

FORMULA SYSTEMS (1985) LTD  
Form 6-K  
August 15, 2012

**FORM 6-K**

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**Report of Foreign Private Issuer**

**Pursuant to Rule 13a-16 or 15d-16**

**of the Securities Exchange Act of 1934**

For the Month of August 2012

FORMULA SYSTEMS (1985) LTD.

(Translation of Registrant's Name into English)

5 HaPlada st., Or-Yehuda, Israel

(Address of Principal Executive Offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F

Form 20-F  Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

If "Yes" is marked indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-  
.....

Attached to Registrant's Form 6-K for the month of August 2012 and incorporated by reference herein is the Registrant's immediate report dated August 15, 2012.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to signed on its behalf by the undersigned, thereunto duly authorized.

FORMULA SYSTEMS (1985) LTD.

(Registrant)

By:/s/ Guy Bernstein

Guy Bernstein CEO

dated: August 15, 2012

PRESS RELEASE

Formula Systems Reports Record-breaking Revenues of \$186 Million for the Second Quarter of 2012, with 12% Growth Year-over-Year

Second Quarter Non-GAAP Net Income Increased by 19% Year-Over-Year to Reach \$7.6 Million

**Or Yehuda, Israel, August 15, 2012** – Formula Systems (1985) Ltd. (NASDAQ: FORTY) a leading provider of software consulting services, computer-based business solutions, and proprietary software products, today announced its results for the second quarter of 2012.

Financial Highlights for the Six-Month Period Ended June 30, 2012

Revenues for the six-month period ended June 30, 2012, increased 13% to \$364.4 million compared to \$321.8 million in the same period last year.

Operating income for the six-month period ended June 30, 2012, increased 8% to \$27.8 million compared to \$25.7 million in the same period last year; Non-GAAP operating income for the six-month period ended June 30, 2012, increased 21% to \$35.4 million compared to \$29.2 million in the same period last year.

Net income for the six-month period ended June 30, 2012, increased 29% to \$11.8 million compared to \$9.2 million in the same period last year; Non-GAAP net income for the six-month period ended June 30, 2012, increased 49% to \$18.5 million compared to \$12.4 million in the same period last year

Formula's consolidated cash and short term and long term investments in marketable securities totaled approximately \$126.0 million, as of June 30, 2012.

Total equity on June 30, 2012 was \$448.7 million, representing 54% of the total balance sheet.

Financial Highlights for the Second Quarter Ended June 30, 2012

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Revenues for the second quarter ended June 30, 2012, increased 12% to \$186.1 million compared to \$165.9 million in the same period last year. Revenues for the second quarter of 2012 were negatively affected mainly by the devaluation of the U.S. dollar versus the New Israeli Shekel and the Euro in the amount of approximately \$16.1 million in comparison to the same period last year.

Operating income for the second quarter ended June 30, 2012, increased 3% to \$13.9 million, compared to \$13.5 million in the same period last year. Operating income for the second quarter of 2012 was negatively affected by the devaluation of the U.S. dollar versus the New Israeli Shekel in the amount of approximately \$0.6 million in comparison to the same period last year; Non-GAAP operating income for the second quarter ended June 30, 2012, increased 20% to \$17.9 million, compared to \$15.0 million in the same period last year.

Net income for the second quarter ended June 30, 2012, decreased 20% to \$4.0 million compared to \$5.0 million in the same period last year. Net income for the second quarter of 2012 was negatively affected mainly by the devaluation of the U.S. Dollar versus the New Israeli Shekel and the Euro in the amount of approximately \$0.6 million in comparison to the same period last year; Non-GAAP Net income for the second quarter ended June 30, 2012, increased 19% to \$7.6 million compared to \$6.4 million in the same period last year.

### Results

For the six-month period ended June 30, 2012, total revenues were \$364.4 million, with net income of \$11.8 million, or \$0.84 per fully diluted share. This compares with revenues of \$321.8 million and net income of \$9.2 million, or \$0.65 per fully diluted share, for the same period last year.

