

NOVA MEASURING INSTRUMENTS LTD
Form SC 13D/A
March 25, 2010

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

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO.4)*

NOVA MEASURING INSTRUMENTS LTD.

(Name of Issuer)

ORDINARY SHARES, PAR VALUE NIS 0.01 PER SHARE

(Title of Class of Securities)

M7516K103

(CUSIP Number)

NUFAR MALOVANI, ADV.
CORPORATE SECRETARY
CLAL INDUSTRIES AND INVESTMENTS LTD.
3 AZRIELI CENTER, THE TRIANGULAR TOWER,
45TH FLOOR,
TEL-AVIV 67023,
ISRAEL
TEL: +972-3-607-5794

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

MARCH 10, 2010

(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 that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-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 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 disclosures provided in a prior cover page.

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

The information required on 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

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
3,474,476 shares

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
3,474,476 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,474,476 shares

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14.00%

14 TYPE OF REPORTING PERSON
CO

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

3,474,476

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

3,474,476

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,474,476

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

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

14.00%

14 TYPE OF REPORTING PERSON

CO

SCHEDULE 13D

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

CUSIP NO. M7516K103

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

3,474,476**

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

3,474,476**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,474,476**

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

**

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

14.00%

14 TYPE OF REPORTING PERSON

CO

** Does not include 133,563 Ordinary Shares (the "CIEH Shares") held for members of the public through, among others, provident funds and/or mutual funds and/or pension funds and/or exchange traded funds and/or insurance policies, which are managed by subsidiaries of Clal Insurance Enterprises Holdings Ltd., 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

3,474,476**

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

3,474,476**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,474,476**

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

**

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

14.00%

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 22 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

3,474,476**

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

3,474,476**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,474,476**

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

**

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

14.00%

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 22 pages

SCHEDULE 13D

CUSIP NO. M7516K103

1 NAME OF REPORTING PERSONS

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

Shelly Bergman

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
		3,474,476**
	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		3,474,476**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,474,476**

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14.00%

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 22 pages

SCHEDULE 13D

CUSIP NO. M7516K103

1 NAME OF REPORTING PERSONS

Avraham Livnat

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

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	8	SHARED VOTING POWER
BENEFICIALLY		3,474,476**
OWNED BY		
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON WITH		
	10	SHARED DISPOSITIVE POWER
		3,474,476**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,474,476**

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14.00%

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 22 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
3,474,476**

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
3,474,476**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,474,476**

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14.00%

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 22 pages

This Amendment No. 4 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, (the "Ordinary Shares"), of Nova Measuring Instruments Ltd. (the "Issuer"), previously filed with the Securities and Exchange Commission (the "SEC") by the Reporting Persons, the last amendment of which was filed with the SEC on December 11, 2007.

Unless otherwise defined in this Amendment No. 4, capitalized terms have the meanings given to them in the Statement.

The following amends and supplements Items 2, 4, 5, 6 and 7 of the Statement.

ITEM 2. IDENTITY AND BACKGROUND

Item 2 of the Statement is hereby amended and supplemented as follows:

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

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

As of March 22, 2010:

Nochi Dankner (together with a private company controlled by him) and his sister Shelly Bergman owned approximately 56.9% and 12.5% respectively of the outstanding shares of, and control, Ganden Holdings Ltd. ("Ganden Holdings"), a private Israeli company. One of the other shareholders of Ganden Holdings, owning approximately 1.7% of Ganden Holdings' outstanding shares, agreed to vote all its shares of Ganden Holdings in accordance with Nochi Dankner's instructions.

Ganden Holdings owned approximately 54.5% of the outstanding shares of IDB Holding, including approximately 37% of the outstanding shares of IDB Holding owned through Ganden Investments I.D.B. Ltd. ("Ganden"), a private Israeli company, which is an indirect wholly owned subsidiary of Ganden Holdings. These shares of IDB Holding, other than approximately 31% of the outstanding shares of IDB Holding owned by Ganden, are not subject to the IDB Shareholders Agreement. Substantially all of the shares of IDB Holding owned by Ganden and Ganden Holdings have been pledged to financial institutions as collateral for loans taken to finance the purchase of these shares. Upon certain events of default, these financial institutions may foreclose on the loans and assume ownership of or sell these shares.

Shelly Bergman holds, through a wholly owned private Israeli corporation, approximately 4.2% of the outstanding shares of IDB Holding. These shares of IDB Holding are not subject to the IDB Shareholders Agreement.

