

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 2)*

Scopus Video Networks Ltd.
(Name of Issuer)

Ordinary Shares, Par Value NIS 1.40 Per Share
(Title of class of securities)

M8260H 10 6
(CUSIP number)

Amir Philips
Optibase Ltd.
2 Gav Yam Center
7 Shenkar Street
Herzliya 46120, Israel
+972 (9) 970-9288

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

September 5, 2007
(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 which is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13(d)-1(e), 240.13d-1(f) or 240.13d-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 §240.13d-7 for other parties to whom copies are to be sent.

*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 and 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)
(Page 1 of 5 Pages)

1	NAME OF REPORTING PERSON: Optibase Ltd. I.R.S. IDENTIFICATION NO. OR ABOVE PERSON (ENTITIES ONLY):		
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: WC		
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: 3,725,223	
	8	SHARED VOTING POWER: 0	
	9	SOLE DISPOSITIVE POWER: 3,725,223	
	10	SHARED DISPOSITIVE POWER: 0	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 3,725,223		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: <input type="checkbox"/>		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 27.31%		
14	TYPE OF REPORTING PERSON: CO		

The statement on Schedule 13D filed on January 18, 2007, relating to ordinary shares, par value NIS 1.40 per share (the "Ordinary Shares") of Scopus Video Networks Ltd., a company organized under the laws of the State of Israel (the "Issuer"), as amended by Amendment No. 1 filed by the Reporting Person with the Securities and Exchange Commission (the "Commission") on May 31, 2007 and by the Tender Offer Statement on Schedule TO ("Schedule TO") filed by the Reporting Person with the Commission on July 6, 2007, as amended (the statement on Schedule 13D, as amended, is referred to herein as "Schedule 13D"), is hereby further amended as set forth below by this Amendment No. 2 in connection, among other things, with changes in the Reporting Person's ownership of the Ordinary Shares as a result of the purchase of 690,000 Ordinary Shares by the Reporting Person pursuant to its Offer to Purchase set forth in the Schedule TO (the "Tender Offer").

Capitalized terms used herein and not otherwise defined herein shall have the respective meanings assigned to such terms in Schedule 13D.

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

Item 3 of Schedule 13D is hereby amended by adding the following paragraph:

The aggregate amount of funds used by Optibase in acquiring the 690,000 Ordinary Shares pursuant to the Tender Offer was \$3,967,500 (\$5.75 per share). The source of the funds used to purchase such shares is the working capital of Optibase.

Item 4. Purpose of Transaction.

Item 4 of Schedule 13D is hereby amended by adding the following paragraph:

On September 5, 2007, the Reporting Person issued a letter to the Issuer pursuant to Section 66(b) of the Israeli Companies Law of 1999. A copy of the letter is filed as Exhibit 99.2 to this Amendment No. 2.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is amended and restated as follows:

(a) Optibase is the direct beneficial owner of 3,725,223 Ordinary Shares or approximately 27.31% of the outstanding Ordinary Shares of the Issuer (based on information provided by the Issuer, there were 13,642,253 Ordinary Shares outstanding as of August 27, 2007). Other than as described above, to the best knowledge of the Reporting Person, none of the persons set forth on Annex A beneficially owns any securities of the Issuer.

(b) Optibase has sole voting and dispositive power with respect 3,725,223 Ordinary Shares beneficially owned by it.

(c) Other than the purchase of 690,000 Ordinary Shares pursuant to the Tender Offer, the Reporting Person hasn't affected any transaction in the Ordinary Shares during the past 60 days.

(d) Not applicable.

(e) Not applicable.

Item 7. Material to be Filed as Exhibits.

Item 7 of the Schedule 13D is amended and restated as follows:

<u>Exhibit Number</u>	<u>Description</u>
99.1	Letter dated May 31, 2007 from the Reporting Person to the Issuer*
99.2	Letter dated September 5, 2007 from the Reporting Person to the Issuer

* Previously filed with Amendment No. 1.

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.

OPTIBASE LTD.

By: */s/ Amir Philips*

Amir Philips
Chief Financial Officer

September 6, 2007

ANNEX A

Controlling Persons, Executive Officers and Directors of Optibase Ltd.

Set forth below is the name, the present principal occupation or employment and citizenship of the controlling person and each director and executive officer of Optibase Ltd. ("Optibase"). Unless otherwise indicated, each person identified below is employed by Optibase. The principal address of Optibase, and unless otherwise indicated below, the current business address for each individual listed below, is 2 Gav Yam Center, 7 Shenkar Street, Herzliya 46120, Israel.

