# SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

# **SCHEDULE 13G**

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2 (Amendment No. 1)\*

# WalkMe Ltd.

(Name of Issuer)

Ordinary Shares, no par value (Title of Class of Securities)

M97628107

(CUSIP Number)

December 31, 2022 (Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

 $\Box$  Rule 13d-1(b)

 $\Box$  Rule 13d-1(c)

 $\boxtimes$  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 disclosures provided in a prior cover page.

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).

1	NAMES OF REPORTING PERSONS					
	Gemini Israel V Limited Partnership					
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):					
	00-0000000					
2			PPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)			
	(a) 🗆 (t	) 🗵	3 (1)			
	SEC USE O		7			
3	SEC USE O	NLY				
4	CITIZENSU	TD C	OR PLACE OF ORGANIZATION			
4	CHIZENSH	IP C	JR PLACE OF ORDANIZATION			
	Israel					
	131401	5	SOLE VOTING POWER			
		5				
NT	UMBER OF		0			
	SHARES	6	SHARED VOTING POWER			
	NEFICIALLY	,				
	WNED BY		7,652,748			
	EACH	7	SOLE DISPOSITIVE POWER			
	EPORTING					
	PERSON		0			
	WITH	8	SHARED DISPOSITIVE POWER			
			7,652,748			
9	9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
10	7,652,748					
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9					
11	TERCENT OF CLASS RELRESENTED DT ANIOUNT IN ROW 7					
	9.1% (2)					
12						
	PN					
<b>ب</b>						

- (1) This Schedule 13G is filed on behalf of Gemini Israel V Limited Partnership ("Gemini V"), Gemini Capital Associates V LP ("Gemini Associates LP"), Gemini Capital Associates V GP, Ltd. ("Gemini Associates GP"), Gemini Partners Investors V L.P. ("Gemini Partners"), Gemini Israel Funds IV Ltd. ("Gemini Israel"), Menashe Ezra ("Ezra") and Yossi Sela ("Sela") (collectively, the "Reporting Persons"). Gemini Associates GP is the general partner of Gemini Associates LP, which is the general partner of Gemini Israel is the general partner of Gemini Associates GP and Gemini Partners and may be deemed to beneficially own the ordinary shares of the issuer held by Gemini Partners. Ezra and Sela are the managing partners of Gemini Associates GP and Gemini Israel, and each of Ezra and Sela may therefore be deemed to beneficially own the ordinary shares of the issuer held by Gemini Partners. Ezra and Sela hereby disclaims beneficial ownership of the ordinary shares of the issuer held by Gemini Partners except to the extent of its or his pecuniary interest therein. The Reporting Persons may be deed to a be a "group" for purposes of Section 13 of the Securities and Exchange Act of 1934 and hereby expressly disclaim status as a "group" for purposes of this Schedule 13G.
- (2) Based on 83,754,006 of the Issuer's ordinary shares outstanding as of December 31, 2021, as reported in the Issuer's Annual Report on Form 20-F for the annual period ended December 31, 2021, filed with the Securities and Exchange Commission on March 24, 2022.

