

NATURAL HEALTH TRENDS CORP  
 Form 4/A  
 February 22, 2016

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BROADY GEORGE K**

2. Issuer Name and Ticker or Trading Symbol  
 NATURAL HEALTH TRENDS CORP [NHTC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 751 CANYON DRIVE, SUITE 100  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 09/30/2014

Director  10% Owner  
 Officer (give title below)  Other (specify below)

COPPELL, TX 75019

4. If Amendment, Date Original Filed(Month/Day/Year)  
 09/30/2014

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock					957,430	D	(1)
Common Stock					575,298	I	See footnote (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROADY GEORGE K 751 CANYON DRIVE, SUITE 100 COPPELL, TX 75019				X

## Signatures

/s/ George K. Broady  
02/22/2016

\*\*Signature of Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- The numbers of shares beneficially owned by the Reporting Person were amended and all transactions were removed due to previous
- (1) filings incorrectly disclosing the allocation of ownership of shares between George K. Broady, the George K. Broady 2012 Irrevocable Trust and another family trust.
  - (2) Through George K. Broady 2012 Irrevocable Trust, of which Mr. Broady is the trustee and a beneficiary.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. OCEEDS

We will not receive any of the proceeds from the sale of our ordinary shares by the selling shareholders. Of the 4,719,597 ordinary shares covered by the registration statement of which this prospectus is a part, 1,453,485 ordinary shares are, prior to their resale pursuant to this prospectus, issuable upon exercise of warrants. We may receive the exercise price, initially \$3.05 per share or approximately \$4,433,129 in the aggregate, upon exercise of the warrants issued to the selling shareholders. The warrants have a cashless exercise provision that allows the holder to receive a reduced number of ordinary shares without paying the exercise price in cash.

We have agreed to bear all of the expenses incurred in connection with the registration of these shares. To the extent we receive any cash upon any exercise of the warrants, we expect to use that cash for general corporate purposes.

## CAPITALIZATION

The following table sets forth our consolidated unaudited capitalization as of March 31, 2007 on an actual basis. The financial date in the following table should be read in conjunction with our consolidated financial data and notes thereto incorporated by reference herein.

	<b>As of March 31, 2007 (unaudited, in thousands)</b>
<b>Shareholders' equity:</b>	
Ordinary shares, par value NIS 0.01 per share: 40,000,000 shares authorized; 19,080,487 shares issued and outstanding <sup>(1)</sup>	\$ 55
Additional paid-in capital	82,319
Deferred equity-based compensation	(303)
Accumulated other comprehensive income	23
Accumulated deficit	(52,795)
<b>Total shareholders' equity</b>	<b>\$ 29,299</b>

- (1) Does not include 1,453,485 ordinary shares issuable upon the exercise of warrants outstanding as of March 31, 2007 at an exercise price of \$3.05 per share and 3,425,597 ordinary shares issuable upon the exercise of options outstanding as of March 31, 2007 at a weighted average exercise price of \$3.02 per share.

## SELLING SHAREHOLDERS

The following table provides certain information with respect to the ordinary shares beneficially owned by each selling shareholder as of April 20, 2007. Except as otherwise noted in the footnotes following the table, none of the selling shareholders has had a material relationship with us within the past three years.

All of the ordinary shares beneficially owned by the selling shareholders are registered for sale pursuant to this prospectus. However, the selling shareholders are not under any obligation to sell all or any portion of their ordinary shares, nor are they obligated to sell any of their ordinary shares immediately under this prospectus. No selling shareholder has indicated to us that it presently intends to sell shares offered by this prospectus. Since the selling shareholders are not obligated to sell their ordinary shares, we do not know how many ordinary shares each of them will own when this offer is terminated.

In the following table, we have determined the number and percentage of shares beneficially owned in accordance with Rule 13d-3 of the Securities Exchange Act of 1934, as amended, or the Exchange Act, based on information provided to us by the selling shareholders, and this information does not necessarily indicate beneficial ownership for any other purpose. In determining the number of shares of our ordinary shares beneficially owned by a person and the percentage ownership of that person, we include any shares as to which the person has sole or shared voting power or investment power, as well as any shares subject to warrants or options held by that person that are currently exercisable or exercisable within 60 days after April 20, 2007. Applicable percentages are based on 19,107,567 ordinary shares outstanding on April 20, 2007.

