

NOVA MEASURING INSTRUMENTS LTD  
Form 6-K  
November 03, 2009

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UNITED STATES  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16 OF  
THE SECURITIES EXCHANGE ACT OF 1934**

November 3, 2009  
Commission File No.: 000-30688

**NOVA MEASURING INSTRUMENTS LTD.**

(Translation of registrant's name into English)

**Building 22 Weizmann Science Park, Rehovot  
P.O.B 266  
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 if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

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

Yes  No

Attached hereto and incorporated by way of reference herein is a press release issued by the Registrant and entitled **NOVA ANNOUNCES RECORD NET INCOME IN THE THIRD QUARTER OF 2009**

This report on Form 6-K is hereby incorporated by reference into Nova Measuring Instruments Ltd.'s registration statements on Form S-8, filed with the Securities and Exchange Commission on the following dates: September 13, 2000 (File No. 333-12546); March 5, 2002 (File No. 333-83734); December 24, 2002 (File No. 333-102193, as amended by Amendment No. 1, filed on January 5, 2006); March 24, 2003 (File No. 333-103981); May 17, 2004 (three files, File Nos. 333-115554, 333-115555, and 333-115556, as amended by Amendment No. 1, filed on January 5, 2006); March 7, 2005 (File No. 333-123158); December 29, 2005 (File No. 333-130745); September 21, 2006 (File No.

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 OF THE SECURITIES EXCHANGE ACT OF 1934

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333-137491); and November 5, 2007 (File No. 333-147140) and into Nova Measuring Instruments Ltd. s registration statement on Form F-3, filed with the Securities and Exchange Commission on May 11, 2007 (File No. 333-142834).

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### SIGNATURES

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

NOVA MEASURING INSTRUMENTS LTD.  
(Registrant)

Date: November 3, 2009

By: */s/ Dror David*

Dror David  
Chief Financial Officer

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#### Company Contact:

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#### Investor relations Contacts:

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### Company Press Release

## NOVA ANNOUNCES RECORD NET INCOME IN THE THIRD QUARTER OF 2009

*64% sequential revenue increase to \$11.4 million and record quarterly net income of \$1.7 million;  
Company expects trend to continue*

**Rehovot, Israel November 3, 2009 Nova Measuring Instruments Ltd. (Nasdaq: NVMI)**, provider of leading edge stand alone metrology and the market leader of integrated metrology solutions to the semiconductor process control market, today reported its 2009 third quarter financial results.

#### Highlights for the Third Quarter of 2009

Total revenues of \$11.4 million, up 64% sequentially and 29% from the third quarter of 2008

Gross margins of 48%, up from 41% in the second quarter of 2009 and 24% in the third quarter of 2008

Record high quarterly GAAP net income of \$1.7 million, or \$0.08 per diluted share

Continued market share gains

#### 2009 Third Quarter Results

Total revenues for the third quarter of 2009 were \$11.4 million, an increase of 29% relative to the third quarter of 2008, and an increase of 64% relative to the second quarter of 2009.

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Gross margin for the third quarter of 2009 was 48%, compared with 24% in the third quarter of 2008 and 41% in the second quarter of 2009.

Operating expenses in the third quarter of 2009 were \$4.0 million, compared with \$4.7 million in the third quarter of 2008, and \$3.0 million in the second quarter of 2009.

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On a GAAP basis, the company reported record net income of \$1.7 million in the third quarter of 2009, or \$0.08 per diluted share. This compares to a GAAP net loss of \$2.6 million, or \$0.14 per share, for the third quarter of 2008, and a net loss of \$0.1 million for the second quarter of 2009.

On a non-GAAP basis, which excludes stock-based compensation and inventory write-off charges, the company reported record net income of \$1.8 million in the third quarter of 2009, or \$0.09 per diluted share. This compares with a non-GAAP net loss of \$1.7 million, or \$0.09 per share, in the third quarter of 2008, and breakeven results in the second quarter of 2009.

The company generated \$1.9 million in cash from operating activities during the third quarter of 2009. Total cash reserves increased to \$16.1 million at the end of the third quarter of 2009.

### Management Comments

As anticipated, third quarter results showed excellent sequential improvement and a real turnaround compared to the third quarter of last year, commented Gabi Seligsohn, President and CEO of Nova. We doubled our gross margins and reported a swing of over \$4 million from a net loss of \$2.6 million in the third quarter of 2008 to a net profit of \$1.7 million in the third quarter of 2009, on improved revenues which grew 29%. In addition, our order patterns remain strong and we expect this trend to continue.

