratt Levin
By: Leora Pratt Levin*
Title: V.P. Legal Affairs

/s/ Gabi Last
By: Gabi Last*
Title: Chairman

The Phoenix Holding Ltd.

/s/ Eli Schwartz
By: Eli Schwartz**
Title: Chief Financial Officer

/s/ Menachem Neeman
By: Menachem Neeman**
Title: Legal Counsel and Company Secretary

* Signature duly authorized by resolution of the Board of Directors, notice of which is attached as Exhibit 2 to this Schedule 13G.

** Signature duly authorized by resolution of the Board of Directors, notice of which is attached as Exhibit 3 to this Schedule 13G.

EXHIBIT NO. DESCRIPTION

Exhibit 1 Agreement of Joint Filing by and among the Reporting Persons, dated as of February 11, 2018.

Exhibit 2 Notice of resolution of the Board of Directors of Delek Group Ltd., dated as of November 25, 2009.

Exhibit 3 Notice of resolution of the Board of Directors of the Phoenix Holding Ltd., dated as of May 25, 2017.

JOINT FILING AGREEMENT

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, 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 of Sol-Gel Technologies Ltd. Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate. In accordance with Rule 13d-1(k)(1), the undersigned hereby agree to the joint filing with each other on behalf of each of them of such a statement on Schedule 13G and any amendments thereto with respect to the equity securities (as defined in Rule 13d-1(i)) of the issuer, beneficially owned by each of them. This Joint Filing Agreement shall be included as an exhibit to such Schedule 13G and any amendments thereto.

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

February 11, 2018

Itshak Sharon (Tshuva)

/s/ Itshak Sharon (Tshuva)
By: Itshak Sharon (Tshuva)

Delek Group Ltd.

/s/ Leora Pratt Levin
By: Leora Pratt Levin*
Title: V.P. Legal Affairs

/s/ Gabi Last
By: Gabi Last*
Title: Chairman

The Phoenix Holding Ltd.

/s/ Eli Schwartz
By: Eli Schwartz**
Title: Chief Financial Officer

/s/ Menachem Neeman
By: Menachem Neeman**
Title: Legal Counsel and Company Secretary

* Signature duly authorized by resolution of the Board of Directors, notice of which is attached as Exhibit 2 to this Schedule 13G.

** Signature duly authorized by resolution of the Board of Directors, notice of which is attached as Exhibit 3 to this Schedule 13G.

Delek Group Ltd

25/11/2009

Re: **Delek Group Ltd (hereinafter: "The Company")**

I hereby confirm that according to the board of directors' resolution, the company's signature rights, effective these date are as follows:

The joint signatures of any **two** signatories listed below, on and above the company seal or printed name, bind the company for any purpose.

<u>Signatories</u>
Mr. Gabi Last

Mrs. Leora Pratt Levin

/s/ Meital Avital
Meital Avital, Advocate

[Unofficial Translation]

May 25, 2017

Powers of Signature in The Phoenix Holdings Ltd.
(hereinafter: the "Company")

In accordance with a resolution of the Board of Directors, the powers of signature in the Company as of May 25, 2017 are as follows:

General Rights of Signature

1. The signatures of two directors from Group A shall bind the Company in any matter for an unlimited amount.
2. The signature of the Chairman of the Board of Directors and the General Manager of the Company together, or the signature of one of them with the addition of a director from Group B, shall bind the Company in any matter for an unlimited amount.
3. The signature of one of the directors from Group A together with the signature of one of the directors from Group B shall bind the Company in any matter up to a sum of NIS 50,000,000.
4. The signatures of two directors from Group B shall commit the Company's accounts in any matter up to a sum of NIS 25,000,000.
5. ***
6. ***

Delegation and Revocation of Powers

7. ***
8. ***
9. ***

Group A	Group B	Group C
***	***	***
***	***	***
***		***
***		***
Eli Schwartz - Chief Financial Officer		***
Menachem Neeman		***

I hereby certify that the aforesaid resolutions of the Board of Directors were duly adopted and are binding on the Company for all intents and purposes.

/s/ Menachem Neeman
 Menachem Neeman, Adv.
 VP, Legal Counsel, Company Secretary