CUSIP NO.	M97628107
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1       NAMES OF REPORTING PERSONS Gemini Capital Associates V L.P.         1.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY): 00-000000         2       CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)						
00-0000000         2       CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) <ul> <li>(a) □</li> <li>(b) 図</li> <li>(1)</li> </ul> 3         SEC USE ONLY           4         CITIZENSHIP OR PLACE OF ORGANIZATION <ul> <li>Israel</li> <li>SOLE VOTING POWER</li> <li>0</li> <li>SHARES</li> <li>BENEFICIALLY             <ul> <li>OWNED BY</li> <li>ZOLE DISPOSITIVE POWER</li> <li>SOLE DISPOSITIVE POWER</li> <li>0</li> <li>SHARED DISPOSITIVE POWER</li> <li>7,652,748</li> </ul> </li> <li>9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         <ul> <li>7,652,748</li> <li>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</li> <li>□</li> </ul> </li> <li>10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</li> <li>□</li> <li>11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9</li> </ul>						
(a)       (b)       (c)         3       SEC USE ONLY         4       CITIZENSHIP OR PLACE OF ORGANIZATION         Israel       5       SOLE VOTING POWER         0       0         SHARES       6       SHARED VOTING POWER         0       6       SHARED VOTING POWER         0       7,652,748       7         0       0       0         WITH       8       SHARED DISPOSITIVE POWER         7,652,748       0       0         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         7,652,748       7         10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9						
4       CITIZENSHIP OR PLACE OF ORGANIZATION         Israel       5       SOLE VOTING POWER         0       0         SHARES       6       SHARED VOTING POWER         BENEFICIALLY       7,652,748         OWNED BY       7,652,748         PERSON       0         WITH       8         SHARED DISPOSITIVE POWER         7,652,748         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         7,652,748         10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)         □         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)					
Israel       5       SOLE VOTING POWER         NUMBER OF       6       SHARES         BENEFICIALLY       6       SHARED VOTING POWER         OWNED BY       7,652,748       7         PERSON       0       0         WITH       8       SHARED DISPOSITIVE POWER         7       SOLE DISPOSITIVE POWER       0         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON       7,652,748         10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)         □       11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9						
NUMBER OF SHARES       5       SOLE VOTING POWER         0       0         SHARES       6       SHARED VOTING POWER         BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH       7       SOLE DISPOSITIVE POWER         0       8       SHARED DISPOSITIVE POWER         7,652,748       0         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         7,652,748       7         10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)         □       11         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	OR PLACE OF ORGANIZATION					
NUMBER OF       0         SHARES       6       SHARED VOTING POWER         BENEFICIALLY       7,652,748       7         OWNED BY       7,652,748       0         REPORTING       0       0         WITH       8       SHARED DISPOSITIVE POWER         REPORTING       0       0         WITH       8       SHARED DISPOSITIVE POWER         7,652,748       0       0         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         7,652,748       7,652,748         10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)         □						
NUMBER OF       6       SHARED         SHARES       6       SHARED VOTING POWER         BENEFICIALLY       7,652,748       7         OWNED BY       7,652,748       0         REPORTING       0       0         WITH       8       SHARED DISPOSITIVE POWER         7,652,748       0       7,652,748         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         7,652,748       7         10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)         □       11         PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	SOLE VOTING POWER					
NUMBER OF       6       SHARED VOTING POWER         SHARES       6       SHARED VOTING POWER         BENEFICIALLY       7,652,748       SOLE DISPOSITIVE POWER         REPORTING       0       0         WITH       8       SHARED DISPOSITIVE POWER         7,652,748       0       7,652,748         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         7,652,748       7         10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)         □       11         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9						
BENEFICIALLY OWNED BY       7,652,748         EACH REPORTING PERSON       7         SOLE DISPOSITIVE POWER         0         WITH         8       SHARED DISPOSITIVE POWER         7,652,748         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         7,652,748         10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)         □         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	-					
OWNED BY       7,652,748         EACH       7       SOLE DISPOSITIVE POWER         REPORTING       0         PERSON       0         WITH       8       SHARED DISPOSITIVE POWER         7,652,748       7,652,748         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         7,652,748       7,652,748         10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)         □						
REPORTING PERSON WITH       0         8       SHARED DISPOSITIVE POWER         7,652,748       7,652,748         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         7,652,748       7,652,748         10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)         □       11         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9						
PERSON WITH       0         8       SHARED DISPOSITIVE POWER         7,652,748       7,652,748         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         7,652,748       7,652,748         10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)         □       11         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	SOLE DISPOSITIVE POWER					
WITH       8       SHARED DISPOSITIVE POWER         7,652,748       7,652,748         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         7,652,748         10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)         □         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	0					
<ul> <li>9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</li> <li>7,652,748</li> <li>10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</li> <li>□</li> <li>11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9</li> </ul>	-					
7,652,748         10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)         □         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	7,652,748					
10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)         □         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	MOUNT BENEFICIALLY OWNED BY EACH REP	)N				
10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)         □         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9						
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	F THE AGGREGATE AMOUNT IN ROW (9) EXCLU	SHARES (SEE INSTRUCTIONS)				
0.1% (2)						
12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	RTING PERSON (SEE INSTRUCTIONS)					
PN						

