

NOVA MEASURING INSTRUMENTS LTD
Form SC 13D/A
December 11, 2007

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

SCHEDULE 13D

Rule 13d-101

Information to be Included in Statements Filed pursuant to Rule 13d-1(a)
and Amendments Thereto Filed Pursuant to Rule 13d-2(a)
(AMENDMENT NO.3)*

NOVA MEASURING INSTRUMENTS LTD.

(Name of Issuer)

ORDINARY SHARES, PAR VALUE NIS 0.01 PER SHARE

(Title of Class of Securities)

M7516K103

(CUSIP Number)

SARIT HECHT, ADV.
CLAL INDUSTRIES AND INVESTMENTS LTD.
3 AZRIELI CENTER, TRIANGLE TOWER
TEL AVIV, 67023
TEL: 972-3-6075794
ISRAEL

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

FEBRUARY 28, 2007

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

NOTE: Schedules filed in paper format shall include a signed original and five copies of the Schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

Edgar Filing: NOVA MEASURING INSTRUMENTS LTD - Form SC 13D/A

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP NO. M7516K103

1 NAME OF REPORTING PERSONS

Clal Electronics Industries Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *

(A)

(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS

2 (D) OR 2 (E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Israel

7 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER

4,138,342 shares

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

4,138,342 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,138,342 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

21.43%

14 TYPE OF REPORTING PERSON*

CO

Edgar Filing: NOVA MEASURING INSTRUMENTS LTD - Form SC 13D/A

SCHEDULE 13D

CUSIP NO. M7516K103

1 NAME OF REPORTING PERSONS

Clal Industries and Investments Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *

(A)

(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS

2 (D) OR 2 (E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Israel

7 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER

4,138,342

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

4,138,342

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,138,342

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

21.43%

14 TYPE OF REPORTING PERSON*

CO

Page 3 of 29 pages

SCHEDULE 13D

CUSIP NO. M7516K103

Edgar Filing: NOVA MEASURING INSTRUMENTS LTD - Form SC 13D/A

1 NAME OF REPORTING PERSONS

IDB Development Corporation Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *

(A)

(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS

2 (D) OR 2 (E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Israel

7 SOLE VOTING POWER
0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER

4,138,342**

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

4,138,342**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,138,342**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

**

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

21.43%

14 TYPE OF REPORTING PERSON*

CO

** Does not include 300 Ordinary Shares (the "CIEH Shares") held for members of the public through, among others, provident funds, mutual funds, pension funds, exchange traded funds and insurance policies, which are managed by subsidiaries of Clal Insurance Enterprises Holdings Ltd. ("CIEH"), a subsidiary of IDB Development Corporation Ltd. The Reporting Person disclaims beneficial ownership of the CIEH Shares.

Edgar Filing: NOVA MEASURING INSTRUMENTS LTD - Form SC 13D/A

CUSIP NO. M7516K103

1 NAME OF REPORTING PERSONS

IDB Holding Corporation Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *

(A)

(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS

2 (D) OR 2 (E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Israel

7 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER

4,138,342**

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

4,138,342**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,138,342**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

**

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

21.43%

14 TYPE OF REPORTING PERSON*

CO

** Does not include the CIEH Shares. The Reporting Person disclaims beneficial ownership of the CIEH Shares.

Page 5 of 29 pages

SCHEDULE 13D

CUSIP NO. M7516K103

Edgar Filing: NOVA MEASURING INSTRUMENTS LTD - Form SC 13D/A

1 NAME OF REPORTING PERSONS

Nochi Dankner

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *

(A)

(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS

2 (D) OR 2 (E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Israel

7 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER

4,138,342**

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

4,138,342**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,138,342**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

**

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

21.43%

14 TYPE OF REPORTING PERSON*

IN

** Does not include the CIEH Shares. The Reporting Person disclaims beneficial ownership of the CIEH Shares.

Page 6 of 29 pages

SCHEDULE 13D

CUSIP NO. M7516K103

1 NAME OF REPORTING PERSONS

Edgar Filing: NOVA MEASURING INSTRUMENTS LTD - Form SC 13D/A

Shelly Dankner-Bergman

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *
(A) [X]
(B) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2 (D) OR 2 (E) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Israel

	7	SOLE VOTING POWER
		0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		4,138,342**
	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		4,138,342**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,138,342**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
 [X] **

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
21.43%

14 TYPE OF REPORTING PERSON*
IN

** Does not include the CIEH Shares. The Reporting Person disclaims beneficial ownership of the CIEH Shares.

Page 7 of 29 pages

SCHEDULE 13D

CUSIP NO. M7516K103

1 NAME OF REPORTING PERSONS

Avraham Livnat

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *

Edgar Filing: NOVA MEASURING INSTRUMENTS LTD - Form SC 13D/A

(A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2 (D) OR 2 (E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Israel