Looking forward, sales of both our Integrated and Stand Alone solutions are well-positioned for further growth, because they enable cost-effective migration to lower technology nodes, while still using existing process equipment. Another positive sign is that we have begun to receive orders related to capacity expansions, driven by consumer demand for mobile computing devices such as netbooks and high end cellular devices. Given the significant increase we are continuing to see in our bookings, we expect to continue and show strong financial performance in the coming quarters.

*The Company will host a conference call today, November 3, 2009, at 8:30am ET. To participate, please dial in the US: 1-888-668-9141; or internationally: +972-3-918-0609. A recording of the call will be available on Nova's website, within 24 hours following the end of the call.*

*In addition, the conference call will also be webcast live from a link on Nova's website at [www.nova.co.il](http://www.nova.co.il).*

This press release provides financial measures that exclude non-cash charges for stock-based compensation, inventory write-off and impairment charges and are therefore not calculated in accordance with generally accepted accounting principles (GAAP). Management believes that these non-GAAP financial measures provide meaningful supplemental information regarding Nova's performance because they reflect our operational results and enhances management's and investors' ability to evaluate Nova's performance before charges considered by management to be outside Nova's ongoing operating results.

The presentation of this non-GAAP financial information is not intended to be considered in isolation or as a substitute for the financial information prepared and presented in accordance with GAAP. Management believes that it is in the best interest of its investors to provide financial information that will facilitate comparison of both historical and future results and allows greater transparency to supplemental information used by management in its financial and operational decision making. A reconciliation of each GAAP to non-GAAP financial measure discussed in this press release is contained in the accompanying financial tables.

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### About Nova

Nova Measuring Instruments Ltd. develops, produces and markets advanced integrated and stand alone metrology solutions for the semiconductor manufacturing industry. Nova is traded on the NASDAQ & TASE under the symbol NVMI. The Company's website is [www.nova.co.il](http://www.nova.co.il).

*This press release contains forward-looking statements within the meaning of safe harbor provisions of the Private Securities Litigation Reform Act of 1995 relating to future events or our future performance, such as statements regarding trends, demand for our products, expected deliveries, transaction, expected revenues, operating results, earnings and profitability. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to be*

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materially different from any future results, levels of activity, performance or achievements expressed or implied in those forward looking statements. These risks and other factors include but are not limited to: unanticipated consequences of the global economic crisis, our dependency on a single integrated process control product line; the highly cyclical nature of the markets we target; our inability to reduce spending during a slowdown in the semiconductor industry; our ability to respond effectively on a timely basis to rapid technological changes; risks associated with our dependence on a single manufacturing facility; our ability to expand our manufacturing capacity or marketing efforts to support our future growth; our dependency on a small number of large customers and small number of suppliers; risks related to our intellectual property; changes in customer demands for our products; new product offerings from our competitors; changes in or an inability to execute our business strategy; unanticipated manufacturing or supply problems; changes in tax requirements; changes in customer demand for our products; risks related to currency fluctuations; and risks related to our operations in Israel. We cannot guarantee future results, levels of activity, performance or achievements. The matters discussed in this press release also involve risks and uncertainties summarized under the heading *Risk Factors* in Nova's Annual Report on Form 20-F for the year ended December 31, 2008 filed with the Securities and Exchange Commission on March 30, 2009. These factors are updated from time to time through the filing of reports and registration statements with the Securities and Exchange Commission. Nova Measuring Instruments Ltd. does not assume any obligation to update the forward-looking information contained in this press release.

(Tables to Follow)

### **NOVA MEASURING INSTRUMENTS LTD.** **CONSOLIDATED BALANCE SHEET**

(U.S. dollars in thousands)

|   | As of<br>September 30, | As of<br>December 31, |
|---|------------------------|-----------------------|
|   | 2009                   | 2008                  |
| <b>CURRENT ASSETS</b>                     |                        |                       |
| Cash and cash equivalents                 | 15,546                 | 19,325                |
| Short-term interest-bearing bank deposits | 47                     | 97                    |
| Trade accounts receivable                 | 5,602                  | 2,783                 |
| Inventories                               | 4,709                  | 6,862                 |
| Other current assets                      | 1,212                  | 1,086                 |
|   | 27,116                 | 30,153                |
| <b>LONG-TERM ASSETS</b>                   |                        |                       |
| Long-term interest-bearing bank deposits  | 525                    | 544                   |
| Other Long-term assets                    | 170                    | 157                   |
| Severance pay funds                       | 2,266                  | 2,141                 |
|   | 2,961                  | 2,842                 |
| <b>FIXED ASSETS, NET</b>                  | 2,196                  | 2,796                 |
| <br>Total assets                          | <br>32,273             | <br>35,791            |
| <b>CURRENT LIABILITIES</b>                |                        |                       |
| Trade accounts payable                    | 1,516                  | 3,480                 |
| Deferred income                           | 699                    | 2,385                 |
| Other current liabilities                 | 3,357                  | 4,042                 |