<b>Ordinary Shares Beneficially Owned Prior to the Offering</b>		<b>Number of Ordinary Shares Registered Hereby for Sale</b>	<b>Ordinary Shares Beneficially Owned After the Offering</b>	
<b>Number</b>	<b>Percent</b>		<b>Number</b>	<b>Percent</b>

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	Ordinary Shares Beneficially Owned Prior to the Offering		Number of Ordinary Shares Registered Hereby for Sale	Ordinary Shares Beneficially Owned After the Offering	
Clal Electronics Industries Ltd. <sup>(1)</sup>	4,858,627	24.32%	2,034,882	2,823,745	14.13%
Senvest Israel Partners LP <sup>(2)</sup>	635,735	3.30%	406,976	228,759	*
Senvest Master Fund LP <sup>(3)</sup>	594,763	3.08%	542,634	52,129	*
Draper Triangle Ventures, LP <sup>(4)</sup>	529,956	2.77%	529,956	--	--
Senvest International LLC <sup>(5)</sup>	407,175	2.11%	406,976	199	*
CID Seed Fund, L.P. <sup>(6)</sup>	177,539	*	177,539	--	--
Draper Fisher Juvetson Fund VI, L.P. <sup>(7)</sup>	164,365	*	164,365	--	--
Advanced Technology Materials, Inc. <sup>(8)</sup>	130,932	*	130,932	--	--
Glen Arden Associates <sup>(9)</sup>	71,602	*	71,602	--	--
David S. Kurtz <sup>(10)</sup>	71,039	*	71,039	--	--
Krzysztof Jan Kozaczek <sup>(11)</sup>	31,045	*	31,045	--	--
Ben Franklin Technology Partners CNP <sup>(12)</sup>	30,549	*	30,549	--	--
H.L. PAC Partnership <sup>(13)</sup>	26,848	*	26,848	--	--
Paul R. Moran <sup>(14)</sup>	24,628	*	24,628	--	--
James D. Roberge <sup>(15)</sup>	17,898	*	17,898	--	--
Sonhender L.P. <sup>(16)</sup>	8,949	*	8,949	--	--
Brian M. McInerney <sup>(17)</sup>	8,949	*	8,949	--	--
Draper Associates, L.P. <sup>(18)</sup>	7,775	*	7,775	--	--
Robert R. Anderson <sup>(19)</sup>	6,583	*	6,583	--	--
Gary Hillman <sup>(20)</sup>	6,583	*	6,583	--	--
William F. Stotz <sup>(21)</sup>	6,583	*	6,583	--	--
Draper Fisher Juvetson Partners VI, LLC <sup>(22)</sup>	4,597	*	4,597	--	--
Draper Triangle Ventures Co-Investment Fund, LP <sup>(23)</sup>	1,709	*	1,709	--	--
Total Ordinary Shares Registered Hereby:			4,719,597		

\* Less than 1%.

(1) Including 872,092 ordinary shares issuable within 60 days of April 20, 2007 upon the exercise of warrants issued in the private placement. The principal parent companies of the IDB Group are IDB Holding Corporation Ltd., or IDBH, and its majority-owned subsidiary, IDBD Corporation Ltd., or IDBD. Clal Industries and Investments Ltd., or Clal and Clal Electronics Industries Ltd, or CEI (a wholly owned subsidiary of Clal) are majority-owned subsidiaries of IDBD. As of April 20<sup>th</sup>, 2007, IDBH is controlled as follows:

Ganden Holdings Ltd., or Ganden, which is a private Israeli company controlled by Nochi Dankner (who also is the chairman of IDBH, IDBD and Clal) and his sister Shelly Bergman, holds, directly and through a wholly-owned subsidiary, approximately 44.88% of the outstanding shares of IDBH. Shelly Bergman, through a wholly-owned company, holds approximately 7.23% of the outstanding shares of IDBH;