	7	SOLE VOTING POWER
		0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		4,138,342**
	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		4,138,342**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,138,342**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
 **

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
21.43%

14 TYPE OF REPORTING PERSON*
IN

** Does not include the CIEH Shares. The Reporting Person disclaims beneficial ownership of the CIEH Shares.

Page 8 of 29 pages

SCHEDULE 13D

CUSIP NO. M7516K103

1 NAME OF REPORTING PERSONS

Ruth Manor

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *
(A)
(B)

Edgar Filing: NOVA MEASURING INSTRUMENTS LTD - Form SC 13D/A

3 SEC USE ONLY

4 SOURCE OF FUNDS*
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2 (D) OR 2 (E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Israel

	7	SOLE VOTING POWER
		0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		4,138,342**
	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		4,138,342**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,138,342**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
 **

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
21.43%

14 TYPE OF REPORTING PERSON*
IN

** Does not include the CIEH Shares. The Reporting Person disclaims beneficial ownership of the CIEH Shares.

Page 9 of 29 pages

This Amendment No. 3 amends and supplements the Statement on Schedule 13D (as amended from time to time, the "Statement") in respect of the Ordinary Shares, par value New Israeli Shekel 0.01 per share, ("Ordinary Shares"), of Nova Measuring Instruments Ltd. (the "Issuer"), previously filed with the Securities and Exchange Commission ("SEC") by the Reporting Persons (as defined in the Statement), the last amendment of which was filed with the SEC on December 18, 2003.

Unless otherwise defined in this Amendment No. 3, capitalized terms have the meanings given to them in the Statement.

The following amends and supplements Items 2, 3, 4, 5 and 7 of the Statement.

ITEM 2. IDENTITY AND BACKGROUND

Item 2 of the Statement is hereby amended and restated in its entirety as follows:

Edgar Filing: NOVA MEASURING INSTRUMENTS LTD - Form SC 13D/A

(a), (b) and (c): The Reporting Persons.

The following are the names of the reporting persons (the "Reporting Persons"), the place of organization, principal business, and address of the principal business or office of each Reporting Person that is a corporation, and the residence or business address and present principal occupation of each Reporting Person who is a natural person:

(1) Clal Electronics Industries Ltd., ("Clal Electronics") an Israeli private corporation, with its principal office at the Triangular Tower, 45rd floor, 3 Azrieli Center, Tel Aviv 67023, Israel. Clal Electronics is a holding company, the activities of which consist of establishment, acquisition and development of companies in the high technology industry, particularly in the electronics area. Clal Electronics owns directly Ordinary Shares of the Issuer.

(2) Clal Industries and Investments Ltd. is an Israeli public company ("Clal Industries"), with its principal office at the Triangular Tower, 45th floor, 3 Azrieli Center, Tel Aviv 67023, Israel. Clal Industries is a holding company whose principal holdings are in the industrial and technology sectors. The outstanding shares of Clal Industries are listed for trading on the Tel Aviv Stock Exchange.

(3) IDB Development Corporation Ltd. is an Israeli public company ("IDB Development"), with its principal office at the Triangular Tower, 44th Floor, 3 Azrieli Center, Tel Aviv 67023, Israel. IDB Development is an investment company, which, through subsidiaries, invests in companies engaged in various sectors of the Israeli economy. The outstanding shares of IDB Development are listed for trading on the Tel Aviv Stock Exchange.

IDB Development owns the majority of the outstanding shares of, and controls, Clal Industries. By reason of IDB Development's control of Clal Industries, IDB Development may be deemed to be beneficial owner of, and to share the power to vote and dispose of, the Shares beneficially owned by Clal Industries.

Page 10 of 29 pages

(4) IDB Holding Corporation Ltd. is an Israeli public company ("IDB Holding"), with its principal office at the Triangular Tower, 44th Floor, 3 Azrieli Center, Tel Aviv 67023, Israel. IDB Holding is an investment company that, through subsidiaries, invests in companies engaged in various sectors of the Israeli economy. The outstanding shares of IDB Holding are listed for trading on the Tel Aviv Stock Exchange.

IDB Holding owns the majority of the outstanding shares of, and controls, IDB Development. By reason of IDB Holding's control of IDB Development, IDB Holding may be deemed beneficial owner of, and to share the power to vote and dispose of, the Shares owned beneficially by IDB Development.

The following persons may, by reason of their interest in and relationships among them with respect to IDB Holding, be deemed to control IDB Holding

(5) Mr. Nochi Dankner, whose address is the Triangular Tower, 44th Floor, 3 Azrieli Center, Tel Aviv 67023, Israel. His present principal occupation is Chairman and Chief Executive Officer of IDB Holding; Chairman of IDB Development and Clal Industries; director of companies.