Name and Position with Optibase	Present Principal Occupation or Employment	Citizenship
Tom Wyler President, Chief Executive Officer and Executive Chairman of the Board of Directors Controlling person	President, Chief Executive Officer and Executive Chairman of the Board of Directors of Optibase	Switzerland
Amir Phillips Chief Financial Officer	Chief Financial Officer of Optibase	Israel
David Sackstein Vice President Research and Development	Vice President Research and Development of Optibase	Israel
Adam Schadle President of Optibase Inc. and Vice President of Sales North and South America	President of Optibase Inc. and Vice President of Sales North and South America of Optibase	USA
Yaron Comarov Vice President of Operations	Vice President of Operations of Optibase	Israel
Orna Gil-Bar Vice President of Human Resources	Vice President of Human Resources of Optibase	Israel
Meir Sudry Vice President of Professional Services and Projects	Vice President of Professional Services and Projects of Optibase	Israel
Udi Shani Executive Vice President of International Sales	Executive Vice President of International Sales of Optibase	Israel
Yossi Aloni Vice President of Marketing	Vice President of Marketing of Optibase	Israel
Dana Tamir Director	Chief Operations Officer of Comverse MMS, 29 Habarzel St., Tel Aviv 69710, Israel	Israel
Chaim Labenski Director	Private investor	Israel
Alex Hilman Director	Partner in Hilman & Co., 126 Igal Alon St., Tel Aviv 67443, Israel	Israel
Gil Weiser Director	Director of Fundtech Ltd., ClickSoftware Technologies Ltd. and Chief Executive Officer of Orsus Solutions Israel Ltd., 3 Haplada St., Or Yehuda 60218, Israel	Israel

**Optibase Ltd.
2 Gav Yam Center
7 Shenkar Street
Herzliya 46120, Israel**

September 5, 2007

BY EMAIL, FACSIMILE (03-900788) AND REGISTERED MAIL

Mr. David Mahlab, Chairman of the Board
Scopus Video Networks Ltd.
10 Ha'amal St., Park Afek
Rosh Ha'ayin 48092, Israel

Dear Mr. Mahlab:

Pursuant to Section 66(b) of the Companies Law of 1999 (the "Law"), Optibase Ltd. ("Optibase") hereby requests that the proposal attached hereto as Appendix A (the "Proposal") shall be included in the proxy statement of Scopus Video Networks Ltd. ("Scopus") for its next annual general meeting. As of the date of this letter, Optibase is a holder of record of ordinary shares of Scopus entitled to vote at the next annual general meeting and intends to appear in person or by proxy at such meeting and there are no arrangements or understandings between Optibase and any other person in connection with the Proposal. All information required under the Law to be provided is so provided herein.

We believe that the ability to elect directors is the single most important use of the shareholder franchise. Accordingly, directors should be accountable to shareholders on an annual basis. The election of directors by classes, for three-year terms, in our opinion, minimizes accountability and precludes the full exercise of the rights of shareholders to approve or disapprove annually the performance of a director or directors. We believe that Scopus' financial performance is linked to its corporate governance policies and procedures, and the level of management accountability they impose.

Sincerely,

OPTIBASE LTD.

By: /s/ Amir Philips
Name: Amir Philips
Title: Chief Financial Officer

Appendix A

"RESOLVED, to amend Article 1 of the Articles of Association of Scopus to delete the definition "Supermajority Vote"; further

RESOLVED, to amend Articles 46 to 52 of the Articles of Association of Scopus to read as follows:

46. The number of directors in the Company shall be not less than three (3) nor more than seven (7) including the External Directors, unless the general meeting otherwise resolves.

47. The directors shall be elected at each Annual Meeting by a Simple Majority and shall hold office until the end of the next Annual Meeting and so long as an Annual Meeting is not convened, unless their office is vacated prior thereto in accordance with the provisions of these Articles and the Law. This Article shall not apply to the election and tenure of External Directors, in respect of whom the provisions of the Law shall apply.

48. Should a director cease serving (the "**Retiring Director**"), the remaining directors may continue to act, provided that their number shall be not less than the minimal number mentioned under Article 46 above. In the event the number of directors is less than the minimal number, the directors can act to appoint directors in place of the Retiring Director(s) so the number of directors in office shall be equal to the minimal number mentioned under Article 46 above or alternatively can act to call a Special Meeting to elect directors. The appointment of a director by the Board shall be in effect until the Next Annual Meeting or until he or she shall cease serving in office pursuant to the provisions of these Articles. The Board may not fill a vacancy created by the failure of a general meeting to elect the number of new directors that were scheduled to be elected at such meeting.

49. The term of office of a director shall commence on the date of such director's appointment by the general meeting or by the Board or on a later date, should such date be determined in the resolution of appointment of the general meeting or of the board.

50-52. Reserved."