Avraham Livnat Ltd., or Livnat, which is a private company controlled by Avraham Livnat (one of whose sons, Zvi Livnat, is a director and executive vice president of IDBH, Deputy Chairman of IDBD, co-chief executive officer of Clal, and another son, Shay Livnat, is a director of IDBD and Clal) holds, directly and through a wholly-owned subsidiary, approximately 10.38% of the outstanding shares of IDBH; and

Manor Holdings BA Ltd., or Manor, a private company controlled by Ruth Manor (whose husband, Isaac Manor, is deputy chairman of IDBH and a director of IDBD and Clal, and whose son, Dori Manor, is a director of IDBH, IDBD and Clal) holds, directly and through a majority-owned subsidiary, approximately 10.37% of the outstanding shares of IDBH.

Subsidiaries of Ganden, Livnat and Manor have entered into a shareholders agreement with respect to shares of IDBH constituting 31.02%, 10.34% and 10.34%, respectively, of the outstanding shares of IDBH for the purpose of maintaining and exercising control of

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IDBH as a group. Their additional holdings in IDBH are not subject to the shareholders agreement. The term of the shareholders agreement expires in May 2023.

Most of the foregoing shares in IDBH have been pledged to financial institutions as collateral for loans taken to finance the purchase of the shares. Upon certain events of default, these financial institutions may foreclose on the loans and assume ownership of or sell the shares.

Based on the foregoing, IDBH (by reason of its control of IDBD and by reason of IDBD's control of Clal and CEI), Ganden, Livnat and Manor (by reason of their control of IDBH), Mr. Nochi Dankner, Ms. Shelly Bergman, Mr. Avraham Livnat and Ms. Ruth Manor (by reason of their control of Ganden, Livnat and Manor, respectively) may be deemed to share with CEI the power to vote and dispose of our shares held by CEI. The address of Clal Electronics Industries Ltd. is: 3 Azrieli Center, Tel Aviv 67021, Israel.

- (2) Including 174,418 ordinary shares issuable within 60 days of April 20, 2007 upon the exercise of warrants issued in the private placement. The address of Senvest Israel Partners LP is: c/o Richard Mashaal, 110 East 55<sup>th</sup> St., #1600, New York, NY 10022. Senvest Israel Partners LP is affiliated with Rima Management, LLC. Based on Schedule 13G filed by Rima Management, LLC and Richard Mashaal with the Commission on March 23, 2007, the reporting persons share voting and dispositive power with respect to 1,640,673 ordinary shares (these shares include the shares held by Senvest Israel Partners LP). The reporting persons disclaim beneficial ownership in the shares reported except to the extent of their pecuniary interest therein.
- (3) Including 232,557 ordinary shares issuable within 60 days of April 20, 2007 upon the exercise of warrants issued in the private placement. The address of Senvest Master Fund LP is: c/o Richard Mashaal, 110 East 55<sup>th</sup> St., #1600, New York, NY 10022. Senvest Master Fund LP is affiliated with Rima Management, LLC. Based on Schedule 13G filed by Rima Management, LLC and Richard Mashaal with the Commission on March 23, 2007, the reporting persons share voting and dispositive power with respect to 1,640,673 ordinary shares (these shares include the shares held by Senvest Master Fund LP). The reporting persons disclaim beneficial ownership in the shares reported except to the extent of their pecuniary interest therein.
- (4) The address of Draper Triangle Ventures, LP is 2 Gateway Center, Suite 2000, Pittsburgh, PA 15222.
- (5) Including 174,418 ordinary shares issuable within 60 days of April 20, 2007 upon the exercise of warrants issued in the private placement. The address of Senvest International LLC is: c/o Richard Mashaal, 110 East 55<sup>th</sup> St., #1600, New York, NY 10022. Senvest International LLC is affiliated with Rima Management, LLC. Based on Schedule 13G filed by Rima Management, LLC and Richard Mashaal with the Commission on March 23, 2007, the reporting persons share voting and dispositive power with respect to 1,640,673 ordinary shares (these shares include the shares held by Senvest International LLC). The reporting persons disclaim beneficial ownership in the shares reported except to the extent of their pecuniary interest therein.
- (6) The address of CID Seed Fund L.P. is One American Square #2850, Indianapolis, IN 46282.
- (7) Draper Fisher Jurveston Management Co. VI, LLC may be deemed to beneficially own the shares held by Draper Fisher Jurveston Fund VI, L.P. The address of Draper Fisher Jurveston Fund VI, L.P. is 2882 Sand Hill Road, Suite 150, Menlo Park, CA 94025.
- (8) Douglas A. Neugold, Daniel P. Sharkey and Cynthia L. Shereda, executive officers of Advanced Technology Materials, Inc. may be deemed to beneficially own the shares held by Advanced Technology Materials, Inc. The address of Advanced Technology Materials, Inc. is 7 Commerce Drive, Danbury, CT 06810.
- (9) John A. Staley, IV may be deemed to beneficially own the shares held by Glen Arden Associates as the general partner. The address of Glen Arden Associations is One Oxford Centre, Suite 3950, Pittsburgh, PA 15219.