Edgar Filing: NOVA MEASURING INSTRUMENTS LTD - Form SC 13D/A

(6) Mrs. Shelly Bergman, whose address is 9, Hamishmar Ha'Ezrachi Street, Afeka, Tel-Aviv, Israel. Her present principal occupation is director of companies.

(7) Mrs. Ruth Manor, whose address is 26 Hagderot Street, Savion, Israel. Her present principal occupation is director of companies.

(8) Mr. Avraham Livnat, whose address is 1 Taavura Junction, Ramle, Israel. His present principal occupation is Managing Director of Taavura Holdings Ltd., an Israeli private company.

Nochi Dankner (together with a private company controlled by him) and his sister Shelly Bergman control Ganden Holdings Ltd. ("Ganden Holdings"), a private Israeli company. Ganden Holdings owns, as of September 6, 2007, approximately 50% of the outstanding shares of IDB Holding (of which, approximately 12.31% of the outstanding shares of IDB Holding are held directly and approximately 37.7% of the outstanding shares of IDB Holding are held through Ganden Investments I.D.B. Ltd. ("Ganden"), a private Israeli company, which is an indirect wholly owned subsidiary of Ganden Holdings). In addition, Shelly Bergman holds, through a wholly owned company, approximately 4.2% of the outstanding shares of IDB Holding.

Nochi Dankner and Shelly Bergman entered into a memorandum of understanding dated May 5, 2003 setting forth, among other things, agreements between them as to how they will vote their shares of Ganden Holdings at its shareholders' meetings, who they will appoint as directors of Ganden Holdings, and first refusal and tag along rights available to each one of them in connection with sales of shares of Ganden Holdings owned by the other. Nochi Dankner is the Chairman of the Boards of Directors of IDB Holding and IDB Development.

Ruth Manor controls Manor Holdings B.A. Ltd. ("Manor Holdings"), a private Israeli company which owns, as of September 6, 2007, approximately 11.7% of the outstanding shares of IDB Holding (of which, approximately 1.3% are held directly and approximately 10.4% of the outstanding shares of IDB Holding are held through Manor Investments - IDB Ltd. ("Manor"), a private Israeli company which is controlled by Manor Holdings). Manor also holds directly approximately 0.3% of the outstanding shares of IDB Development. Ruth Manor's husband, Isaac Manor, and their son, Dori Manor, are directors of IDB Holding and IDB Development.

Page 11 of 29 pages

Avraham Livnat controls Avraham Livnat Ltd., a private Israeli company, which owns, as of September 6, 2007, approximately 11.7% of the outstanding shares of IDB Holding (of which, approximately 1.35% are held directly and approximately 10.37% of the outstanding shares of IDB Holding are held through Avraham Livnat Investments (2002) Ltd. ("Livnat"), a private Israeli company, which is a wholly owned subsidiary of Avraham Livnat Ltd.). Zvi Livnat, a son of Avraham Livnat, is a director of IDB Holding and IDB Development and Shay Livnat, a son of Avraham Livnat, is a director of IDB Development.

Ganden, Manor and Livnat entered into a Shareholders Agreement dated May 19, 2003 (the "IDB Shareholders Agreement") with respect to their ownership of shares of IDB Holding constituting in the aggregate approximately 51.7% of the outstanding shares of IDB Holding (Ganden - 31.02%; Manor - 10.34%; Livnat - 10.34%), for the purpose of maintaining and exercising control of IDB Holding as one single group of shareholders. Any holdings of said entities in IDB Holding in excess of said 51.7% of the issued share capital and voting rights of IDB Holding (as well as the direct holdings of Ganden Holdings, Manor Holdings,

Edgar Filing: NOVA MEASURING INSTRUMENTS LTD - Form SC 13D/A

Avraham Livnat Ltd. and Shelly Bergman's wholly owned company in IDB Holding) are not subject to IDB Shareholders Agreement. The IDB Shareholders Agreement provides, among other things, that Ganden will be the manager of the group as long as Ganden and its permitted transferees will be the largest shareholders of IDB Holding among the parties to the IDB Shareholders Agreement; that the parties to the IDB Shareholders Agreement will vote together at shareholders' meetings of IDB Holding as shall be determined according to a certain mechanism set forth therein; and that they will exercise their voting power in IDB Holding for electing their designees as directors of IDB Holding and its direct and indirect subsidiaries. The term of the IDB Shareholders Agreement is twenty years from May 19, 2003.

By reason of the control of IDB Holding by Nochi Dankner, Shelly Bergman, Ruth Manor and Avraham Livnat, and the relations among them, as set forth above, Nochi Dankner, Shelly Bergman, Ruth Manor and Avraham Livnat may each be deemed beneficial owner of, and to share the power to vote and dispose of, the Shares owned beneficially by IDB Holding.

The name, citizenship, residence or business address and present principal occupation of the directors and executive officers of Clal Electronics, Clal Industries, IDB Development and IDB Holding are set forth in EXHIBITS 1 THROUGH 4 attached hereto, respectively, and incorporated herein by reference.