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|  | As of<br>September 30, | As of<br>December 31, |
|--|------------------------|-----------------------|
|  | 5,572                  | 9,907                 |
| <b>LONG-TERM LIABILITIES</b>               |                        |                       |
| Liability for employee severance pay       | 3,238                  | 3,152                 |
| Deferred income                            | 242                    | 351                   |
| Other long-term liability                  | 38                     | 40                    |
|  | 3,518                  | 3,543                 |
| <b>SHAREHOLDERS' EQUITY</b>                |                        |                       |
|  | 23,183                 | 22,341                |
| Total liabilities and shareholders' equity | 32,273                 | 35,791                |

**NOVA MEASURING INSTRUMENTS LTD.**  
**QUARTERLY CONSOLIDATED STATEMENTS OF OPERATIONS**

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

|                                      | Three months ended |          |               |
|--------------------------------------|--------------------|----------|---------------|
|                                      | September 30,      | June 30, | September 30, |
|                                      | 2009               | 2009     | 2008          |
| <b>REVENUES</b>                      |                    |          |               |
| Product sales                        | 8,717              | 4,631    | 5,535         |
| Services                             | 2,677              | 2,333    | 3,305         |
|                                      | 11,394             | 6,964    | 8,840         |
| <b>COST OF REVENUES</b>              |                    |          |               |
| Product sales                        | 3,699              | 2,050    | 2,872         |
| Inventory write-off                  | -                  | -        | 850           |
| Services                             | 2,191              | 2,091    | 2,956         |
|                                      | 5,890              | 4,141    | 6,678         |
| <b>GROSS PROFIT</b>                  | 5,504              | 2,823    | 2,162         |
| <b>OPERATING EXPENSES</b>            |                    |          |               |
| Research & Development expenses, net | 1,850              | 1,183    | 2,301         |
| Sales & Marketing expenses           | 1,523              | 1,293    | 1,631         |
| General & Administration expenses    | 594                | 484      | 760           |

|   | Three months ended |        |         |
|---|--------------------|--------|---------|
|   | 3,967              | 2,960  | 4,692   |
| <b>OPERATING PROFIT (LOSS)</b>                              | 1,537              | (137)  | (2,530) |
| <b>INTEREST INCOME (EXPENSES), NET</b>                      | 153                | 43     | (94)    |
| <b>NET INCOME (LOSS) FOR THE PERIOD</b>                     | 1,690              | (94)   | (2,624) |
| Net income (loss) per share:                                |                    |        |         |
| Basic   | 0.09               | (0.00) | (0.14)  |
| Diluted   | 0.08               | (0.00) | (0.14)  |
| Shares used for calculation of net income (loss) per share: |                    |        |         |
| Basic   | 19,417             | 19,378 | 19,378  |
| Diluted   | 19,942             | 19,378 | 19,378  |

**NOVA MEASURING INSTRUMENTS LTD.**  
**YEAR TO DATE CONSOLIDATED STATEMENTS OF OPERATIONS**

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

|                         | Nine-months ended |               |
|-------------------------|-------------------|---------------|
|                         | September 30,     | September 30, |
|                         | 2009              | 2008          |
| <b>REVENUES</b>         |                   |               |
| Product sales           | 16,993            | 22,645        |
| Services                | 7,085             | 10,096        |
|                         | 24,078            | 32,741        |
| <b>COST OF REVENUES</b> |                   |               |
| Product sales           | 7,333             | 10,884        |
| Inventory write-off     | -                 | 850           |
| Services                | 6,554             | 9,363         |
|                         | 13,887            | 21,097        |
| <b>GROSS PROFIT</b>     | 10,191            | 11,644        |

|   | Nine-months ended |         |
|---|-------------------|---------|
| <b>OPERATING EXPENSES</b>   |                   |         |
| Research & Development expenses, net  | 4,816             | 6,383   |
| Sales & Marketing expenses  | 3,989             | 6,113   |
| General & Administration expenses   | 1,581             | 2,461   |
| Impairment loss on equipment related to Hypernex assets and liabilities acquisition | -                 | 633     |
|   | 10,386            | 15,590  |
| <b>OPERATING LOSS</b>   | (195)             | (3,946) |
| <b>INTEREST INCOME, NET</b>   | 132               | 96      |
| <b>NET LOSS FOR THE PERIOD</b>  | (63)              | (3,850) |
| Basic net loss per share  | (0.00)            | (0.20)  |
| Shares used for calculation of basic net loss per share                             | 19,391            | 19,366  |

