

NOVA MEASURING INSTRUMENTS LTD  
Form 20-F/A  
April 09, 2008

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UNITED STATES  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 20-F/A**

(Amendment No. 1)

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) or (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2007

OR

TRANSITION REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number 000-30668

**NOVA MEASURING INSTRUMENTS LTD.**

(Exact name of Registrant as specified in its charter)

**Nova Measuring Instruments Ltd.**  
(Translation of Registrant's name into English)

**Israel**  
(Jurisdiction of incorporation or organization)

**Weizmann Science Park, Einstein St., Building 22, 2nd Floor, Ness-Ziona, Israel**  
(Address of principal executive offices)

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**Dror David, +972-8-9387572, +972-8-9407776, P.O.B 266, Rehovot 76100, Israel**  
(Name, Telephone, E-mail and/or Facsimile number and Address of the Registrant's Contact Person)

**Securities registered or to be registered pursuant to Section 12(b) of the Act.**

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
Ordinary Shares, nominal value NIS 0.01 per share	The Nasdaq Global Market

**Securities registered or to be registered pursuant to Section 12(g) of the Act:**

None

**Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:**

None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report: 19,369,418 Ordinary Shares, NIS 0.01 nominal (par) value per share, as of December 31, 2007, of which 2,229 Ordinary Shares held by the Registrant which have no voting or equity rights.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes  No

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP

International Financing Reporting Standards as issued by the International Accounting Standards Board

Other

If  Other has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow:

Other

Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

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**EXPLANATORY NOTE**

This Amendment No. 1 on Form 20-F/A (the Amendment) to our annual report on Form 20-F for the fiscal year ended December 31, 2007, as filed with the Securities and Exchange Commission (the Commission) on March 28, 2008 (the Form 20-F), is being filed solely for the purpose of furnishing a revised consent of Brightman Almagor & Co. as Exhibit 15.1 that includes a reference to our registration statement on Form F-3 filed with the Commission on May 11, 2007, which was inadvertently omitted from the consent filed with the Form 20-F.

Therefore, this Amendment consists of a cover page, this explanatory note, a revised list of exhibits (Item 19 of Part III), a signature page and the revised Exhibit 15.

This Amendment speaks as of the date of the initial filing of the Form 20-F. Other than as described above, this Amendment does not, and does not purport to, amend, update or restate any other information or disclosure included in the Form 20-F and does not, and does not purport to, reflect any events that have occurred after the date of the initial filing of the Form 20-F. As a result, our Annual Report on Form 20-F for the fiscal year ended December 31, 2007, as amended by this Amendment, continues to speak as of the initial filing date of the Form 20-F.

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**PART III**

**Item 19. EXHIBITS.**

See Exhibit Index.

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**SIGNATURES**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and has duly caused and authorized the undersigned to sign this Amendment No. 1 to the annual report on its behalf.

**NOVA MEASURING INSTRUMENTS LTD.**

By: */s/ Gabi Seligsohn*

Gabi Seligsohn  
President and Chief Executive Officer

Date: April 9, 2008

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**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Description</u>
1.1	Articles of Association, as amended (incorporated by reference to Exhibit 1.1 to the Company's Annual Report on Form 20-F filed on May 11, 2007).

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- 4.1 1997 Stock Option Plan (Plan 2) (incorporated by reference to Exhibit 10.1 to the Company's Registration Statement on Form F-1 (File No. 333-11640)).
- 4.2 Option Plan 3 (incorporated by reference to Exhibit 10.2 to the Company's Registration Statement on Form F-1 (File No. 333-11640)).
- 4.3 Option Plan 4A and 4B (incorporated by reference to Exhibit 10.3 to the Company's Registration Statement on Form F-1 (File No. 333-11640)).
- 4.4 Option Plan 5 (incorporated by reference to Exhibit 4.4 to the Company's Annual Report for 20-F for 2002 filed May 9, 2002).
- 4.5 Option Plan 6 (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-8 filed December 24, 2002 (File No. 333-102193)).
- 4.6 Employment Agreement between Nova and Giora Dishon (incorporated by reference to Appendix A to Exhibit 99.1 to the Company's Report on Form 6-K filed October 26, 2006).
- 4.7 Employment Agreement between Nova and Moshe Finarov (incorporated by reference to Appendix A to Exhibit 99.1 to the Company's Report on Form 6-K filed October 26, 2006).
- 4.8 Agreements between Nova and the Office of the Chief Scientist in Israel (incorporated by reference to Exhibit 10.10 to the Company's Registration Statement on Form F-1 (File No. 333-11640)).
- 4.9 Certificate of Approval from the Investment Center in Israel (incorporated by reference to exhibit 10.11 to the Company's Registration Statement on Form F-1 (File No. 333-11640)).
- 4.10\* Summary of Lease Agreements between Nova and Ef-Shar Ltd.
- 4.11 Employee Stock Purchase Plan 1 (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-8 filed on March 24, 2003 (File No. 33-103981)).
- 4.12 Letter of Indemnification and Exculpation for certain directors, officers and/or employees (incorporated by reference to Appendix C to the Company's Report on Form 6-K filed on July 7, 2006).
- 4.13 Option Plan 7A (incorporated by reference to Exhibit 4.1. to the Company's Registration Statement on Form S-8 filed on May 17, 2004 (File No. 333-115554)).
- 4.14 Option Plan 7B (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-8 filed on March 7, 2005 (File No. 333-123158)).
- 4.15 Amended and Restated Asset Purchase Agreement dated as of August 8, 2006 by and among the Company, HyperNex, Inc. and the Stockholders listed on Schedule 4(a) therein (incorporated by reference to Exhibit 4.16 to the Company's Annual Report on Form 20-F filed on May 11, 2007).
- 4.16 Option Plan 7C (incorporated by reference to Exhibit 4.20 of the Company's Annual Report on Form 20-F filed on June 29, 2006).
- 4.17 Option Plan 8 (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-8 filed on December 29, 2005 (File No. 333-130745)).
- 4.18 Share Purchase Agreement, dated as of February 28, 2007, by and between the Company and the investors identified on the signature pages thereto, including the form of warrant (incorporated by reference to Exhibit 4.19 to the Company's Annual Report on Form 20-F filed on May 11, 2007).
- 4.19 2007 Incentive Plan (incorporated by reference to Exhibit 99.1 to the Company's Registration Statement on Form S-8 filed on November 5, 2007 (File No. 333-147140)).
- 8.1 List of Subsidiaries (incorporated by reference to Exhibit 8 of the Company's Annual Report on Form 20-F filed on June 29, 2006).
- 12.1\* Certification required by Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended.
- 12.2\* Certification required by Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended.
- 13.1\* Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 13.2\* Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 15.1\*\* Consent of Brightman Almagor & Co.

\* Previously filed with the original Form 20-F, filed with the Commission on March 28, 2008

\*\* Filed herewith.