(d) None of the Reporting Persons or, to the knowledge of the Reporting Persons, any of the persons named in Exhibits 1 through 4 to this Statement, has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors).

(e) None of the Reporting Persons or, to the knowledge of the Reporting Persons, any of the persons named in Exhibits 1 through 4 to this Statement has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Page 12 of 29 pages

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Item 3 of the Statement is hereby amended and supplemented as follows: The acquisition of Shares reported in this Statement was funded out of working capital of Clal [Industries].

ITEM 4. PURPOSE OF TRANSACTION

Item 4 of the Statement is hereby amended and supplemented as follows:

The acquisition of Shares reported in this Statement was for investment purposes.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5 of the Statements is hereby amended and restated in its entirety as follows:

The Issuer has advised the Reporting Persons that there were 19,312,568 Ordinary Shares outstanding on September 30, 2007. The percentages of Ordinary Shares outstanding set forth in this Statement are based on this number.

Edgar Filing: NOVA MEASURING INSTRUMENTS LTD - Form SC 13D/A

(a), (b) As of November 29, 2007:

Clal Industries and Clal Electronics beneficially own, and may be deemed to share the power to vote and dispose of, 4,138,342 Shares, constituting approximately 21.43% of the outstanding Ordinary Shares of the Issuer.

IDB Development may be deemed the beneficial owner of, and to share the power to vote and dispose of the 4,138,342 Shares held by Clal Industries, constituting, in the aggregate, approximately 21.43% of the outstanding Shares of the Issuer. IDB Development disclaims beneficial ownership of all of the 4,138,342 Shares reported in this Statement.

IDB Holding and the Reporting Persons who are natural persons may be deemed to be the beneficial owners of, and to share the power to vote and dispose of the 4,138,342 Shares beneficially owned by IDB Development, constituting approximately 21.43% of the outstanding Shares of the Issuer. IDB Holding and the Reporting Persons who are natural persons disclaim beneficial ownership of such shares.

Based on information furnished to the Reporting Persons, the Reporting Persons are not aware of any executive officer or director named in Exhibit 1 through 4 to the Statement, beneficially owning any Shares.

(c) None of the Reporting Persons or, to the Reporting Persons' knowledge, any of the executive officers and directors named in Exhibits 1 through 3 to this Statement, purchased or sold any Ordinary Shares in the sixty days preceding November 29, 2007, except as set forth below:

Clal Industries made the following purchases of Shares, all of which were made in open market transactions on the NASDAQ:

Page 13 of 29 pages

Date	Amount of Ordinary Shares	Price Per Share (US \$)
February 28, 2007	1,162,951	2.58
November 29, 2007	151,807	2.45

(d) Not applicable.

(e) Not applicable.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Exhibit #	Description
Exhibits 1-4	Name, citizenship, business address, present principal occupation and employer of executive officers and directors of (1) Clal Electronics Industries Ltd. (2) Clal Industries, (3) IDB Development and (4) IDB Holding.
Exhibit 5	Joint Filing Agreement between Clal Industries and Clal Electronics Industries Ltd. authorizing Clal Industries to file this Schedule 13D and any amendments hereto
Exhibit 6	Joint Filing Agreement between Clal Industries and IDB Development authorizing Clal Industries to file this Schedule 13D

Edgar Filing: NOVA MEASURING INSTRUMENTS LTD - Form SC 13D/A

and any amendments hereto

-
- Exhibit 7 Joint Filing Agreement between Clal Industries and IDB Holding
authorizing Clal Industries to file this Schedule 13D and any
amendments hereto
-
- Exhibit 8 Joint Filing Agreement between Clal Industries and Mr. Dankner
authorizing Clal Industries to file this Schedule 13D and any
amendments hereto
-
- Exhibit 9 Joint Filing Agreement between Clal Industries and Mrs. Bergman
authorizing Clal Industries to file this Schedule 13D and any
amendments hereto
-
- Exhibit 10 Joint Filing Agreement between Clal Industries and Mrs. Manor
authorizing Clal Industries to file this Schedule 13D and any
amendments hereto
-
- Exhibit 11 Joint Filing Agreement between Clal Industries and Mr. Livnat
authorizing Clal Industries to file this Schedule 13D and any
amendments hereto
-

Page 14 of 29 pages

SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Dated: December 11, 2007

CLAL ELECTRONIC INDUSTRIES Ltd
CLAL INDUSTRIES AND INVESTMENTS LTD.
IDB DEVELOPMENT CORPORATION LTD.
IDB HOLDING CORPORATION LTD.
NOCHI DANKNER
SHELLY DANKNER-BERGMAN
AVRAHAM LIVNAT
RUTH MANOR

By: Clal Industries and Investments Ltd.