- (1) This Schedule 13G is filed on behalf of Gemini Israel V Limited Partnership ("Gemini V"), Gemini Capital Associates V LP ("Gemini Associates LP"), Gemini Capital Associates V GP, Ltd. ("Gemini Associates GP"), Gemini Partners Investors V L.P. ("Gemini Partners"), Gemini Israel Funds IV Ltd. ("Gemini Israel"), Menashe Ezra ("Ezra") and Yossi Sela ("Sela") (collectively, the "Reporting Persons"). Gemini Associates GP is the general partner of Gemini Associates LP, which is the general partner of Gemini Israel is the general partner of Gemini Partners and may be deemed to beneficially own the ordinary shares of the issuer held by Gemini Partners. Ezra and Sela are the managing partners of Gemini Associates GP and Gemini Israel, and each of Ezra and Sela may therefore be deemed to beneficially own the ordinary shares of the issuer held by Gemini Partners. Ezra and Sela hereby disclaims beneficial ownership of the ordinary shares of the issuer held by Gemini Partners except to the extent of its or his pecuniary interest therein. The Reporting Persons may be deed to a be a "group" for purposes of Section 13 of the Securities and Exchange Act of 1934 and hereby expressly disclaim status as a "group" for purposes of this Schedule 13G.
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CUSIP NO.	M97628107
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1	1 NAMES OF REPORTING PERSONS Gemini Capital Associates V GP Ltd.					
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY): 00-0000000					
2			PPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) ☑ (1)			
3	SEC USE O	NLY	·			
4	CITIZENSE	IIP C	OR PLACE OF ORGANIZATION			
	Israel					
		5	SOLE VOTING POWER			
N	UMBER OF		0			
	SHARES NEFICIALLY	6	SHARED VOTING POWER			
0	WNED BY EACH	7	7,652,748 SOLE DISPOSITIVE POWER			
	EPORTING	/				
	PERSON WITH	8	0 SHARED DISPOSITIVE POWER			
9	AGGREGA	ΓΕ Α	7,652,748 MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	7,652,748					
10		X IF	F THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9					
	9.1% (2)					
12	2 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)					
	00					

- (1) This Schedule 13G is filed on behalf of Gemini Israel V Limited Partnership ("Gemini V"), Gemini Capital Associates V LP ("Gemini Associates LP"), Gemini Capital Associates V GP, Ltd. ("Gemini Associates GP"), Gemini Partners Investors V L.P. ("Gemini Partners"), Gemini Israel Funds IV Ltd. ("Gemini Israel"), Menashe Ezra ("Ezra") and Yossi Sela ("Sela") (collectively, the "Reporting Persons"). Gemini Associates GP is the general partner of Gemini Associates LP, which is the general partner of Gemini Israel is the general partner of Gemini Associates GP and Gemini Partners and may be deemed to beneficially own the ordinary shares of the issuer held by Gemini Partners. Ezra and Sela are the managing partners of Gemini Associates GP and Gemini Israel, and each of Ezra and Sela may therefore be deemed to beneficially own the ordinary shares of the issuer held by Gemini Partners. Ezra and Sela hereby disclaims beneficial ownership of the ordinary shares of the issuer held by Gemini Partners except to the extent of its or his pecuniary interest therein. The Reporting Persons may be deed to a be a "group" for purposes of Section 13 of the Securities and Exchange Act of 1934 and hereby expressly disclaim status as a "group" for purposes of this Schedule 13G.
- (2) Based on 83,754,006 of the Issuer's ordinary shares outstanding as of December 31, 2021, as reported in the Issuer's Annual Report on Form 20-F for the annual period ended December 31, 2021, filed with the Securities and Exchange Commission on March 24, 2022.

				6 6		
1	NAMES OF REPORTING PERSONS Gemini Partners Investors V L.P.					
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY): 20-4456892					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) $\Box$ (b) $\boxtimes$ (1)					
3	SEC USE O	NLY	7			
4	CITIZENSH	IIP C	DR PLACE OF ORGANIZATION			
	Israel					
		5	SOLE VOTING POWER			
N			0			
	UMBER OF SHARES	6	SHARED VOTING POWER			
BE	NEFICIALLY					
O	WNED BY	7	77,300 SOLE DISPOSITIVE POWER			
R	EACH EPORTING	/	SOLE DISPOSITIVE POWER			
	PERSON		0			
	WITH	8	SHARED DISPOSITIVE POWER			
			77,300			
9	AGGREGA	ΓE A	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	77,300					
10		X IF	F THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	)		
11		OF C	CLASS REPRESENTED BY AMOUNT IN ROW 9			
	0.1% (2)					
12		EPO	ORTING PERSON (SEE INSTRUCTIONS)			
	PN					

