

DELTA GALIL INDUSTRIES LTD
Form 20-F/A
February 05, 2008

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON FEBRUARY 5, 2008

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 20-F/A

AMENDMENT NO. 3

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2004

COMMISSION FILE NUMBER 0-30020

DELTA GALIL INDUSTRIES LTD.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

ISRAEL
(JURISDICTION OF INCORPORATION OR ORGANIZATION)

2 Kaufman Street, Tel Aviv 68012, Israel
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

NONE
(Title of each class)

Securities registered or to be registered pursuant to Section 12(g) of the Act:

ORDINARY SHARES (1)
(Title of Class)

AMERICAN DEPOSITARY SHARES (2)
(Title of Class)

-
- (1) Not for trading, but only in connection with the listing of the American Depositary Shares.
 - (2) Evidenced by American Depositary Receipts, each American Depositary Share representing one ordinary share, par value NIS 1.00 per share.

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

NONE
(Title of class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock at the close of the period covered by the annual report:

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AS OF DECEMBER 31, 2004 THE REGISTRANT HAD 19,947,849 ORDINARY SHARES OUTSTANDING (INCLUDING 1,206,802 ORDINARY SHARES OWNED BY THE REGISTRANT AND 45,882 ORDINARY SHARES HELD BY A TRUSTEE IN CONNECTION WITH THE REGISTRANT'S STOCK OPTION PLANS).

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No
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Indicate by check mark which financial statement item the Registrant elected to follow:

Item 17 Item 18 X
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EXPLANATORY NOTE

Delta Galil Industries Ltd. is filing this amendment on Form 20-F/A to its Form 20-F ("Original Form 20-F") for the year ended December 31, 2004, originally filed on June 27, 2005, to revise Exhibit 4.1, following completion of the review by the Staff of the Securities and Exchange Commission of Delta Galil's application for confidential treatment of certain portions thereof.

Except as otherwise expressly stated herein and to reflect the changes referred to above, this amended annual report on Form 20-F/A speaks as of the filing date of the Original Form 20-F, and does not purport to reflect events or developments subsequent to the original filing date of the Original Form 20-F.

ITEM 19: EXHIBITS

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| (B) EXHIBITS | |
| 1.1 Memorandum of Association, as amended ** | |
| 1.2 Articles of Association ** | |
| 2.1 Form of Deposit Agreement and ADR * | |
| 4.1 Stock Purchase Agreement dated as of December 8, 2004 by and among Steven Klein, Kristina Nettesheim, and Gary Beggs, as selling | |

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shareholders and Delta Galil Industries Ltd. and Delta Galil USA Inc. as Purchaser relating to the acquisition of Burlen Corp +

- 4.2 Second Amended and Related Credit and Security Agreement dated as of December 9, 2004 by and among Delta Galil USA Inc., as Borrower; Bank Leumi USA and Bank Hapoalim B.M., as Lenders and Bank Leumi USA, as Agent *****
- 4.3 Agreement for Purchase and Sale of Stock of Auburn Hosiery Mills, Inc. dated October 30, 2003, by and among Delta Galil USA Inc., Delta Galil Industries Ltd., Delta Galil Holland B.V., CGW Holdings, Inc., GCI Spainco, S.L. and Kellwood Company ****
- 4.4 Option Plan to 13 employees of Delta Galil and/or its subsidiaries *
- 4.5 Option Plan to Arnon Tiberg *
- 4.6 Option Plan to 70 employees of Delta Galil and/or its subsidiaries ***
- 4.7 Delta Galil Industries Ltd. 2002 Share Option Plan *****
- 4.8 Form of Indemnification Undertaking *****
- 8.1 List of subsidiaries *****

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- 12.1 Section 302 Certification of CEO *****
- 12.2 Section 302 Certification of CFO *****
- 13.1 Section 906 Certification of CEO *****
- 13.2 Section 906 Certification of CFO *****
- 14.1 Consent of Kesselman & Kesselman *****
- 14.2 Consent of Baker Tilly *****
- 14.3 Consent of Ernst and Young *****

* Previously filed as an exhibit to Delta Galil's Registration Statement on Form F-1 (Registration No. 333-10062) filed with the Securities and Exchange Commission on February 26, 1999 and incorporated herein by reference.

** Previously filed as an exhibit to Delta Galil's Annual Report on Form 20-F (File No.0-30020) filed with the Securities and Exchange Commission on June 8, 2001 and incorporated herein by reference

*** Previously filed as an exhibit to Delta Galil's Registration Statement on Form S-8 (Registration No. 333-12608) filed with the Securities and Exchange Commission on September 26, 2000 and incorporated herein by reference.

**** Previously filed as an exhibit to Delta Galil's Annual Report on Form 20-F (File No. 0-30020) filed with the Securities and Exchange Commission on June 23, 2004 and incorporated herein by reference.

***** Previously filed as an exhibit to Delta Galil's Registration Statement on Form S-8 (Registration No. 353-102247) filed with the Securities and Exchange Commission on December 30, 2002 and incorporated herein by reference.

***** Previously filed as an exhibit to Delta Galil's Annual Report on Form 20-F (File No. 0-30020) filed with the Securities and Exchange Commission on June 26, 2003 and incorporated herein by reference.

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***** Previously filed as an exhibit to Delta Galil's Annual Report on Form 20-F (File No. 0-30020) filed with the Securities and Exchange Commission on June 27, 2005 and incorporated herein by reference.

***** Previously filed as an Exhibit to Delta Galil's Annual Report on Form 20-F/A (File No. 0-30020) filed with the Securities and Exchange Commission on April 13, 2006 and incorporated herein by reference.

***** Previously filed as an Exhibit to Delta Galil's Annual Report on Form 20-F/A (File No. 0-30020) filed with the Securities and Exchange Commission on April 25, 2006 and incorporated herein by reference.

+ Portions of this exhibit have been omitted and have been filed separately with the secretary of the Securities and Exchange Commission pursuant to a confidential treatment request.

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SIGNATURE

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F/A and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

DELTA GALIL INDUSTRIES LTD.

By: /S/ MIKI LAXER

Name: Miki Laxer
Title: Controller

Date: February 5, 2008

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