By: /s/ Yehuda Ben Ezra, /s/ Boaz Simons
Yehuda Ben Ezra, and Boaz Simons authorized signatories of
Clal Industries and Investments Ltd. for itself and on
behalf of IDB Holding Corporation Ltd, IDB Development
Corporation Ltd., Nochi Dankner, Shelly Dankner-Bergman,
Avraham Livnat and Ruth Manor pursuant to the agreements
annexed as exhibits 5-11 to this Schedule 13D.

Page 15 of 29 pages

Exhibit 1

Edgar Filing: NOVA MEASURING INSTRUMENTS LTD - Form SC 13D/A

Executive Officers and Directors of
CLAL ELECTRONICS INDUSTRIES LTD.
(as of November 29, 2007)

Name and Address -----	Position -----	Principal Occupation -----
Avi Fischer 3 Azrieli Center, Triangular Tower, Tel Aviv, Israel	Director	Director and Co-Chief Executive Officer of Clal Industries
Yehuda Ben Ezra 3 Azrieli Center, Triangular Tower, Tel Aviv, Israel	Director and Comptroller	Comptroller of Clal Industries
Gonen Bieber *	Director and Finance Manager	Finance Manager of Clal Industries
3 Azrieli Center, Triangular Tower, Tel Aviv, Israel		
Nitsa Einan 3 Azrieli Center, Triangular Tower, Tel Aviv, Israel	General Counsel	General Counsel of Clal Industries

* Mr. Bieber is a dual citizen of Israel and the Republic of Germany.

Based upon information provided to the Reporting Persons, during the past five years, none of the persons listed above has been convicted, or is subject to a judgment, decree or final order, in any of the legal proceedings enumerated in Items 2 (d) and 2 (e) of Schedule 13D.

Page 16 of 29 pages

Exhibit 2

Executive Officers and Directors of
Clal Industries and Investments Ltd.
(as of November 29, 2007)

Citizenship is same as country of address, unless otherwise noted.

Name & Address -----	Position -----	Current Principal Occupation -----
Nochi Dankner 3 Azrieli Center, the Triangular Tower 44th floor, Tel Aviv 67023, Israel	Chairman of the Board of Directors and Co-Chief Executive.	Chairman and Chief Executive Officer of Clal Industries and Investments Ltd. and Chairman and Chief Executive Officer of Clal Industries and Investments Ltd.
Avi Fischer 3 Azrieli Center, the Triangular Tower 45th floor, Tel Aviv 67023, Israel	Director	Executive Vice President and Deputy Chairman of Clal Industries and Investments Ltd. Co-Chief Executive Officer of Clal Industries

Edgar Filing: NOVA MEASURING INSTRUMENTS LTD - Form SC 13D/A

		Industries and In
Refael Bisker 3 Azrieli Center, the Triangular Tower 44th floor, Tel Aviv 67023, Israel	Director	Chairman of Prope Corporation Ltd.
*Marc Schimmel 54-56 Euston St., London NW1 U.K.	Director	Director of UKI I
Yechezkel Dovrat 1 Nachshon St., Ramat Hasharon, Israel.	Director	Economic consulta companies.
Eliahu Cohen 3 Azrieli Center, the Triangular Tower 44th floor, Tel Aviv 67023, Israel	Director	Chief Executive O
Shay Livnat 31st HaLechi St., Bnei Brak 51200, Israel	Director	President of Zoe
David Leviatan 18 Mendele St., Herzeliya, Israel	Director	Director of Compa
Alicia Rotbard 6 Rosenblum St. #6101 Sea&Sun, Tel Aviv, Israel	External Director	Chief Executive O Information Syste
Nachum Langental 3 Jabotinski St., Ramat Gan, Israel	External Director	Director of compa
**Isaac Manor 26 Hagderot St., Savion	Director	Chairman of compa sector of the Dav
**Dori Manor 18 Hareches St., Savion	Director	Chairman of compa sector of the Dav

Page 17 of 29 pages

Adiel Rosenfeld, 42 Ha'Alon St., Timrat 23840, Israel	Director	Representative in
Zvi Livnat, 3 Azrieli Center, the Triangular Tower 45th floor, Tel Aviv 67023, Israel	Co - Chief Executive	Co - Chief Execut Investments Ltd.
Nitsa Einan, 3 Azrieli Center, the Triangular Tower 45th floor, Tel Aviv 67023, Israel	Vice President and General Counsel.	General Counsel o Investments Ltd.
Yehuda Ben Ezra 3 Azrieli Center, the Triangular Tower 45th floor, Tel Aviv 67023, Israel	Comptroller.	Comptroller of CL Investments Ltd.
Gonen Bieber,***	Vice President and Financial	Financial Manager

Edgar Filing: NOVA MEASURING INSTRUMENTS LTD - Form SC 13D/A

3 Azrieli Center, the Triangular Tower 45th floor, Tel Aviv 67023, Israel	Manager.	Investments Ltd.
Guy Rosen, 3 Azrieli Center, the Triangular Tower 45th floor, Tel Aviv 67023, Israel	Vice President	Vice President of Investments Ltd.
Boaz Simons, 3 Azrieli Center, the Triangular Tower 45th floor, Tel Aviv 67023, Israel	Vice President	Vice President of Investments Ltd.
Ilan Amit, 3 Azrieli Center, the Triangular Tower 45th floor, Tel Aviv 67023, Israel	Internal Auditor	Internal Auditor Investments Ltd.