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- (10) David Kurtz is Vice President/General Manager of Nova Microstructure Division since August 2006. The address of David S. Kurtz is 1304 Chestnut Ridge Dr., State College, PA 16803.
  - (11) Krzysztof Jan Kozaczek is Vice President of R&D of Nova Microstructure Division since August 2006. The address of Krzysztof Jan Kozaczek is 222 E. Irvin Ave., State College, PA 16801.
  - (12) The address of Ben Franklin Technology Partners CNP is 115 Technology Center, University Park, PA 16802.

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- (13) The address of H.L. PAC Partnership is c/o Henry J. Gailliot, General Partner, 5734 W. Woodland Road, Pittsburgh, PA 15232.
- (14) Paul R. Moran is Vice President of Nova Microstructure Division since August 2006. The address of Paul R. Moran is 406 S. High St., Port Matilda, PA 16870.
- (15) The address of James D. Roberge is 141 Misty Meadow Lane, Murrysville, PA 15668.
- (16) The address of Sonhender L.P. is 809 W. Waldheim Road, Pittsburgh, PA 15215.
- (17) The address of Brain M. McInerney is 204 Glenhaven Lane, Pittsburgh, PA 15238.
- (18) Draper Associates, Inc. may be deemed to beneficially own the shares held by Draper Associates, L.P. The address of Draper Associates, L.P. is 2882 Sand Hill Road, Suite 150, Menlo Park, CA 94025.
- (19) The address of Robert R. Anderson is 6755 N. Hole in the Wall Way, Tucson, AZ 85750.
- (20) The address of Gary Hillman is 15 Goodhart Dr., Livingston, NJ 07039.
- (21) The address of William F. Stutz is 1330 Shady Avenue, Pittsburgh, PA 15217.
- (22) Timothy C. Draper, John Fisher and Steve Jurveston may be deemed to beneficially own the share held by Draper Fisher Jurveston Partners VI, LLC. The address of Draper Fisher Jurveston Partners VI, LLC is 2882 Sand Hill Road, Suite 150, Menlo Park, CA 94025.
- (23) The address of Draper Triangle Ventures Co-Investment Fund, LP is 2 Gateway Center, Suite 2000, Pittsburgh, PA 15222.

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### PLAN OF DISTRIBUTION

The selling shareholders and any of their pledgees, donees, transferees, assignees and successors-in-interest may, from time to time, sell any or all of their ordinary shares on any stock exchange, market or trading facility on which the shares are traded or in private transactions. These sales may be at fixed or negotiated prices. The selling shareholders may use any one or more of the following methods when selling shares:

ordinary brokerage transactions and transactions in which the broker-dealer solicits investors;

block trades in which the broker-dealer will attempt to sell the shares as agent but may position and resell a portion of the block as principal to facilitate the transaction;

purchases by a broker-dealer as principal and resale by the broker-dealer for its account;

an exchange distribution in accordance with the rules of the applicable exchange;

privately negotiated transactions;

broker-dealers may agree with the selling shareholders to sell a specified number of such shares at a stipulated price per share;

a combination of any such methods of sale; and

any other method permitted pursuant to applicable law.

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The selling shareholders may also sell ordinary shares under Rule 144 under the Securities Act, if available, rather than under this prospectus.