Ruth Manor controls Manor Holdings B.A. Ltd. ("Manor Holdings"), a private Israeli company which owns approximately 13.2% of the outstanding shares of IDB Holding (of which, approximately 3% are held directly and approximately 10% 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). These shares of IDB Holding, other than approximately 10% of the outstanding shares of IDB Holding owned by Manor, are not subject to the IDB Shareholders Agreement. Holding and IDB Development.

Page 10 of 22 pages

Avraham Livnat holds, through Avraham Livnat Ltd., a private Israeli corporation which is controlled by him, approximately 13.2% of the outstanding shares of IDB Holding, including approximately 10% of the outstanding shares of IDB Holding owned through Livnat, which is a wholly owned subsidiary of Avraham Livnat Ltd. These shares of IDB Holding, other than approximately 10% of the outstanding shares of IDB Holding owned by Livnat, are not subject to the IDB Shareholders Agreement.

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,

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

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.

ITEM 4. PURPOSE OF TRANSACTION

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

The Ordinary Shares reported herein as beneficially owned by the Reporting Persons are held for investment purposes and the Ordinary Shares are not held for the purpose of or with the effect of changing or influencing the control of the Issuer. The Reporting Persons intend to review on a continuing basis their investment in the Ordinary Shares and take such actions with respect to their investment as they deem appropriate in light of the circumstances existing from time to time. Such actions could include, among other things, selling the Ordinary Shares, in whole or in part, at any time (whether through open market transactions, privately negotiated transactions or otherwise). The Reporting Persons could also determine to purchase Ordinary Shares, subject to applicable laws. Any such decision would be based on an assessment by the Reporting Persons of a number of different factors, including, without limitation, the business, prospects and affairs of the Issuer, the market for the Ordinary Shares, the condition of the securities markets, general economic and industry conditions and other opportunities available to the Reporting Persons.

To the best knowledge of the Reporting Persons, the persons named in Exhibits 1-4 hereto may purchase or dispose of Ordinary Shares on their own account from time to time, subject to applicable laws.

Except as may be provided otherwise herein, none of the Reporting Persons, nor to the best of their knowledge, any of the persons named in Exhibits 1-4 hereto, has any present plans or proposals which relate to or would result in any of the actions described in subsections (a) through (j) of Item 4 of Schedule 13D.

Page 11 of 22 pages

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 24,477,034 Ordinary Shares outstanding on March 1, 2010. As described in Item 5(c) below, on March 11, 2010, Clal Electronics was issued 336,134 Ordinary Shares upon the exercise of outstanding warrants. The percentages of Ordinary Shares outstanding set forth in this Statement are based on the total of the above two numbers, or 24,813,168 Ordinary Shares.

(a), (b) As of March 10, 2010:

Clal Industries and Clal Electronics beneficially own, and may be deemed to share the power to vote and dispose of, 3,474,476 Ordinary Shares, constituting approximately 14.00% 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 3,474,476 Ordinary Shares held by Clal Industries, constituting, in the aggregate, approximately 14.00% of the

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

outstanding Ordinary Shares of the Issuer. IDB Development disclaims beneficial ownership of all of the 3,474,476 Ordinary 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 3,474,476 Ordinary Shares beneficially owned by IDB Development, constituting approximately 14.38 of the outstanding Ordinary 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 Ordinary 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 4 to this Statement, purchased or sold any Ordinary Shares in the sixty days preceding March 10, 2010, except as set forth below:

During the period from January 8, 2010 through March 10, 2010, Clal Electronics made the following sales of Ordinary Shares, totaling 1,000,000 Ordinary Shares, at prices ranging from \$5.10 to \$5.2922 per share, all of which were made in open market transactions on the NASDAQ:

PRICE PER SHARE (US \$)	AMOUNT OF ORDINARY SHARES	DATE
-----	-----	----
5.10	858,531	March 10, 2010
5.2922	141,469	March 10, 2010

On February 28, 2007 the Issuer issued warrants to Clal Electronics for the purchase of approximately 872,093 Ordinary Shares at an exercise price of \$3.05 per share (the "Warrants"). On March 11, 2010, Clal Electronics exercised all of the Warrants, via a cashless exercise, and was issued 336,134 Ordinary Shares.

Page 12 of 22 pages

(d) Not applicable.