* British Citizenship

** Israeli and French Citizenship

*** Dual Citizenship of Israel and the Republic of Germany.

Page 18 of 29 pages

Exhibit 3

Directors and Executive Officers
of
IDB Development Corporation Ltd.
(as of November 29, 2007)

Citizenship is the same as country of address, unless otherwise noted.

Name & Address -----	Position -----	Current Principal Occupation -----
Nochi Dankner 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Chairman of the Board of Directors	Chairman and Chief Executive of IDB Holding; Chairman of IDB Development, DIC and Clal Investments Ltd.; Director
Zehava Dankner 64 Pinkas Street, Tel Aviv 62157, Israel	Director	Member of the executive committee of the Beautiful Israel Council.
Avi Fischer 3 Azrieli Center, The Triangular Tower, 45th floor, Tel-Aviv 67023, Israel	Deputy Chairman of the Board of Directors	Executive Vice President of IDB Development; Deputy Chairman of IDB Development; Co-Chief Executive Officer of IDB Industries and Investments
Zvi Livnat 3 Azrieli Center, The Triangular Tower, 45th floor, Tel-Aviv 67023, Israel	Deputy Chairman of the Board of Directors	Executive Vice President of IDB Development; Deputy Chairman of IDB Development; Co-Chief Executive Officer of IDB Industries and Investments
Refael Bisker	Director	Chairman of Property and Business

Edgar Filing: NOVA MEASURING INSTRUMENTS LTD - Form SC 13D/A

3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel		Corporation Ltd.; Chairman Ltd.
Jacob Schimmel 17 High field Gardens, London W11 9HD, United Kingdom	Director	Director of UKI Investments
Shay Livnat 26 Shalva Street, Herzlia Pituach 46705, Israel	Director	President of Zoe Holdings L
Eliahu Cohen 3 Azrieli Center, The Triangular Tower 44th floor, Tel-Aviv 67023, Israel	Director and Chief Executive Officer	Chief Executive Officer of Development.
Isaac Manor (*) 26 Hagderot Street, Savion 56526, Israel	Director	Chairman of companies in the vehicle sector of the David Ltd. group.

Page 19 of 29 pages

Dori Manor (*) 18 Hareches Street, Savion 56538, Israel	Director	Chief Executive Officer of the motor vehicle sector of Lubinski Ltd. group.
Abraham Ben Joseph 87 Haim Levanon Street, Tel-Aviv 69345, Israel	Director	Director of companies.
Amos Malka 18 Nahal Soreq Street, Modi'in 71700, Israel	External Director	Chairman of Albar Mimunit S
Dr. Yoram Margalioth 16 Ha'efroni Street, Raanana 43724, Israel	External Director	Senior lecturer (expert on the Faculty of Law in the T University.
Irit Izakson 15 Great Matityahou Cohen Street, Tel-Aviv 62268, Israel	Director	Director of companies.
Lior Hannes 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Senior Executive Vice President	Senior Executive Vice President Development; Chief Executive IDB Investments (U.K.) Ltd.
Dr. Eyal Solganik 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Executive Vice President and Chief Financial Officer	Executive Vice President and Financial Officer of IDB Development; Chief Financial Officer of
Ari Raved 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Vice President	Vice President of IDB Development
Haim Gavrieli 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Vice President	Vice President of IDB Development
Haim Tabouch	Vice President and	Vice President and Comptrol

Edgar Filing: NOVA MEASURING INSTRUMENTS LTD - Form SC 13D/A

3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Comptroller	Development; Comptroller of
Inbal Tzion 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Vice President and Corporate Secretary	Vice President and Corporate Secretary of IDB Development; Corporate Secretary of IDB Holding.

(*) Dual citizen of Israel and France.

Page 20 of 29 pages

Exhibit 4

Directors and Executive Officers
of
IDB Holding Corporation Ltd.
(as of November 29 2007)

Citizenship is the same as country of address, unless otherwise noted.