For the second quarter ended June 30, 2012, total revenues were \$186.1 million, with net income of \$4.0 million, or \$0.28 per fully diluted share. This compares with revenues of \$165.9 million and net income of \$5.0 million, or \$0.35 per fully diluted share, for the same period last year.

#### Comments of Management

Commenting on the results, Guy Bernstein, CEO of Formula Systems, said: “The first half of 2012 was a very successful period for Formula, reflecting the continued strong performance of our subsidiaries, Matrix, Sapiens, and Magic. Despite an uncertain climate in the enterprise software industry and in the global economy in general, we continued to set new records for revenue and maintained our profitability. Moving forward, we plan to continue to nurture and strengthen our relationships with our customers and partners, developing our product portfolios and our business models to provide greater added value.”

#### Non-GAAP Financial Measures

This release includes non-GAAP operating income, net income, basic and diluted earnings per share and other non-GAAP financial measures. These non-GAAP measures exclude the following items:

Amortization of intangible assets derived from acquisitions

Research and development capitalization and related amortization

Share-based compensation and

Related tax effect

Formula’s management believes that the purpose of such adjustments is to give an indication of Formula’s performance exclusive of non-cash charges and other items that are considered by management to be outside of our core operating results.

This non-GAAP financial measures are not in accordance with, or an alternative for, generally accepted accounting principles and may be different from non-GAAP financial measures used by other companies. In addition, these non-GAAP financial measures are not based on any comprehensive set of accounting rules or principles. Formula

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believes that non-GAAP financial measures have limitations in that they do not reflect all of the amounts associated with Formula's results of operations as determined in accordance with GAAP and that these measures should only be used to evaluate Formula's results of operations in conjunction with the corresponding GAAP measures. Please refer to the Reconciliation of Selected Financial Metrics from GAAP to Non-GAAP tables below.

### About Formula

Formula Systems Ltd. is a global information technology company principally engaged, through its subsidiaries and affiliates, in providing software consulting services, developing proprietary software products, and providing computer-based business solutions.

For more information, visit [www.formulasystems.com](http://www.formulasystems.com).

### Press Contact:

Formula Systems (1985) Ltd.

+972-3-5389487

[ir@formula.co.il](mailto:ir@formula.co.il)

Except for any historical information contained herein, matters discussed in this press release might include forward-looking statements that involve a number of risks and uncertainties. Regarding any financial statements, actual results might vary significantly based upon a number of factors including, but not limited to, risks in product and technology development, market acceptance of new products and continuing product conditions, both locally and abroad, release and sales of new products by strategic resellers and customers, and other risk factors detailed in Formula's most recent annual report and other filings with the Securities and Exchange Commission. These forward-looking statements are made only as of the date hereof, and the Company undertakes no obligation to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise.

**FORMULA SYSTEMS (1985) LTD.****CONSOLIDATED CONDENSED STATEMENTS OF INCOME**

U.S. dollars in thousands (except per share data)