Broker-dealers engaged by the selling shareholders may arrange for other brokers-dealers to participate in sales. Broker-dealers may receive commissions or discounts from the selling shareholders (or, if any broker-dealer acts as agent for the purchaser of shares, from the purchaser) in amounts to be negotiated. The selling shareholders do not expect these commissions and discounts to exceed what is customary in the types of transactions involved.

The selling shareholders and any broker-dealers or agents that are involved in selling the shares may be deemed to be underwriters within the meaning of the Securities Act in connection with such sales. In such event, any commissions received by such broker-dealers or agents and any profit on the resale of the shares purchased by them may be deemed to be underwriting commissions or discounts under the Securities Act. Discounts, concessions, commissions and similar selling expenses, if any, that can be attributed to the sale of securities will be paid by the selling shareholder and/or the purchasers. Each selling shareholder has represented and warranted to us that it acquired the securities subject to the registration statement of which this prospectus is a part in the ordinary course of such selling shareholder's business and, at the time of its purchase of such securities such selling shareholder had no agreements or understandings, directly or indirectly, with any person to distribute any such securities.

If a selling shareholder uses this prospectus for any sale of ordinary shares, it will be subject to the prospectus delivery requirements of the Securities Act. The selling shareholders will be responsible to comply with the applicable provisions of the Securities Act and Exchange Act, and the rules and regulations thereunder promulgated, including, without limitation, Regulation M, as applicable to such selling shareholders in connection with resales of their respective shares under the registration statement.

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We are required to pay all fees and expenses incident to the registration of the ordinary shares, but we will not receive any proceeds from the sale of the ordinary shares. Of the 4,719,597 ordinary shares covered by the registration statement of which this prospectus is a part, 1,453,485 ordinary shares are, prior to their resale pursuant to this prospectus, issuable upon exercise of warrants. We may receive the exercise price upon cash exercise of the warrants issued to the investors in the private placement, which is initially \$3.05 per share, or approximately \$4,433,129 in the aggregate. We have agreed to indemnify certain selling shareholders against certain losses, claims, damages and liabilities, including liabilities under the Securities Act.

### EXPENSES OF THE OFFERING

We estimate the registration expenses to be approximately \$35,000, which include the following categories of expenses (all amounts are estimated except the SEC registration):

SEC registration fee	\$	406
Printing and engraving expenses		1,200
Legal fees and expenses		25,000
Accounting fees and expenses		4,000
Miscellaneous expenses		4,394
Total	\$	35,000

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### INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The Commission allows us to incorporate by reference into this prospectus the information we file with them, which means that we can disclose important information to you by referring you to these documents. We hereby incorporate by reference the following:

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- (1) The description of our ordinary shares contained in our registration statement on Form 8-A, as filed with the Commission on March 22, 2000;
- (2) Our Annual Report on Form 20-F for the year ended December 31, 2006, as filed with the Commission on May 11, 2007; and
- (3) Our Report on Form 6-K, as filed with the Commission on May 7, 2007.

In addition, all subsequent annual reports on Form 20-F and all subsequent filings on Forms 10-Q and 8-K filed pursuant to the Exchange Act after the date of this prospectus and before the termination of this offering will be deemed to be incorporated by reference in this prospectus and to be a part of this prospectus from the date those documents are filed. We may also incorporate in this prospectus any Form 6-K which we file with the Commission by identifying in such form that it is being incorporated by reference into this prospectus. Any statement we make in this prospectus may be modified or superseded by statements we make in documents which we incorporate by reference into this prospectus and which are filed after the date of this prospectus. If we make a statement in a previously-filed document which is incorporated by reference into this prospectus, that statement will be modified or superseded by statements in this prospectus or documents incorporated by reference into this prospectus which have a later filing date. You should read this prospectus together with all documents incorporated by reference.

You may request a copy of any document incorporated by reference in this prospectus at no cost. To receive a copy, write or call us at:

Nova Measuring Instruments Ltd.  
Weizmann Science Park  
Building 22, 2nd Floor  
Ness-Ziona 76100, Israel  
Attention: Orly Dean, Corporate Secretary  
+ 972 (8) 938-7505

You should rely only on the information incorporated by reference or provided in this prospectus or any prospectus supplement. We have not authorized anyone else to provide you with different information. You should not assume that the information in this prospectus or any prospectus supplement is accurate as of any date other than the date on the front page of those documents.