Name & Address	Position	Current Principal Occupation
Nochi Dankner 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Chairman of the Board of Directors and Chief Executive Officer	Chairman and Chief Executive Officer of IDB Holding; Chairman of IDB Development, DIC and Clal Investments Ltd.; Director
Isaac Manor (*) 26 Hagderot Street, Savion 56526, Israel	Deputy Chairman of the Board of Directors	Chairman of companies in the vehicle sector of the David Group Ltd. group.
Arie Mientkavich 14 Betzalel Street, Jerusalem 94591, Israel	Vice Chairman of the Board of Directors	Chairman of Elron; Chairman of Tourism Ltd.; Deputy Chairman of Gazit-Globe Israel (Development) Ltd.
Zehava Dankner 64 Pinkas Street, Tel Aviv 62157, Israel	Director	Member of the executive committee of the Beautiful Israel Council.
Lior Hannes 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Director	Senior Executive Vice President of IDB Development; Chief Executive Officer of IDB Investments (U.K.) Ltd.
Refael Bisker 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Director	Chairman of Property and Building Corporation Ltd.; Chairman of IDB Ltd.
Jacob Schimmel 17 High field Gardens, London W11 9HD, United Kingdom	Director	Director of UKI Investments Ltd.
Shaul Ben-Zeev Taavura Junction, Ramle 72102, Israel	Director	Chief Executive Officer of Livnat Ltd.
Eliahu Cohen 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Director	Chief Executive Officer of IDB Development.

Edgar Filing: NOVA MEASURING INSTRUMENTS LTD - Form SC 13D/A

floor, Tel-Aviv 67023, Israel

Dori Manor (*)
18 Hareches Street, Savion 56538, Israel

Director

Chief Executive Officer of
the motor vehicle sector of
Lubinski Ltd. group.

Page 21 of 29 pages

Meir Rosenne
8 Oppenheimer Street, Ramat Aviv,
Tel Aviv 69395, Israel

Director

Attorney.

Shmuel Lachman
9A Khilat Jatimir Street,
Tel Aviv 69405, Israel

External Director

Information technology cons

Zvi Dvoresky
12 Ha-rofe Street,
Haifa 34366, Israel

External Director

Manager of a company involv
real estate business

Zvi Livnat
3 Azrieli Center, The Triangular Tower, 45th
floor, Tel-Aviv 67023, Israel

Director and
Executive Vice
President

Executive Vice President of
Deputy Chairman of IDB Deve
Co-Chief Executive Officer
Industries and Investments

Avi Fischer
3 Azrieli Center, The Triangular Tower, 45th
floor, Tel-Aviv 67023, Israel

Executive Vice
President

Executive Vice President of
Deputy Chairman of IDB Deve
Co-Chief Executive Officer
Industries and Investments

Dr. Eyal Solganik
3 Azrieli Center, The Triangular Tower, 44th
floor, Tel-Aviv 67023, Israel

Chief Financial
Officer

Chief Financial Officer of
Executive Vice President an
Financial Officer of IDB De

Haim Tabouch
3 Azrieli Center, The Triangular Tower, 44th
floor, Tel-Aviv 67023, Israel

Comptroller

Comptroller of IDB Holding;
President and Comptroller o
Development.

(*) Dual citizen of Israel and France.

Page 22 of 29 pages

Exhibit 5

December 10, 2007

Clal Industries and Investments Ltd.
The Triangle Tower, 45th floor
3 Azrieli Center,
Tel Aviv, 67023
Israel

Edgar Filing: NOVA MEASURING INSTRUMENTS LTD - Form SC 13D/A

Gentlemen:

Pursuant to rule 13d-1(f)(1)(iii) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agrees that Clal Industries and Investments Ltd. ("CII") may file as necessary on behalf of the undersigned with the Securities and Exchange Commission a Schedule 13D or Schedule 13G and any amendments thereto in respect of shares of Nova Measuring Instruments Ltd. purchased, owned or sold from time to time by the undersigned.

CII is hereby authorized to file a copy of this letter as an exhibit to said Schedule 13D or Schedule 13G or any amendments thereto.

Very truly yours,

Clal Electronics Industries Ltd.

By: /s/ Boaz Simons, /s/ Guy Rosen

Agreed: Clal Industries and Investments Ltd.

By: /s/ Boaz Simons, /s/ Guy Rosen

Page 23 of 29 pages

Exhibit 6

June 19, 2006

Clal Industries and Investments Ltd.
The Triangle Tower, 45th floor
3 Azrieli Center,
Tel Aviv, 67023
Israel

Gentlemen:

Pursuant to rule 13d-1(f)(1)(iii) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agrees that Clal Industries and Investments Ltd. ("CII") may file as necessary on behalf of the undersigned with the Securities and Exchange Commission a Schedule 13D or Schedule 13G and any amendments thereto in respect of shares of Nova Measuring Instruments Ltd. purchased, owned or sold from time to time by the undersigned.

CII is hereby authorized to file a copy of this letter as an exhibit to said Schedule 13D or Schedule 13G or any amendments thereto.

Very truly yours,

IDB Holding Corporation Ltd..

By: /s/ Eyal Solganik, /s/ Eli Cohen

Agreed: Clal Industries and Investments Ltd.