|   | <b>Three months ended</b> |                | <b>Six months ended</b> |                |
|---|---------------------------|----------------|-------------------------|----------------|
|   | <b>June 30,</b>           |                | <b>June 30,</b>         |                |
|   | <b>2012</b>               | <b>2011</b>    | <b>2012</b>             | <b>2011</b>    |
|   | <b>Unaudited</b>          |                | <b>Unaudited</b>        |                |
| <b>Revenues</b>   | <b>186,124</b>            | <b>165,875</b> | <b>364,429</b>          | <b>321,791</b> |
| Cost of revenues  | 142,017                   | 126,022        | 278,353                 | 245,738        |
| <b>Gross profit</b>   | <b>44,107</b>             | <b>39,853</b>  | <b>86,076</b>           | <b>76,053</b>  |
| Research and development costs, net   | 2,772                     | 1,535          | 5,211                   | 3,220          |
| Selling, general and administrative expenses  | 27,506                    | 24,993         | 53,113                  | 47,265         |
| Other income, net   | 74                        | 146            | 74                      | 177            |
| <b>Operating income</b>   | <b>13,903</b>             | <b>13,471</b>  | <b>27,826</b>           | <b>25,745</b>  |
| Financial expenses, net   | 2,265                     | 1,788          | 3,759                   | 3,146          |
| <b>Income before taxes on income</b>  | <b>11,638</b>             | <b>11,683</b>  | <b>24,067</b>           | <b>22,599</b>  |
| Taxes on income   | 1,610                     | 1,685          | 3,652                   | 3,861          |
|   | 10,028                    | <b>9,998</b>   | <b>20,415</b>           | <b>18,738</b>  |
| Gain derived from consolidation of subsidiary and equity in gains (losses) of affiliated companies, net | -                         | 103            | 3,719                   | (137 )         |
| <b>Net income</b>   | <b>10,028</b>             | <b>10,101</b>  | <b>24,134</b>           | <b>18,601</b>  |
| Change in redeemable non-controlling interests  | 1,343                     | -              | 1,343                   | -              |
| Net income attributable to non-controlling interests  | 4,666                     | 5,089          | 10,970                  | 9,412          |
| <b>Net income attributable to Formula's shareholders</b>  | <b>4,019</b>              | <b>5,012</b>   | <b>11,821</b>           | <b>9,189</b>   |
| <br>  |                           |                |                         |                |
| Earnings per share (basic)  | 0.30                      | 0.37           | 0.87                    | 0.68           |
| Earnings per share (diluted)  | 0.28                      | 0.35           | 0.84                    | 0.65           |
| <br>  |                           |                |                         |                |
| Number of shares used in computing earnings per share (basic)   | 13,596                    | 13,497         | 13,596                  | 13,481         |
| Number of shares used in computing earnings per share (diluted)   | 13,808                    | 13,679         | 13,778                  | 13,663         |

**FORMULA SYSTEMS (1985) LTD.****RECONCILIATION OF GAAP TO NON-GAAP FINANCIAL INFORMATION**

U.S. dollars in thousands (except per share data)

|   | <b>Three months<br/>ended<br/>June 30,<br/>2012</b> |               | <b>Six months<br/>ended<br/>June 30,<br/>2011</b> |               |
|---|---|---------------|---|---------------|
|   | <b>2012</b>   | <b>2011</b>   | <b>2012</b>                                       | <b>2011</b>   |
|   | <b>Unaudited</b>                                    |               | <b>Unaudited</b>                                  |               |
| <b>GAAP operating income</b>                                      | 13,903  | 13,471        | 27,826  | 25,745        |
| Amortization of capitalized software and other intangible assets  | 4,901   | 2,878         | 9,374   | 5,442         |
| Capitalization of software development                            | (2,026 )  | (2,579 )      | (4,128 )  | (5,023 )      |
| Stock-based compensation  | 1,169   | 1,188         | 2,357   | 3,009         |
| <b>Total adjustments to GAAP</b>                                  | <b>4,044</b>  | <b>1,487</b>  | <b>7,603</b>                                      | <b>3,428</b>  |
| <b>Non-GAAP operating income</b>                                  | <b>17,947</b>                                       | <b>14,958</b> | <b>35,429</b>                                     | <b>29,173</b> |
| <br>  |   |               |   |               |
| <b>GAAP net income attributable to Formula's shareholders</b>     | 4,019   | 5,012         | 11,821  | 9,189         |
| Amortization of capitalized software and other intangible assets  | 4,901   | 2,878         | 9,374   | 5,442         |
| Capitalization of software development                            | (2,026 )  | (2,579 )      | (4,128 )  | (5,023 )      |
| Stock-based compensation  | 1,169   | 1,188         | 2,357   | 3,009         |
| Taxes on the above items  | (463 )  | (128 )        | (904 )  | (226 )        |
| <b>Total adjustments to GAAP</b>                                  | <b>3,581</b>  | <b>1,359</b>  | <b>6,699</b>                                      | <b>3,202</b>  |
| <b>Non-GAAP net income attributable to Formula's shareholders</b> | <b>7,600</b>  | <b>6,371</b>  | <b>18,520</b>                                     | <b>12,391</b> |
| <br>  |   |               |   |               |
| Non-GAAP earnings per share (basic)                               | 0.55  | 0.43          | 1.35  | 0.89          |
| Number of shares used in computing earnings per share (basic)     | 13,596  | 13,497        | 13,596  | 13,481        |
| <br>  |   |               |   |               |
| Non-GAAP earnings per share (diluted)                             | 0.53  | 0.45          | 1.31  | 0.86          |
| Number of shares used in computing earnings per share (diluted)   | 13,808  | 13,679        | 13,778  | 13,663        |