- (1) This Schedule 13G is filed on behalf of Gemini Israel V Limited Partnership ("Gemini V"), Gemini Capital Associates V LP ("Gemini Associates LP"), Gemini Capital Associates V GP, Ltd. ("Gemini Associates GP"), Gemini Partners Investors V L.P. ("Gemini Partners"), Gemini Israel Funds IV Ltd. ("Gemini Israel"), Menashe Ezra ("Ezra") and Yossi Sela ("Sela") (collectively, the "Reporting Persons"). Gemini Associates GP is the general partner of Gemini Associates LP, which is the general partner of Gemini Associates GP and Gemini Partners and may be deemed to beneficially own the ordinary shares of the issuer held by Gemini Partners. Ezra and Sela are the managing partners of Gemini Associates GP and Gemini Israel, and each of Ezra and Sela may therefore be deemed to beneficially own the ordinary shares of the issuer held by Gemini Partners. Ezra and Sela hereby disclaims beneficial ownership of the ordinary shares of the issuer held by Gemini Partners except to the extent of its or his pecuniary interest therein. The Reporting Persons may be deed to a be a "group" for purposes of Section 13 of the Securities and Exchange Act of 1934 and hereby expressly disclaim status as a "group" for purposes of this Schedule 13G.
- (2) Based on 83,754,006 of the Issuer's ordinary shares outstanding as of December 31, 2021, as reported in the Issuer's Annual Report on Form 20-F for the annual period ended December 31, 2021, filed with the Securities and Exchange Commission on March 24, 2022.

				U		
1	1 NAMES OF REPORTING PERSONS Gemini Israel Funds IV Ltd.					
	Gemini Israel Funds IV Ltd.					
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY): 00-0000000					
2	CHECK TH		PPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)			
	(a) 🗆 (	b) 🗵	图 (1)			
3	SEC USE O	NLY	Ϋ́.			
4	CITIZENSH	IIP C	OR PLACE OF ORGANIZATION			
	Israel					
		5	SOLE VOTING POWER			
N	UMBER OF		0			
	SHARES	6	SHARED VOTING POWER			
	NEFICIALLY WNED BY		77,300			
	EACH	7	SOLE DISPOSITIVE POWER			
	EPORTING PERSON		0			
	WITH	8	SHARED DISPOSITIVE POWER			
			77,300			
9	AGGREGA	ГЕ А	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	77,300					
10	CHECK BO	X IF	F THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9					
	0.1% (2)					
12	TYPE OF R	EPO	DRTING PERSON (SEE INSTRUCTIONS)			
	00					

- (1) This Schedule 13G is filed on behalf of Gemini Israel V Limited Partnership ("Gemini V"), Gemini Capital Associates V LP ("Gemini Associates LP"), Gemini Capital Associates V GP, Ltd. ("Gemini Associates GP"), Gemini Partners Investors V L.P. ("Gemini Partners"), Gemini Israel Funds IV Ltd. ("Gemini Israel"), Menashe Ezra ("Ezra") and Yossi Sela ("Sela") (collectively, the "Reporting Persons"). Gemini Associates GP is the general partner of Gemini Associates LP, which is the general partner of Gemini Israel is the general partner of Gemini Partners and may be deemed to beneficially own the ordinary shares of the issuer held by Gemini Partners. Ezra and Sela are the managing partners of Gemini Associates GP and Gemini Israel, and each of Ezra and Sela may therefore be deemed to beneficially own the ordinary shares of the issuer held by Gemini Partners. Ezra and Sela hereby disclaims beneficial ownership of the ordinary shares of the issuer held by Gemini Partners except to the extent of its or his pecuniary interest therein. The Reporting Persons may be deed to a be a "group" for purposes of Section 13 of the Securities and Exchange Act of 1934 and hereby expressly disclaim status as a "group" for purposes of this Schedule 13G.
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1	1 NAMES OF REPORTING PERSONS Menashe Ezra				
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)         (a) □       (b) ⊠ (1)				
3	SEC USE O	NLY			
4	CITIZENSH	HP OR PLACE OF ORGANIZATION			
	Israel				
		5 SOLE VOTING POWER			
		0			
	UMBER OF SHARES	6 SHARED VOTING POWER			
	NEFICIALLY				
0	WNED BY	7,730,048			
R	EACH EPORTING	7 SOLE DISPOSITIVE POWER			
	PERSON	0			
	WITH	8 SHARED DISPOSITIVE POWER			
		7,730,048			
9	AGGREGAT	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	7,730,048				
10					
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9				
	9.2% (2)				
12		EPORTING PERSON (SEE INSTRUCTIONS)			
	IN				
	11N				