By: /s/ Gonen Bieber, /s/ Gil Milner

Page 24 of 29 pages

Exhibit 7

June 19, 2006

Clal Industries and Investments Ltd.
The Triangle Tower, 45th floor
3 Azrieli Center,
Tel Aviv, 67023
Israel

Gentlemen:

Pursuant to rule 13d-1(f)(1)(iii) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agrees that Clal Industries and Investments Ltd. ("CII") may file as necessary on behalf of the undersigned with the Securities and Exchange Commission a Schedule 13D or Schedule 13G and any amendments thereto in respect of shares of Nova Measuring Instruments Ltd. purchased, owned or sold from time to time by the undersigned.

CII is hereby authorized to file a copy of this letter as an exhibit to said Schedule 13D or Schedule 13G or any amendments thereto.

Very truly yours,
/s/ Eyal Solganik, /s/ Eli Cohen
IDB Development Corporation Ltd.

Agreed: Clal Industries and Investments Ltd.

By: /s/ Gonen Bieber, /s/ Gil Milner

Page 25 of 29 pages

Exhibit 8

June 19, 2006

Clal Industries and Investments Ltd.
The Triangle Tower, 45th floor
3 Azrieli Center,
Tel Aviv, 67023
Israel

Gentlemen:

Pursuant to rule 13d-1(f)(1)(iii) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agrees that Clal Industries and Investments Ltd. ("CII") may file as necessary on behalf of the undersigned with the Securities and Exchange Commission a Schedule 13D or Schedule 13G and any amendments thereto in respect of shares of Nova Measuring Instruments Ltd. purchased, owned or sold from time to time by the undersigned.

Edgar Filing: NOVA MEASURING INSTRUMENTS LTD - Form SC 13D/A

CII is hereby authorized to file a copy of this letter as an exhibit to said Schedule 13D or Schedule 13G or any amendments thereto.

Very truly yours,
/s/ Nochi Dankner

Agreed: Clal Industries and Investments Ltd.

By: /s/ Gonen Bieber, /s/ Gil Milner

Page 26 of 29 pages

Exhibit 9

June 19, 2006

Clal Industries and Investments Ltd.
The Triangle Tower, 45th floor
3 Azrieli Center,
Tel Aviv, 67023
Israel

Gentlemen:

Pursuant to rule 13d-1(f)(1)(iii) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agrees that Clal Industries and Investments Ltd. ("CII") may file as necessary on behalf of the undersigned with the Securities and Exchange Commission a Schedule 13D or Schedule 13G and any amendments thereto in respect of shares of Nova Measuring Instruments Ltd. purchased, owned or sold from time to time by the undersigned.

CII is hereby authorized to file a copy of this letter as an exhibit to said Schedule 13D or Schedule 13G or any amendments thereto.

Very truly yours,
/s/ Shelly Bergman

Agreed: Clal Industries and Investments Ltd.

By: /s/ Gonen Bieber, /s/ Gil Milner

Page 27 of 29 pages

Exhibit 10

June 19, 2006

Clal Industries and Investments Ltd.
The Triangle Tower, 45th floor
3 Azrieli Center,
Tel Aviv, 67023
Israel

Gentlemen:

Edgar Filing: NOVA MEASURING INSTRUMENTS LTD - Form SC 13D/A

Pursuant to rule 13d-1(f)(1)(iii) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agrees that Clal Industries and Investments Ltd. ("CII") may file as necessary on behalf of the undersigned with the Securities and Exchange Commission a Schedule 13D or Schedule 13G and any amendments thereto in respect of shares of Nova Measuring Instruments Ltd. purchased, owned or sold from time to time by the undersigned.

CII is hereby authorized to file a copy of this letter as an exhibit to said Schedule 13D or Schedule 13G or any amendments thereto.

Very truly yours,
/s/ Avraham Livnat

Agreed: Clal Industries and Investments Ltd.

By: /s/ Gonen Bieber, /s/ Gil Milner

Page 28 of 29 pages

Exhibit 11

June 19, 2006

Clal Industries and Investments Ltd.
The Triangle Tower, 45th floor
3 Azrieli Center,
Tel Aviv, 67023
Israel

Gentlemen:

Pursuant to rule 13d-1(f)(1)(iii) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agrees that Clal Industries and Investments Ltd. ("CII") may file as necessary on behalf of the undersigned with the Securities and Exchange Commission a Schedule 13D or Schedule 13G and any amendments thereto in respect of shares of Nova Measuring Instruments Ltd. purchased, owned or sold from time to time by the undersigned.

CII is hereby authorized to file a copy of this letter as an exhibit to said Schedule 13D or Schedule 13G or any amendments thereto.

Very truly yours,
/s/ Ruth Manor

Agreed: Clal Industries and Investments Ltd.

By: /s/ Gonen Bieber, /s/ Gil Milner

Page 29 of 29 pages