

OPTIBASE LTD
Form 6-K
November 29, 2018

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16
of the Securities Exchange Act of 1934

Date of Report: November 29, 2018
Commission File No.: 000-29992

OPTIBASE LTD.
(Translation of registrant's name into English)

8 Hamanofim Street
Herzliya 4672559, Israel
+972-73-7073700
(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 ☐

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

Attached hereto and incorporated by way of reference herein is a press release issued by the Registrant and entitled "Optibase Ltd. announces third quarter 2018 results".

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.

OPTIBASE LTD.
(the “Registrant”)

By: /s/ Amir Philips

Amir Philips
Chief Executive Officer

Date: November 29, 2018

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OPTIBASE LTD. ANNOUNCES THIRD QUARTER 2018 RESULTS

HERZLIYA, Israel, November 29, 2018 – Optibase Ltd. (NASDAQ: OBAS) today announced financial results for the third quarter ended September 30, 2018.

Revenues from fixed income real estate totaled \$4.1 million for the quarter ended September 30, 2018 compared to revenues of \$4.3 million for the quarter ended September 30, 2017.

Net loss attributable to Optibase Ltd. ("Optibase") shareholders for the quarter ended September 30, 2018 was \$219,000 or \$0.04 per basic and diluted share compared to net loss of \$55,000 or \$0.01 per basic and diluted share for the quarter ended September 30, 2017.

For the nine months ended September 30, 2018 revenues totaled \$12.5 million compared to revenues of \$12.4 million for the nine months ended September 30, 2017. Net loss attributable to Optibase's shareholders for the period was \$2 million or \$0.38 per basic and diluted share, compared to a net loss of \$605,000 or \$0.12 per basic and diluted share for the nine months ended September 30, 2017.

Weighted average shares outstanding used in the calculation for the periods were approximately 5.2 million basic and diluted shares for each period.

As of September 30, 2018, we had cash and cash equivalents of \$17.7 million, and shareholders' equity of \$77.2 million, compared with \$20.3 million, and \$77.1 million, respectively, as of December 31, 2017.

Mr. Amir Philips, Chief Executive Officer of Optibase commented on the third quarter results: "This quarter our fixed income real estate rent decreased compared to the third quarter of 2017 and our net loss has increased compared to the third quarter of 2017. The increase in our net loss is mostly due to an increase in our financial expenses. For the third quarter of 2018, we generated NOI of \$3.3 million representing a decrease compared to the same period in 2017 due to decrease in our revenues. In addition, for the third quarter of 2018, our Recurring FFO increased to \$1.2 million compared to Recurring FFO of \$955,000 for the third quarter of 2017. The increase in our Recurring FFO is due to a decrease in our equity share in losses of associates, net, related to our investment in 300 River Holdings, LLC." Mr. Philips concluded: "We are working to maintain our basic parameters and to increase our financial stability as we progress through 2018."

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ACCOUNTING AND OTHER DISCLOSURES

Non-GAAP Net Operating Income, or NOI, is a non-GAAP financial measure. The most directly comparable GAAP financial measure is operating income, which, to calculate NOI, is adjusted to add back real estate depreciation, and amortization, general and administrative expenses and other operation expenses less gain on sale of operating properties. We use NOI internally as a performance measure and believe that NOI (when combined with the primary GAAP presentations) provides useful information to investors regarding our financial condition and results of operations because it reflects only those income and expense item that are incurred at the property level.

We consider the NOI to be an appropriate supplemental non-GAAP measure to operating income because it assists management, and thereby investors, to understand the core property operations prior to depreciation and amortization expenses and general and administrative costs. In addition, because prospective buyers of real estate have different overhead structures, with varying marginal impact to overhead by acquiring real estate, we consider the NOI to be a useful measure for determining the value of a real estate asset or groups of assets.