- (1) This Schedule 13G is filed on behalf of Gemini Israel V Limited Partnership ("Gemini V"), Gemini Capital Associates V LP ("Gemini Associates LP"), Gemini Capital Associates V GP, Ltd. ("Gemini Associates GP"), Gemini Partners Investors V L.P. ("Gemini Partners"), Gemini Israel Funds IV Ltd. ("Gemini Israel"), Menashe Ezra ("Ezra") and Yossi Sela ("Sela") (collectively, the "Reporting Persons"). Gemini Associates GP is the general partner of Gemini Associates LP, which is the general partner of Gemini Associates GP and Gemini Partners and may be deemed to beneficially own the ordinary shares of the issuer held by Gemini Partners. Ezra and Sela are the managing partners of Gemini Associates GP and Gemini Israel, and each of Ezra and Sela may therefore be deemed to beneficially own the ordinary shares of the issuer held by Gemini Partners except to the extent of its or his pecuniary interest therein. The Reporting Persons may be deed to a be a "group" for purposes of Section 13 of the Securities and Exchange Act of 1934 and hereby expressly disclaim status as a "group" for purposes of this Schedule 13G.
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1	NAMES OF Yossi Sela	RE	PORTING PERSONS			
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):					
2			PPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (1)			
3	SEC USE ONLY					
4	CITIZENSHIP OR PLACE OF ORGANIZATION					
	Israel					
		5	SOLE VOTING POWER			
N	UMBER OF		0			
	SHARES	6	SHARED VOTING POWER			
	NEFICIALLY		7 720 048			
0	WNED BY EACH	7	7,730,048 SOLE DISPOSITIVE POWER			
	EPORTING					
	PERSON WITH	8	0 SHARED DISPOSITIVE POWER			
		0	SHARED DISPOSITIVE FOWER			
			7,730,048			
9	AGGREGA	ΓΕ Α	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	7,730,048					
10	CHECK BO	X IF	F THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTION	IS)		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9					
	9.2% (3)					
12		EPO	PRTING PERSON (SEE INSTRUCTIONS)			
	IN					

- (1) This Schedule 13G is filed on behalf of Gemini Israel V Limited Partnership ("Gemini V"), Gemini Capital Associates V LP ("Gemini Associates LP"), Gemini Capital Associates V GP, Ltd. ("Gemini Associates GP"), Gemini Partners Investors V L.P. ("Gemini Partners"), Gemini Israel Funds IV Ltd. ("Gemini Israel"), Menashe Ezra ("Ezra") and Yossi Sela ("Sela") (collectively, the "Reporting Persons"). Gemini Associates GP is the general partner of Gemini Associates LP, which is the general partner of Gemini Associates GP and Gemini Partners and may be deemed to beneficially own the ordinary shares of the issuer held by Gemini Partners. Ezra and Sela are the managing partners of Gemini Associates GP and Gemini Israel, and each of Ezra and Sela may therefore be deemed to beneficially own the ordinary shares of the issuer held by Gemini Partners except to the extent of its or his pecuniary interest therein. The Reporting Persons may be deed to a be a "group" for purposes of Section 13 of the Securities and Exchange Act of 1934 and hereby expressly disclaim status as a "group" for purposes of this Schedule 13G.
- (2) Based on 83,754,006 of the Issuer's ordinary shares outstanding as of December 31, 2021, as reported in the Issuer's Annual Report on Form 20-F for the annual period ended December 31, 2021, filed with the Securities and Exchange Commission on March 24, 2022.