(e) Not applicable.

ITEM 6. INTEREST IN SECURITIES OF THE ISSUER

Item 6 of the Statement is hereby amended and supplemented as follows:

Clal Electronics is a party to a lock-up letter agreement with the underwriters for the Issuer's public offering of Ordinary Shares. The lock-up letter agreement expires 60 days after the date of the Issuer's final prospectus supplement (April 5, 2010). The restrictions of the lock-up letter agreement do not apply to the sale by Clal Electronics of up to one million Ordinary Shares.

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 and Investments Ltd., (3) IDB Development and (4) IDB Holding.

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

- Exhibit 5 (*) Joint Filing Agreement between Clal Industries and Investments Ltd. and Clal Electronics Industries Ltd. authorizing Clal Industries and Investments Ltd. to file this Schedule 13D and any amendments hereto.
- Exhibit 6 (*) Joint Filing Agreement between Clal Industries and Investments Ltd. and IDB Development authorizing Clal Industries and Investments Ltd. to file this Schedule 13D and any amendments hereto.
- Exhibit 7 (*) Joint Filing Agreement between Clal Industries and Investments Ltd. and IDB Holding authorizing Clal Industries and Investments Ltd. to file this Schedule 13D and any amendments hereto.
- Exhibit 8 (*) Joint Filing Agreement between Clal Industries and Investments Ltd. and Mr. Dankner authorizing Clal Industries and Investments Ltd. to file this Schedule 13D and any amendments hereto.
- Exhibit 9 (*) Joint Filing Agreement between Clal Industries and Investments Ltd. and Mrs. Bergman authorizing Clal Industries and Investments Ltd. to file this Schedule 13D and any amendments hereto.
- Exhibit 10 (*) Joint Filing Agreement between Clal Industries and Investments Ltd. and Mrs. Manor authorizing Clal Industries and Investments Ltd. to file this Schedule 13D and any amendments hereto.
- Exhibit 11 (*) Joint Filing Agreement between Clal Industries and Investments Ltd. and Mr. Livnat authorizing Clal Industries and Investments Ltd. to file this Schedule 13D and any amendments hereto.

(*) Previously filed as Exhibits 5-11 to Amendment No. 3 to the Schedule 13D filed with the SEC on December 11, 2007, and incorporated herein by reference.

Page 13 of 22 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: March 25, 2010

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

BY: CLAL INDUSTRIES AND INVESTMENTS LTD.

By: /s/ Yehuda Ben Ezra, /s/ Gonen Bieber

Yehuda Ben Ezra, and Gonen Bieber 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 Bergman, Ruth Manor and Avraham Livnat pursuant to the agreements annexed as exhibits 5-11 to this Schedule 13D.

Page 14 of 22 pages

EXHIBIT 1

Executive Officers and Directors of
CLAL ELECTRONICS INDUSTRIES LTD.
(as of March 10, 2010)

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

NAME AND ADDRESS -----	POSITION -----	PRINCIPAL OCCUPATION -----
Avi Fischer 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Director	Director and Co-Chief Executive Officer of Clal Electronics Industries Ltd.
Yehuda Ben Ezra 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Director and Comptroller	Comptroller of Clal Electronics Industries Ltd.
Gonen Bieber * 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Director and Finance Manager	Finance Manager of Clal Electronics Industries Ltd.
Nitsa Einan 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	General Counsel	General Counsel of Clal Electronics Industries Ltd.

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

Page 15 of 22 pages

EXHIBIT 2

Executive Officers and Directors of
CLAL INDUSTRIES AND INVESTMENTS LTD.
(as of March 10, 2010)