The metric NOI should only be considered as supplemental to the metric operating income as a measure of our performance. NOI should not be used as a measure of our liquidity, nor is it indicative of funds available to fund our cash needs, including our ability to pay dividends or make distributions. NOI should also not be used as a supplement to, or substitute for, cash flow from operating activities (computed in accordance with generally accepted accounting principles in the United States).

Non-GAAP Funds from operation, or FFO, is a non-GAAP financial measure. The most directly comparable GAAP financial measure is net income, which, to calculate FFO, is adjusted to add back depreciation and amortization and after adjustments for unconsolidated associates. We make certain adjustments to FFO, which it refers to as Non-GAAP recurring FFO or recurring FFO, to account for items we do not believe are representative of ongoing operating results, including transaction costs associated with acquisitions. We use FFO internally as a performance measure and we believe FFO (when combined with the primary GAAP presentations) is a useful, supplemental measure of our operating performance as it's a recognized metric used extensively by the real estate industry. We also believe that Recurring FFO is a useful, supplemental measure of our core operating performance. Optibase believes that financial analysts, investors and shareholders are better served by the presentation of operating results generated from its FFO and Recurring FFO measures.

We consider the FFO and Recurring FFO to be an appropriate supplemental non-GAAP measure to operating income because it assists management, and thereby investors, in analyzing our operating performance.

The metric's FFO and Recurring FFO should only be considered as supplemental to the metric net income as a measure of our performance. FFO (i) does not represent cash flow from operations as defined by GAAP, (ii) is not indicative of cash available to fund all cash flow needs, including the ability to make distributions, (iii) is not an alternative to cash flow as a measure of liquidity, and (iv) should not be considered as an alternative to net income (which is determined in accordance with GAAP) for purposes of evaluating our operating performance.

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Reconciliation of GAAP to Non-GAAP (Unaudited) Supplemental Financial Data

A reconciliation of operating income to NOI is as follows:

	Nine months ended		Three months ended	
	September 30	September 30	September 30	September 30
	2018	2017	2018	2017
	\$	\$	\$	\$
	Unaudited	Unaudited	Unaudited	Unaudited
GAAP Operating income	4,422	4,956	1,517	1,628
Adjustments:				
Real estate depreciation and amortization	3,233	3,214	1,081	1,115
General and administrative	2,568	1,960	742	736
Non-GAAP Net Operating Income NOI	10,223	10,130	3,340	3,479

A reconciliation of net income to FFO and Recurring FFO is as follows:

	Nine months ended		Three months ended	
	September 30	September 30	September 30	September 30
	2018	2017	2018	2017
	\$	\$	\$	\$
	Unaudited	Unaudited	Unaudited	Unaudited
GAAP Net loss attributable to Optibase LTD	(1,977)	(605)	(219)	(55)
Adjustments :				
Real estate depreciation and amortization	3,233	3,214	1,081	1,115
Pro-rata share of real estate depreciation and amortization from unconsolidated associates	1,925	317	673	194
Non-controlling interests share in the above adjustments	(845)	(861)	(287)	(299)
Non-GAAP Fund From Operation (FFO)	2,336	2,065	1,248	955
Non-GAAP Recurring Fund From Operation (Recurring FFO)	2,336	2,065	1,248	955

Amounts in thousands

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About Optibase

Optibase invests in the fixed-income real estate field and currently holds properties and beneficial interest in real-estate assets and projects in Switzerland, Germany, Texas, Philadelphia, PA, Miami, FL, and in Chicago, IL, USA and is currently looking for additional real estate investment opportunities. Optibase was previously engaged in the field of digital video technologies until the sale of its video solutions business to Optibase Technologies Ltd., a wholly owned subsidiary of VITEC Multimedia in July 2010. For further information, please visit www.optibase-holdings.com.