CUSIP NO. M97628107		13 G	Page 9 of 12 Pages
Item 1(a)	Name of Issuer:		
	WalkMe Ltd.		
Item 1(b)	Address of Issuer's principal exe	ecutive offices:	
	1 Walter Moses Street Tel Aviv, 6789903, Israel		
Items 2(a)	Name of Reporting Persons filing	g:	
	Each of the following is a reporting	g person ("Reporting Person"):	
	Gemini Israel V Limited Partnersh Gemini Capital Associates V L.P. Gemini Capital Associates V GP L Gemini Partners Investors V L.P. Gemini Israel Funds IV Ltd. Menashe Ezra Yossi Sela		
Item 2(b)	Address or principal business of	fice or, if none, residence:	
	The principal business address of e	each Reporting Person is:	
	c/o Gemini Israel Ventures 1 Abba Eban Avenue Merkazim 2001, Bldg A, 3rd Floor Herzliya Israel	r	
Item 2(c)	Citizenship:		
	Reference is made to the response incorporated herein by reference.	to item 4 on each of pages 2-8 of this Schedule 13G (this "Sch	nedule"), which responses are
Item 2(d)	Title of class of securities:		
	Ordinary Shares		
Item 2(e)	CUSIP No.:		
	M97628107		
Item 3	If this statement is filed pursuan	t to §§ 240.13d-1(b), or 240.13d-2(b) or (c), check whether	the person filings is a:
	Not applicable.		
Item 4	Ownership		
	Reference is hereby made to the re reference herein.	esponses to items 5-9 and 11 of pages 2-8 of this Schedule, w	hich responses are incorporated by

Gemini Capital Associates V LP (Gemini Associates LP) is the general partner of Gemini Israel V Limited Partnership (Gemini V) and Gemini Capital Associates V GP, Ltd. (Gemini Associates GP) is the general partner of Gemini Associates LP. Gemini Israel Funds IV Ltd. (Gemini Israel) is the general partner of Gemini Partners Investors V L.P. (Gemini Partners). Menashe Ezra and Yossi Sela are the managing partners of Gemini Associates GP and Gemini Israel. Each of Gemini Associates LP, Gemini Associates GP, Gemini Israel, Ezra and Sela hereby disclaims beneficial ownership of the ordinary shares held by Gemini V and Gemini Partners except to the extent of its or his pecuniary interest therein.

## 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: $\Box$ Ownership of More than Five Percent on Behalf of Another Person Item 6 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. Certifications Item 10

Not applicable.

#### SIGNATURES

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: February 9, 2023

#### GEMINI ISRAEL V LIMITED PARTNERSHIP

By: GEMINI CAPITAL ASSOCIATES V GP LTD.

Its: General Partner

By: /s/ Yossi Sela Name: Yossi Sela Title: Managing Partner

#### GEMINI CAPITAL ASSOCIATES V L.P.

By: GEMINI CAPITAL ASSOCIATES V GP LTD.

Its: General Partner

By:	/s/ Yossi Sela
Name:	Yossi Sela
Title:	Managing Partner

#### GEMINI CAPITAL ASSOCIATES V GP LTD.

By:/s/ Yossi SelaName:Yossi SelaTitle:Managing Partner

#### GEMINI PARTNERS INVESTORS V L.P.

By: GEMINI ISRAEL FUNDS IV, LTD.

Its: General Partner

By:	/s/ Yossi Sela
Name:	Yossi Sela
Title:	Managing Partner

By: /s/ Menashe Ezra

Name: Menashe Ezra Title: Managing Partner

By:/s/ Menashe EzraName:Menashe EzraTitle:Managing Partner

By: /s/ Menashe Ezra

Name: Menashe Ezra Title: Managing Partner

By: /s/ Menashe Ezra

Name: Menashe Ezra Title: Managing Partner

### GEMINI ISRAEL FUNDS IV LTD.

By: /s/ Yossi Sela Name: Yossi Sela Title: Managing Partner

/s/ Menashe Ezra Menashe Ezra

/s/ Yossi Sela

Yossi Sela

By: /s/ Menashe Ezra

Name:Menashe EzraTitle:Managing Partner