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

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

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 of IDB Holding; IDB Develop Investment Corporation Ltd. and Clal Investments Ltd.; Businessman and di
Avi Fischer 3 Azrieli Center, The Triangular Tower, 45th floor, Tel-Aviv 67023, Israel	Director & Co-Chief Executive Officer	Executive Vice President of IDB Hold of IDB Development; Co-Chief Executi Industries and Investments Ltd..
Refael Bisker 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Director	Chairman of Property and Building Co Co-Chairman of Shufersal Ltd.
Marc Schimmel 54-56 Euston St., London NW1, United Kingdom	Director	Co-Managing Director of UKI Investme
Yecheskel Dovrat 1 Nachshon Street, Ramat Hasharon 47301, Israel	Director	Economic consultant & director of co
Eliahu Cohen 3 Azrieli Center, The Triangular Tower 44th floor, Tel-Aviv 67023, Israel	Director	Chief Executive Officer of IDB Devel
Shay Livnat 3 Azrieli Center, The Triangular Tower, 45th floor, Tel-Aviv 67023, Israel	Director	President of Zoe Holdings Ltd.
David Leviatan 18 Mendele Street, Herzelia 46709, Israel	Director	Director of companies.
Isaac Manor (*) 103 Kahanman Street, Bnei Brak 51553, Israel	Director	Chairman of companies in the motor v David Lubinski Ltd. group.
Dori Manor (*) 103 Kahanman Street, Bnei Brak 51553, Israel	Director	Chief Executive Officer of companies sector of the David Lubinski Ltd. gr
Adiel Rosenfeld 42 Ha'Alon Street, Timrat 23840, Israel	Director	Representative in Israel of the Akti
Page 16 of 22 pages		
Liora Polachek 46 He Beiyar St., Tel Aviv , Israel	External Director	Independent Lawyer, Partner and Dire Polachek Attorney.
Zeev Ben- Asher	External Director	Managers Coacher and organizational

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

20 Carmely St., Ramt-Gan ,
Israel

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

Co-Chief Executive
Officer

Executive Vice President of IDB Hold
of IDB Development; Co-Chief Executi
Industries and Investments Ltd..

Boaz Simons
3 Azrieli Center, The Triangular
Tower 45th floor, Tel-Aviv 67023,
Israel

Senior Vice
President

Senior Vice President of Clal Indust
Ltd..

Guy Rosen
3 Azrieli Center, The Triangular
Tower 45th floor, Tel-Aviv 67023,
Israel

Senior Vice
President

Senior Vice President of Clal Indust
Ltd.; Deputy Chairman of IDB Tourism

Gonen Bieber (**)
3 Azrieli Center, The Triangular
Tower 45th floor, Tel-Aviv 67023,
Israel

Vice President and
Chief Financial
Officer

Vice President and Chief Financial O
Industries and Investments Ltd.; Vic
finance manager of IDB Development;
IDB Holding.

Nitsa Einan
3 Azrieli Center, The Triangular
Tower 45th floor, Tel-Aviv 67023,
Israel

Vice President and
General Counsel

General Counsel of Clal Industries a
and Clal Biotechnology Industries Lt

Yehuda Ben Ezra
3 Azrieli Center, The Triangular
Tower 45th floor, Tel-Aviv 67023,
Israel

Vice President &
Comptroller

Comptroller of Clal Industries and I

Tal Mund
3 Azrieli Center, the Triangular
Tower
45th floor, Tel Aviv 67023, Israel

Vice President

Business Development of Clal Industr
Ltd..

(*) Dual citizen of Israel and France.

(**) Dual citizen of Israel and Germany.

Page 17 of 22 pages

EXHIBIT 3

Directors and Executive Officers of
IDB DEVELOPMENT CORPORATION LTD.
(as of March 10, 2010)

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 of IDB Holding, IDB Development, Discount Investment Corporation Ltd. and Clal Industries and Investments Ltd.; Businessman and director of

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

		companies.
Zehava Dankner 64 Pinkas Street, Tel Aviv 62157, Israel	Director	Director of companies.
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 Holding; Deputy Chairman of IDB Development; Co-Chief Executive Officer of Clal Industries and Investments Ltd..
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 Holding; Deputy Chairman of IDB Development; Co-Chief Executive Officer of Clal Industries and Investments Ltd..
Refael Bisker 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Director	Chairman of Property and Building Corporation Ltd.; Co-Chairman of Shufersal Ltd.
Jacob Schimmel 7 High field Gardens, London NW11 9HD, United Kingdom	Director	Co-Managing Director of UKI Investments.
Shay Livnat 3 Azrieli Center, The Triangular Tower, 45th floor, Tel-Aviv 67023, Israel	Director	President of Zoe Holdings Ltd.
Eliahu Cohen 3 Azrieli Center, The Triangular Tower 44th floor, Tel-Aviv 67023, Israel	Director and Chief Executive Officer	Chief Executive Officer of IDB Development.