**FORMULA SYSTEMS (1985) LTD.****CONSOLIDATED CONDENSED BALANCE SHEETS**

U.S. dollars in thousands

|  | June 30,<br>2012<br>(Unaudited) | December<br>31,<br>2011 |
|--|---------------------------------|-------------------------|
| <b>ASSETS</b>                                  |                                 |                         |
| <b>CURRENT ASSETS:</b>                         |                                 |                         |
| Cash and cash equivalents                      | 108,863                         | 88,172                  |
| Marketable securities                          | 14,002                          | 14,347                  |
| Short-term deposits                            | 397                             | 5,170                   |
| Trade receivables                              | 180,003                         | 163,219                 |
| Other accounts receivable                      | 39,373                          | 36,085                  |
| <b>Total current assets</b>                    | <b>342,638</b>                  | <b>306,993</b>          |
| <b>LONG-TERM INVESTMENTS:</b>                  |                                 |                         |
| Marketable securities                          | 2,762                           | 2,746                   |
| Deferred Taxes                                 | 17,162                          | 11,630                  |
| Investments in affiliated companies            | 2,850                           | 77,107                  |
| Prepaid expenses and other accounts receivable | 4,438                           | 3,885                   |
| <b>Total long-Term Investments</b>             | <b>27,212</b>                   | <b>95,368</b>           |
| <b>SEVERANCE PAY FUND</b>                      | <b>60,420</b>                   | <b>49,507</b>           |
| <b>PROPERTY, PLANTS AND EQUIPMENT, NET</b>     | <b>20,263</b>                   | <b>19,165</b>           |
| <b>NET INTANGIBLE ASSETS AND GOODWILL</b>      | <b>377,155</b>                  | <b>198,188</b>          |
| <b>TOTAL ASSETS</b>                            | <b>827,688</b>                  | <b>669,221</b>          |
| <b>CURRENT LIABILITIES:</b>                    |                                 |                         |
| Liabilities to banks                           | 15,068                          | 16,642                  |
| Debentures                                     | 15,731                          | 31,472                  |
| Trade payables                                 | 43,112                          | 40,344                  |
| Deferred revenues                              | 46,342                          | 22,653                  |
| Other accounts payable                         | 80,287                          | 70,054                  |
| <b>Total current liabilities</b>               | <b>200,540</b>                  | <b>181,165</b>          |
| <b>LONG-TERM LIABILITIES:</b>                  |                                 |                         |
| Liabilities to banks and others                | 42,413                          | 34,459                  |
| Debentures                                     | 15,027                          | 15,246                  |

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|  |         |         |
|--|---------|---------|
| Deferred revenue                           | 1,752   | 2,094   |
| Other long-term pyables                    | 11,171  | 9,258   |
| Accrued severance pay                      | 77,387  | 63,321  |
| <b>Total long-term liabilities</b>         | 147,750 | 124,378 |
| <b>REDEEMABLE NON-CONTROLLING INTEREST</b> | 30,691  | 11,469  |
| <b>EQUITY</b>                              |         |         |
| Formula shareholders' equity               | 229,251 | 218,668 |
| Non-controlling interests                  | 219,456 | 133,541 |
| <b>Total equity</b>                        | 448,707 | 352,209 |
| <b>TOTAL LIABILITIES AND EQUITY</b>        | 827,688 | 669,221 |