

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

Schedule 13G

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

Itamar Medical LTD
(Name of Issuer)

American Depositary Shares*
(Title of Class of Securities)

465437 10 1**
(CUSIP Number)

February 26, 2019
(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)

* American Depositary Shares each representing 30 Ordinary Shares, par value of NIS 0.01 per share, of the Issuer.

** This CUSIP number applies to the American Depositary Receipts, which evidence the American Depositary Shares.

1.	Name of reporting persons: MS PACE LP	
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.	Citizenship or place of organization: State of Delaware	
Number of shares beneficially owned by each reporting person with:	5.	Sole voting power: 37,737,400*
	6.	Shared voting power: -0-
	7.	Sole dispositive power: 37,737,400*
	8.	Shared dispositive power: -0-
9.	Aggregate amount beneficially owned by each reporting person: 37,737,400* (see Item 4)	
10.	Check if the aggregate amount in Row (9) excludes certain shares <input type="checkbox"/>	
11.	Percent of class represented by amount in Row 9: 13.1% (see item 4)	
12.	Type of reporting person: IV	

* American Depositary Shares each representing 30 Ordinary Shares, par value of NIS 0.01 per share, of the Issuer.

1.	Name of reporting persons: MS PACE MANAGEMENT, LLC	
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.	Citizenship or place of organization: State of Delaware	
Number of shares beneficially owned by each reporting person with:	5.	Sole voting power: 0
	6.	Shared voting power: 37,737,400*
	7.	Sole dispositive power: 0
	8.	Shared dispositive power: 37,737,400*
9.	Aggregate amount beneficially owned by each reporting person: 37,737,400* (see Item 4)	
10.	Check if the aggregate amount in Row (9) excludes certain shares <input type="checkbox"/>	
11.	Percent of class represented by amount in Row 9: 13.1% (see item 4)	
12.	Type of reporting person: IV	

* American Depositary Shares each representing 30 Ordinary Shares, par value of NIS 0.01 per share, of the Issuer.

1.	Name of reporting persons: SIGHTLINE MS GP, LLC	
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.	Citizenship or place of organization: State of Delaware	
Number of shares beneficially owned by each reporting person with:	5.	Sole voting power: 0
	6.	Shared voting power: 37,737,400*
	7.	Sole dispositive power: 0
	8.	Shared dispositive power: 37,737,400*
9.	Aggregate amount beneficially owned by each reporting person: 37,737,400* (see Item 4)	
10.	Check if the aggregate amount in Row (9) excludes certain shares <input type="checkbox"/>	
11.	Percent of class represented by amount in Row 9: 13.1% (see item 4)	
12.	Type of reporting person: IV	

* American Depositary Shares each representing 30 Ordinary Shares, par value of NIS 0.01 per share, of the Issuer.

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Item 1(a). Name of issuer:

Itamar Medical Ltd.

Item 1(b). Address of issuer's principal executive offices:

9 Halamish Street
Caesarea 3088900, Israel

Item 2(a). Names of person filing:

MS PACE LP

Item 2(b). Address of principal business office:

8500 Normandale Lake Blvd, Suite 1070
Bloomington, MN 55437

Item 2(c). Citizenship:

Citizenship is set forth in Row 4 of the cover page for the Reporting Person and is incorporated herein by reference.

Item 2(d). Title of class of securities:

American Depositary Shares. Each American Depositary Share representing 30 Ordinary Shares, par value of NIS 0.01 per share, of the Issuer.

Item 2(e). CUSIP No.:

465437 10

Item 3. If this statement is filed pursuant to Secs. 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable

Item 4. Ownership

- (a) Amount beneficially owned: 37,737,400*
- (b) Percent of class: 13.1% (see below)
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 37,737,400*
 - (ii) Shared power to vote or to direct the vote: 37,737,400*
MS Pace Management, LLC
Sightline MS GP, LLC
 - (iii) Sole power to dispose or to direct the disposition of: 37,737,400*
 - (iv) Shared power to dispose or to direct the disposition of: 37,737,400*
MS Pace Management, LLC
Sightline MS GP, LLC

As of February 26, 2019, the date of the Issuer's initial public offering, MS Pace LP ("**MSP**"), a Delaware limited partnership, and its controlling corporation, MS Pace Management, LLC, a Delaware limited liability company ("**MSP Management**") and Sightline MS GP, LLC, a Delaware limited liability company ("**Sightline**," and together with MSP and MSP Management, the "Reporting Persons"), beneficially owned 41,154,813 shares, which included 847,400 shares issuable upon exercise of Warrants (Series 4)) shares of common stock of the Issuer, or 13.7% of the total outstanding common stock as of such date. Currently, the Reporting Persons beneficially own 37,737,400 shares of common stock of the issuer, or 13.1% of the total outstanding common Stock of the Issuer.

MSP Management as General Partner of MSP and its General Partner, Sightline, may be deemed to have the shared power to direct the disposition and vote of, and therefore to own the shares held by the Reporting Persons. Each of MSP Management and Sightline disclaim beneficial ownership of these securities, and this report shall not be deemed an admission that either MSP Management or Sightline is the beneficial owner of the securities for purposes of Section 13 or any other purpose.

Item 5. Ownership of 5 percent or Less of a Class:

Not Applicable.

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Item 6. Ownership of More than 5 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.

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Item 9. Notice of Dissolution of Group:
Not Applicable.

Item 10. Certifications

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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.

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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: July 24, 2019

SIGHTLINE MS GP, LLCBy: /s/ Buzz Benson

Name: Name: Buzz Benson

Title: Manager

MS PACE MANAGEMENT, LLCBy: /s/ Buzz Benson

Name: Buzz Benson

Title: Manager

MS PACE LPBy: /s/ Buzz Benson

Name: Buzz Benson

Title: Manager

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
A	Joint Filing Agreement

EX-99.A 2 d781361dex99a.htm EX-99.A

EXHIBIT A**JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing on behalf of each of them of a Schedule 13G (including amendments thereto) relating to the beneficial ownership of common stock of Itamar Medical LTD, and further agree that this Joint Filing Agreement be included as an exhibit to such joint filing. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: July 24, 2019

SIGHTLINE MS GP, LLCBy: /s/ Buzz Benson

Name: Buzz Benson

Title: Manager

Dated: July 24, 2019

MS PACE MANAGEMENT, LLCBy: /s/ Buzz Benson

Name: Buzz Benson

Title: Manager

Dated: July 24, 2019

MS PACE LPBy: /s/ Buzz Benson

Name: Buzz Benson

Title: Manager