**NOVA MEASURING INSTRUMENTS LTD.**  
**QUARTERLY CONSOLIDATED STATEMENTS OF CASH FLOWS**

(U.S. dollars in thousands)

|   | September 30, | Three months<br>ended<br>June 30, | September 30, |
|---|---------------|-----------------------------------|---------------|
|   | 2009          | 2009                              | 2008          |
| <b>CASH FLOW - OPERATING ACTIVITIES</b>                                     |               |                                   |               |
| Net income (loss) for the period  | 1,690         | (94)                              | (2,624)       |
| Adjustments to reconcile net loss to net cash used in operating activities: |               |                                   |               |
| Depreciation and amortization   | 311           | 276                               | 323           |
| Amortization of deferred stock-based compensation                           | 130           | 100                               | 123           |
| Increase (decrease) in liability for employee termination benefits, net     | (2)           | 144                               | (33)          |
| Net recognized losses (gains) on investments                                | 4             | (4)                               | 4             |
| Increase in trade accounts receivables                                      | (622)         | (2,441)                           | (208)         |
| Decrease in inventories   | 790           | 636                               | 1,703         |
| Decrease (increase) in other current and long term assets                   | 45            | (608)                             | 314           |

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|  | September 30, | Three months<br>ended<br>June 30, | September 30,  |
|--|---------------|-----------------------------------|----------------|
| Decrease in trade accounts payables                        | (662)         | (102)                             | (494)          |
| Increase (decrease) in current liabilities                 | 1,039         | (2)                               | (1,918)        |
| Increase (decrease) in short and long term deferred income | (857)         | (44)                              | 526            |
| <b>Net cash from (used in) operating activities</b>        | <b>1,866</b>  | <b>(2,139)</b>                    | <b>(2,284)</b> |
| <b>CASH FLOW - INVESTMENT ACTIVITIES</b>                   |               |                                   |                |
| Increase in short-term interest-bearing bank deposits      | -             | -                                 | (46)           |
| Decrease (increase) in short-term investments              | 4,595         | -                                 | (4,243)        |
| Proceeds from held to maturity securities                  | -             | -                                 | 1,506          |
| Proceeds (investments) in long-term deposits               | (2)           | 141                               | 9              |
| Additions to fixed assets                                  | (72)          | (24)                              | (165)          |
| <b>Net cash from (used in) investment activities</b>       | <b>4,521</b>  | <b>117</b>                        | <b>(2,939)</b> |
| <b>CASH FLOW - FINANCING ACTIVITIES</b>                    |               |                                   |                |
| Shares issued under employee share-based plans             | 142           | -                                 | -              |
| <b>Net cash from investment activities</b>                 | <b>142</b>    | <b>-</b>                          | <b>-</b>       |
| <b>Increase (decrease) in cash and cash equivalents</b>    | <b>6,529</b>  | <b>(2,022)</b>                    | <b>(5,223)</b> |
| <b>Cash and cash equivalents - beginning of period</b>     | <b>9,017</b>  | <b>11,039</b>                     | <b>13,744</b>  |
| <b>Cash and cash equivalents - end of period</b>           | <b>15,546</b> | <b>9,017</b>                      | <b>8,521</b>   |

**NOVA MEASURING INSTRUMENTS LTD.**  
**YEAR TO DATE CONSOLIDATED STATEMENTS OF CASH FLOWS**

(U.S. dollars in thousands)

|   | Nine months ended |               |
|---|-------------------|---------------|
|   | September 30,     | September 30, |
|   | 2009              | 2008          |
| <b>CASH FLOW - OPERATING ACTIVITIES</b>                                     |                   |               |
| Net loss for the period   |                   | (3,850)       |
| Adjustments to reconcile net loss to net cash used in operating activities: |                   |               |
| Depreciation and amortization   | 907               | 1,005         |
| Amortization of deferred stock-based compensation                           | 336               | 442           |