No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this prospectus. You must not rely on any unauthorized information or representations. This prospectus is an offer to sell only the ordinary shares offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this prospectus is current only as of its date.

### LEGAL MATTERS

The validity of the ordinary shares being offered pursuant to this prospectus has been passed upon by our attorneys, Gross, Kleinhendler, Hodak, Halevy, Greenberg & Co., Tel Aviv, Israel.

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### EXPERTS

The annual consolidated financial statements incorporated in this prospectus by reference to the our Annual Report on Form 20-F for the fiscal year ended December 31, 2006, have been audited by Brightman Almagor & Co., independent registered public accounting firm, a member firm of Deloitte Touche Tohmatsu, as stated in their report, which is incorporated herein by reference and have been so incorporated in reliance on the report of such firm given upon their authority as experts in accounting and auditing.



**WHERE YOU CAN FIND MORE INFORMATION**

We have filed with the Commission a registration statement on Form F-3 under the Securities Act, with respect to the ordinary shares offered hereby. This prospectus, which is part of the registration statement, does not contain all of the information in the registration statement. Certain items of the registration statement are contained in exhibits and schedules as permitted by the rules and regulations of the Commission. Statements made in this prospectus as to the contents of any contract, agreement or other document referred to are not necessarily complete; you should read any such contract, agreement or other document filed as an exhibit to the registration statement for a more complete description of the matter involved, and any discussion of such exhibits is qualified in its entirety by reference to the exhibits.

We are subject to the informational requirements of the Exchange Act and file reports and other information with the Commission. Reports and other information which we file with the Commission, including the registration statement on Form F-3 of which this prospectus is a part, may be inspected and copied at the public reference facilities of the Commission at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information regarding the operation of the public reference room by calling the Commission at 1-800-SEC-0330. In addition, the Commission maintains a web site that contains reports, proxy and information statements and other information regarding issuers that file electronically with the Commission at <http://www.sec.gov>. Our Internet address is [www.nova.co.il](http://www.nova.co.il). Information contained on our website does not constitute a part of this prospectus.

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**PART II**

**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 8. Indemnification of Directors and Officers**

*Exemption of Office Holders under the Israeli Companies Law*

The Israeli Companies Law of 1999, or the Companies Law, provides that an Israeli company cannot exculpate an office holder from liability with respect to a breach of his duty of loyalty, but may exculpate in advance an office holder from his liability to the company, in whole or in part, with respect to a breach of his duty of care (except in connection with distributions), provided the articles of association of the company allow it to do so. Our Articles of Association allow us to do so.

The Companies Law was recently amended to permit indemnification of reasonable litigation expenses as well, including attorneys' fees, expended by the office holder as a result of an investigation or proceeding instituted against him by a competent authority, provided that such investigation or proceeding concluded without the filing of an indictment against him and either (A) concluded without the imposition of any financial liability in lieu of criminal proceedings or (B) concluded with the imposition of a financial liability in lieu of criminal proceedings but relates to a criminal offense that does not require proof of malice aforethought.

The recent amendment to the Companies Law also provides that an undertaking by a company to indemnify an office holder must be limited to events which its board of directors deems to be foreseeable in light of the company's actual operations at the time of the undertaking and limited to a sum or criterion that the board of directors determines to be reasonable under the circumstances, and the undertaking must delineate those events and such sum or criterion which the board determined to be reasonable. This amendment to the Companies Law imposes these conditions only on undertakings to indemnify an office holder for financial liabilities imposed by judgments but not for litigation expenses.

The Companies Law provides that a company may not indemnify an office holder for, nor enter into an insurance contract that would provide coverage for any monetary liability incurred as a result of any of the following:

- a breach by the office holder of his duty of loyalty unless the office holder acted in good faith and had a reasonable basis to believe that the act would not prejudice the company;
- a breach by the office holder of his duty of care if such breach was done intentionally or recklessly; excluding mere negligence;
- any act or omission done with the intent to derive an illegal personal benefit; or
- any fine levied against the office holder as a result of a criminal offense.