Page 18 of 22 pages

Isaac Manor (*) 103 Kahanman Street, Bnei Brak 51553, Israel	Director	Chairman of companies in the motor vehicle sector of the David Lubinski Ltd. group.
Dori Manor (*) 103 Kahanman Street, Bnei Brak 51553, Israel	Director	Chief Executive Officer of companies in the motor vehicle sector of the David 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	Director	Director of companies
Prof. Yoram Margalioth 16 Ha'efroni Street,	Director	Senior lecturer (expert on tax laws) at the Faculty of Law in

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

Raanana 43724, Israel		the Tel Aviv 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 of IDB Development; Chief Executive Officer of 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 Chief Financial Officer of IDB Development; Chief Financial Officer of IDB Holding.
Ari Raved 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Vice President	Vice President of IDB Development.
Gonen Bieber ** 3 Azrieli Center, The Triangular Tower, 45th floor, Tel-Aviv 67023, Israel	Vice President and finance manager	Vice President and Chief Financial Officer of Clal Industries and Investments Ltd.; Vice President and finance manager of IDB Development; Finance manager of IDB Holding.
Haim Gavrieli 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Executive Vice President	Chief Executive Officer of IDB Holding; Executive Vice President of IDB Development.

Page 19 of 22 pages

Haim Tabouch 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Vice President Comptrolling	Vice President Comptrolling of IDB Development; Comptroller of IDB Holding.
Amir Harosh 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Comptroller	Comptroller of IDB Development.
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.

(**) Dual citizen of Israel and Germany.

Page 20 of 22 pages

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

EXHIBIT 4

Directors and Executive Officers of
IDB HOLDING CORPORATION LTD.
(as of March 10, 2010)

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 of IDB Holding, IDB Development, Discount Investment Corporation Ltd. and Clal Industries and Investments Ltd.; Businessman and director of companies.
Isaac Manor (*) 103 Kahanman Street, Bnei Brak 51553, Israel	Deputy Chairman of the Board of Directors	Chairman of companies in the motor vehicle sector of the David Lubinski Ltd. group.
Arie Mientkavich 3 Azrieli Center, The Triangular Tower, 42nd floor, Tel-Aviv 67023, Israel	Vice Chairman of the Board of Directors	Chairman of Elron; Deputy Chairman of Gazit-Globe Ltd. and Chairman of Gazit-Globe Israel (Development) Ltd.
Zehava Dankner 64 Pinkas Street, Tel Aviv 62157, Israel	Director	Director of companies.
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.; Co-Chairman of Shufersal Ltd.
Jacob Schimmel 7 High field Gardens, London NW11 9HD, United Kingdom	Director	Co-Managing Director of UKI Investments.
Shaul Ben-Zeev Taavura Junction, Ramle 72102, Israel	Director	Chief Executive Officer of Avraham Livnat Ltd.
Eliahu Cohen 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Director	Chief Executive Officer of IDB Development.
Dori Manor (*) 103 Kahanman Street, Bnei Brak 51553, Israel	Director	Chief Executive Officer of companies in the motor vehicle sector of the David Lubinski Ltd. group.

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

Meir Rosenne 8 Oppenheimer Street, Ramat Aviv, Tel Aviv 69395, Israel	Director	Attorney.
Shmuel Dor 7 Tarad Street, Ramat Gan 52503, Israel	External Director	Head of auditing of subsidiaries of Clalit Health Services
Zvi Dvoresky 3 Biram Street, Haifa 34986, Israel	External Director	Chief Executive Officer of Beit Kranot Trust Ltd.
Zvi Livnat 3 Azrieli Center, The Triangular Tower, 45th floor, Tel-Aviv 67023, Israel	Director and Executive Vice President	Executive Vice President of IDB Holding; Deputy Chairman of IDB Development; Co-Chief Executive Officer of Clal Industries and Investments Ltd..
Haim Gavrieli 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Chief Executive Officer	Chief Executive Officer of IDB Holding; Executive Vice President of IDB Development.
Avi Fischer 3 Azrieli Center, The Triangular Tower, 45th floor, Tel-Aviv 67023, Israel	Executive Vice President	Executive Vice President of IDB Holding; Deputy Chairman of IDB Development; Co-Chief Executive Officer of Clal Industries and Investments Ltd..
Dr. Eyal Solganik 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Chief Financial Officer	Chief Financial Officer of IDB Holding; Executive Vice President and Chief Financial Officer of IDB Development.
Haim Tabouch 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Comptroller	Comptroller of IDB Holding; Vice President Comptrolling of IDB Development.
(*) Dual citizen of Israel and France.		