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|   | Nine months ended |                |
|---|-------------------|----------------|
|   | 2009              | 2008           |
| Increase in liability for employee termination benefits, net        | 28                | 94             |
| Impairment loss on equipment  | -                 | 633            |
| Net recognized losses on investments                                | -                 | 17             |
| Decrease (increase) in trade accounts receivables                   | (2,819)           | 3,898          |
| Decrease in inventories   | 1,946             | 571            |
| Decrease in other current and long term assets                      | 134               | 207            |
| Decrease in trade accounts payables and other long term liabilities | (1,964)           | (3,561)        |
| Decrease in current liabilities                                     | (600)             | (3,117)        |
| Increase (decrease) in short and long term deferred income          | (1,795)           | 1,079          |
| <b>Net cash used in operating activities</b>                        | <b>(3,890)</b>    | <b>(2,582)</b> |
| <b>CASH FLOW - INVESTMENT ACTIVITIES</b>                            |                   |                |
| Decrease (increase) in short-term interest-bearing bank deposits    | 50                | (118)          |
| Increase in short-term and long-term investments                    | -                 | (8,554)        |
| Proceeds from held to maturity securities                           | -                 | 3,700          |
| Proceeds from long-term deposits                                    | 19                | 1,643          |
| Additions to fixed assets   | (100)             | (904)          |
| <b>Net cash used in investment activities</b>                       | <b>(31)</b>       | <b>(4,233)</b> |
| <b>CASH FLOW - FINANCING ACTIVITIES</b>                             |                   |                |
| Shares issued under employee share-based plans                      | 142               | 12             |
| <b>Net cash from financing activities</b>                           | <b>142</b>        | <b>12</b>      |
| <b>Decrease in cash and cash equivalents</b>                        | <b>(3,779)</b>    | <b>(6,803)</b> |
| <b>Cash and cash equivalents - beginning of period</b>              | <b>19,325</b>     | <b>15,324</b>  |
| <b>Cash and cash equivalents - end of period</b>                    | <b>15,546</b>     | <b>8,521</b>   |

**NOVA MEASURING INSTRUMENTS LTD.**  
**DISCLOSURE OF NON-GAAP NET INCOME (LOSS)**

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

|  | Three months ended |          |               |
|--|--------------------|----------|---------------|
|  | September 30,      | June 30, | September 30, |
|  | 2009               | 2009     | 2008          |
| <b>GAAP Net income (loss) for the period</b> | 1,690              | (94)     | (2,624)       |

Non-GAAP Adjustments:

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|   | Three months ended    |                       |                       |
|---|-----------------------|-----------------------|-----------------------|
|   | September 30,<br>2009 | September 30,<br>2008 | September 30,<br>2008 |
| Stock based compensation expenses   | 130                   | 100                   | 123                   |
| Inventory write-off   | -                     | -                     | 850                   |
| <b>Non-GAAP Net income (loss) for the period</b>                                    | <b>1,820</b>          | <b>6</b>              | <b>(1,651)</b>        |
| Non-GAAP net income (loss) per share:   |                       |                       |                       |
| Basic   | 0.09                  | 0.00                  | (0.09)                |
| Diluted   | 0.09                  | 0.00                  | (0.09)                |
| Shares used for calculation of non-GAAP net income (loss) per share:                |                       |                       |                       |
| Basic   | 19,417                | 19,378                | 19,378                |
| Diluted   | 19,942                | 19,378                | 19,378                |
|   |                       | Nine months ended     |                       |
|   | September 30,<br>2009 | September 30,<br>2008 | September 30,<br>2008 |
| <b>GAAP Net loss for the period</b>   |                       | <b>(63)</b>           | <b>(3,850)</b>        |
| Non-GAAP Adjustments:   |                       |                       |                       |
| Stock based compensation expenses   |                       | 336                   | 442                   |
| Inventory write-off   |                       | -                     | 850                   |
| Impairment loss on equipment related to Hypernex assets and liabilities acquisition |                       | -                     | 633                   |
| <b>Non-GAAP Net income (loss) for the period</b>                                    |                       | <b>273</b>            | <b>(1,925)</b>        |
| Non-GAAP net income (loss) per share:   |                       |                       |                       |
| Basic   |                       | 0.01                  | (0.10)                |
| Diluted   |                       | 0.01                  | (0.10)                |
| Shares used for calculation of non-GAAP net income (loss) per share                 |                       |                       |                       |
| Basic   |                       | 19,391                | 19,366                |
| Diluted   |                       | 19,749                | 19,433                |