*Required Approvals*

In addition, pursuant to the Companies Law, indemnification of and procurement of insurance coverage for our office holders must be approved by its audit committee and board of directors and, for indemnification and insurance for directors, also by its shareholders.

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*Insurance and Indemnification of Directors and Officers under the Company's Articles of Association*

Subject to the provisions of the Companies Law, under the Company's amended Articles of Association, the Company is permitted to exempt in advance any director or officer from any liability to the Company attributed to damage caused by breach of the director's or officer's duty of care owed to the Company, except for such breach of duty of care in distribution (as defined by the Companies Law). Subject to the provisions of the Companies Law, the Company may procure directors' and officer's liability insurance for the following:

breach of duty of care by any director or officer owed to the Company or any other person;

breach of fiduciary duty by any director or officer owed to the Company, provided that such director or officer acted in good faith and had a reasonable basis to assume that the action would not harm the best interests of the Company; or

a monetary liability imposed on the director or officer in favor of a third party due to activities carried out in his capacity as a director or officer of the Company.

Subject to the provisions of the Companies Law, the Company may undertake retroactively to indemnify a director or company officer in respect of a liability or expense imposed on him or incurred by him as a result of an act carried out in his capacity as a director or officer of the Company. Such indemnity may be issued in respect of a liability or expense as follows:

a monetary liability imposed on the director or officer in favor of a third party under a judgment, including a judgment by way of compromise or a judgment of an arbitrator approved by a court;

reasonable litigation expenses, including attorneys' fees, incurred by the director or officer due to an inquiry he was under or a proceeding filed against him by an authority, that ended without filing a charge sheet and without having incurred any monetary liability as an alternative to the criminal proceedings, or that ended without filing a charge sheet but with an imposition of a monetary liability as an alternative to the criminal proceedings in an offense not requiring proof of *mens rea*; or

reasonable litigation expenses, including attorneys' fees, incurred by the director or officer charged to him by the court, in a proceeding filed against him by or on behalf of the Company or by any other person, or for a criminal charge from which he was acquitted or for a criminal charge in which he was found guilty of an offense not requiring proof of *mens rea*.

Subject to the provisions of the Companies Law, the Company may undertake in advance to indemnify a director or officer in respect of a liability or expense imposed on him as a result of an act carried out in his capacity as a director or officer, provided that the undertaking will be limited as follows:

a monetary liability imposed on the director or officer in favor of a third party under a judgment, including a judgment by way of compromise or a judgment of an arbitrator approved by a court. However, such undertaking will be limited to the kinds of events that in the Board's opinion are foreseeable at the time of the issue of the undertaking and will be limited to the amount determined by the board of directors as reasonable under the circumstances, and that the kinds of events and the amounts will be mentioned in such undertaking in writing;

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reasonable litigation expenses, including attorney's fees incurred by the director or officer due to an inquiry he was under or a proceeding filed against him by an authority, that ended without filing a charge sheet and without having incurred any monetary liability as an alternative to the criminal proceedings, or that ended without filing a charge sheet but with an imposition of a monetary liability as an alternative to the criminal proceedings, in an offense not requiring proof of *mens rea*; and

reasonable litigation expenses, including attorney's fees, incurred by the director or officer or charged to him by the court, in a proceeding filed against him by or on behalf of the company or by any other person, or for a criminal charge from which he was acquitted or for a criminal charge in which he was found guilty of an offense not requiring proof of *mens rea*.

**Item 9. Exhibits**

See the Exhibit Index on the page immediately preceding the exhibits for a list of exhibits filed as part of this registration statement on Form F-3, which Exhibit Index is incorporated herein by reference.

**Item 10. Undertakings**

The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
  - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
  - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and
  - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

*provided, however*, that paragraphs (1)(i), (1)(ii) and (1)(iii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrants pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement;

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

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(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) To file a post-effective amendment to the Registration Statement to include any financial statements required by Item 8.A of Form 20-F at the start of any delayed offering or throughout a continuous offering. A post-effective amendment need not be filed to include financial statements and information required by Section 10(a)(3) of the Securities Act or Rule 3-19 of this chapter if such financial statements and information are contained in periodic reports filed with or furnished to the commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Form F-3.

