

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.

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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

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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       | 8  | SHARED VOTING POWER      |
| BENEFICIALLY |    | 4,138,342                |
| OWNED BY     |    |                          |
| EACH         | 9  | SOLE DISPOSITIVE POWER   |
| REPORTING    |    | 0                        |
| PERSON WITH  |    |                          |
|              | 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

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

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.

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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       | 8  | SHARED VOTING POWER      |
| BENEFICIALLY |    | 4,138,342**              |
| OWNED BY     |    |                          |
| EACH         | 9  | SOLE DISPOSITIVE POWER   |
| REPORTING    |    | 0                        |
| PERSON WITH  |    |                          |
|              | 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.

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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.

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SCHEDULE 13D

CUSIP NO. M7516K103

1 NAME OF REPORTING PERSONS

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Shelly Dankner-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

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.

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SCHEDULE 13D

CUSIP NO. M7516K103

1 NAME OF REPORTING PERSONS

Avraham Livnat

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

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(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.

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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) ☐

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

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.

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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:

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(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.

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(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.

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(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.

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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,

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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.

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### 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.

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(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:

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| Date<br>----      | Amount of Ordinary Shares<br>----- | Price Per Share (US \$)<br>----- |
|-------------------|------------------------------------|----------------------------------|
| 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 #<br>----- | Description<br>-----                                                                                                                                                                                                     |
|--------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 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                                                                                                 |

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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   |

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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.

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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<br>-----                                                     | Position<br>-----            | Principal Occupation<br>-----                              |
|-------------------------------------------------------------------------------|------------------------------|------------------------------------------------------------|
| Avi Fischer<br>3 Azrieli Center,<br>Triangular Tower,<br>Tel Aviv, Israel     | Director                     | Director and Co-Chief Executive Officer of Clal Industries |
| Yehuda Ben Ezra<br>3 Azrieli Center,<br>Triangular Tower,<br>Tel Aviv, Israel | Director and Comptroller     | Comptroller of Clal Industries                             |
| Gonen Bieber *                                                                | Director and Finance Manager | Finance Manager of Clal Industries                         |
| Nitsa Einan<br>3 Azrieli Center,<br>Triangular Tower,<br>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.

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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<br>-----                                                                    | Position<br>-----                                          | Current Principal Occupation<br>-----                                                |
|--------------------------------------------------------------------------------------------|------------------------------------------------------------|--------------------------------------------------------------------------------------|
| Nochi Dankner<br>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.         |
| Avi Fischer<br>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. |

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

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

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

\* British Citizenship

\*\* Israeli and French Citizenship

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

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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<br>-----                                                                     | Position<br>-----                         | Current Principal Occupation<br>-----                                                                                                         |
|---------------------------------------------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|
| Nochi Dankner<br>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 Industries and Investments Ltd.; Director              |
| Zehava Dankner<br>64 Pinkas Street, Tel Aviv 62157, Israel                                  | Director                                  | Member of the executive committee of the Beautiful Israel Council.                                                                            |
| Avi Fischer<br>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<br>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 Building                                                                                                             |

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

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

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|                                                                                           |                                        |                                                                                                |
|-------------------------------------------------------------------------------------------|----------------------------------------|------------------------------------------------------------------------------------------------|
| 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel                | Comptroller                            | Development; Comptroller of                                                                    |
| Inbal Tzion<br>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.

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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<br>-----                                                                     | Position<br>-----                                              | Current Principal Occupation<br>-----                                                                                     |
|---------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------|
| Nochi Dankner<br>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 (*)<br>26 Hagderot Street, Savion 56526, Israel                                 | Deputy Chairman of the Board of Directors                      | Chairman of companies in the vehicle sector of the David Ltd. group.                                                      |
| Arie Mientkavich<br>14 Betzalel Street,<br>Jerusalem 94591, Israel                          | Vice Chairman of the Board of Directors                        | Chairman of Elron; Chairman of Tourism Ltd.; Deputy Chairman of Gazit-Globe Israel (Development)                          |
| Zehava Dankner<br>64 Pinkas Street, Tel Aviv 62157, Israel                                  | Director                                                       | Member of the executive committee of the Beautiful Israel Council.                                                        |
| Lior Hannes<br>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<br>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<br>17 High field Gardens, London W11 9HD, United Kingdom                     | Director                                                       | Director of UKI Investments                                                                                               |
| Shaul Ben-Zeev<br>Taavura Junction, Ramle 72102, Israel                                     | Director                                                       | Chief Executive Officer of Livnat Ltd.                                                                                    |
| Eliahu Cohen<br>3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel  | Director                                                       | Chief Executive Officer of IDB Development.                                                                               |

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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.

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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.

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Exhibit 5

December 10, 2007

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

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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  
-----

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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

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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  
-----

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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.

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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  
-----

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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  
-----

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Exhibit 10

June 19, 2006

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

Gentlemen:

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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  
-----

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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  
-----

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