This press release contains forward-looking statements concerning our marketing and operations plans. All statements, other than statements of historical fact, are statements that could be deemed forward-looking statements. All forward-looking statements in this press release are made based on management's current expectations which involve risks, uncertainties and other factors that could cause results to differ materially from those expressed in forward-looking statements. These statements involve a number of risks and uncertainties including, but not limited to, difficulties in finding suitable real-estate properties for investment, availability of financing for the acquisition of real-estate, difficulties in leasing of real-estate properties, insolvency of tenants, difficulties in the disposition of real-estate projects, risk relating to collaborative arrangements with our partners relating to our real-estate properties, risks relating to the full consummation of the transaction for the sale of our video solutions business, general economic conditions and other risk factors. For a more detailed discussion of these and other risks that may cause actual results to differ from the forward looking statements in this press release, please refer to Optibase's most recent annual report on Form 20-F. Optibase does not undertake any obligation to update forward-looking statements made herein.

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Optibase Ltd.
Condensed Consolidated Statement of Operations
For the Period Ended September 30, 2018

	Nine months ended		Three months ended	
	September 30	September 30	September 30	September 30
	2018	2017	2018	2017
	\$	\$	\$	\$
	Unaudited	Unaudited	Unaudited	Unaudited
Fixed income real estate rent	12,507	12,426	4,090	4,250
Cost and expenses:				
Cost of real estate operation	2,284	2,296	750	771
Real estate depreciation and amortization	3,233	3,214	1,081	1,115
General and administrative	2,568	1,960	742	736
Total cost and expenses	8,085	7,470	2,573	2,622
Operating income	4,422	4,956	1,517	1,628
Other Income	458	452	148	144
Financial expenses, net	(2,208)	(1,821)	(705)	(275)
Income before taxes on income	2,672	3,587	960	1,497
Taxes on income	(1,130)	(1,306)	(390)	(479)
Equity share in losses of associates, net	(1,919)	(1,164)	(257)	(430)
Net income (loss)	(377)	1,117	313	588
Net income attributable to non-controlling interests	1,600	1,722	532	643
Net loss attributable to Optibase LTD	(1,977)	(605)	(219)	(55)
Net loss per share :				
Basic and Diluted	\$(0.38)	\$(0.12)	\$(0.04)	\$(0.01)
Number of shares used in computing earnings losses per share				
Basic	5,185	5,180	5,186	5,180
Diluted	5,185	5,180	5,186	5,180

Amounts in thousands

OPTIBASE REPORTS/6Condensed Consolidated Balance Sheets

	September 30, 2018 Unaudited	December 31, 2017 Audited
<u>Assets</u>		
Current Assets:		
Cash and cash equivalents	17,655	20,268
Restricted cash	87	292
Trade receivables, net	260	332
Other accounts receivables and prepaid expenses	509	506
Total current assets	18,511	21,398
Long term investments:		
Other long term deposits	3,916	3,483
Investments in companies and associates	15,372	17,556
Total Long term investments	19,288	21,039
Property and other assets, net:		
Real estate properties, net	213,366	216,726
Other assets, net	139	140
Total property and other assets	213,505	216,866
Total assets	251,304	259,303
<u>Liabilities and shareholders' equity</u>		
Current Liabilities:		
Current maturities of long term loans and bonds	5,890	6,048
Accounts payable and accrued expenses	4,591	4,362
Liabilities attributed to discontinued operations	2,061	2,061
Total current liabilities	12,542	12,471
Long term liabilities:		
Deferred tax liabilities	13,821	14,042
Land lease liability, net	6,177	6,295
Other long term liabilities	220	294
Loan from controlling shareholder	2,453	4,886
Long term loans, net of current maturities	132,138	135,774
Long term bonds, net of current maturities	6,773	8,473
Total long term liabilities	161,582	169,764
Shareholders' equity:		
Shareholders' equity of Optibase Ltd	55,682	57,037
Non-controlling interests	21,498	20,031
Total shareholders' equity	77,180	77,068

Total liabilities and shareholders' equity	251,304	259,303
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Amounts in thousands

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