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(5) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(6) The undersigned Registrant hereby undertakes to deliver or cause to be delivered with the Prospectus, to each person to whom the Prospectus is sent or given, the latest annual report, to security holders that is incorporated by reference in the Prospectus and furnished pursuant to and meeting the requirements of Rule 14a-3 or Rule 14c-3 under the Securities Exchange Act of 1934; and, where interim financial information required to be presented by Article 3 of Regulation S-X is not set forth in the Prospectus, to deliver, or cause to be delivered to each person to whom the Prospectus is sent or given, the latest quarterly report that is specifically incorporated by reference in the Prospectus to provide such interim financial information.

(7) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against the public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Ness-Ziona, State of Israel, on the 11th day of May, 2007.

NOVA MEASURING INSTRUMENTS LTD.

By: */s/ Gabi Seligsohn*

Gabi Seligsohn  
President & Chief Executive Officer

We, the undersigned directors and/or officers of Nova Measuring Instruments Ltd. (the Company), hereby severally constitute and appoint Gabi Seligsohn and Dror David, and each of them singly, our true and lawful attorneys, with full power to any of them, and to each of them singly, to sign for us and in our names in the capacities indicated below the registration statement on Form F-3 filed herewith, and any and all pre-effective and post-effective amendments to said registration statement, and any registration statement filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, in connection with the registration under the Securities Act of 1933, as amended, of equity securities of the Company, and to file or cause to be filed the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as each of them might or could do in person, and hereby ratifying and confirming all that said attorneys, and each of them, or their substitute or substitutes, shall do or cause to be done by virtue of this Power of Attorney.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<i>/s/ Gabi Seligsohn</i>	President & Chief Executive Officer (principal executive officer)	May 11, 2007
Gabi Seligsohn		

SIGNATURES

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*/s/ Dror David* Chief Financial Officer (principal financial officer and principal accounting officer) May 11, 2007

Dror David

*/s/ Micha Brunstein* Chairman of the Board of Directors May 11, 2007

Micha Brunstein

*/s/ Giora Dishon* Director May 11, 2007

Giora Dishon

*/s/ Moshe Finarov* Director May 11, 2007

Moshe Finarov

Director

Avi Kerbs

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*/s/ Joseph Ciechanover* Director May 11, 2007

Joseph Ciechanover

*/s/ Alon Dumanis* Director May 11, 2007

Alon Dumanis

Director

Dan Falk

*/s/ Naama Zeldis* Director May 11, 2007

Naama Zeldis

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of Nova Measuring Instruments Ltd. has signed this registration statement on the 11<sup>th</sup> day of May, 2007.

NOVA MEASURING INSTRUMENTS INC.

By: */s/ Maori Marcan*

Maori Marcan  
President

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
3.1	Articles of Association of the Registrant, as amended (incorporated by reference to Exhibit 1.1 to the Registrant's Annual Report on Form 20-F for the fiscal year ended December 31, 2006, as filed with the Commission on May 11, 2007)
4.1*	Specimen Certificate for Ordinary Shares
5.1*	Opinion of Gross, Kleinhendler, Hodak, Halevy, Greenberg & Co.
23.1*	Consent of Gross, Kleinhendler, Hodak, Halevy, Greenberg & Co. (included in Exhibit 5.1)
23.2*	Consent of Brightman Almagor & Co., a member of Deloitte Touche Tohmatsu
24.1*	Power of Attorney (included on signature page)
99.1	Amended and Restated Asset Purchase Agreement, dated as of August 8, 2006, by and among the Registrant, HyperNex, Inc. the Stockholders listed on Schedule 4(a) therein (incorporated by reference to Exhibit 4.16 to the Registrant's Annual Report on Form 20-F for the fiscal year ended December 31, 2006, as filed with the Commission on May 11, 2007)
99.2	Share Purchase Agreement, dated as of February 28, 2007, by and between the Registrant and the investors identified on the signature pages thereto, including the form of warrant (incorporated by reference to Exhibit 4.19 to the Registrant's Annual Report on Form 20-F for the fiscal year ended December 31, 2006, as filed with the Commission on May 11, 2007)

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\* Filed herewith.

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