

NOVA MEASURING INSTRUMENTS LTD  
Form SC 13D/A  
March 20, 2013

---

---

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 8)\*

NOVA MEASURING INSTRUMENTS LTD.

---

(Name of Issuer)

ORDINARY SHARES, PAR VALUE ILS 0.01 PER SHARE

---

(Title of Class of Securities)

M7516K103

---

(CUSIP Number)

Nufar Malovani, Adv.  
Corporate Secretary  
Clal Industries Ltd.  
(formally 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 19, 2013

---

(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 §§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.

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

NAME OF REPORTING PERSONS

1

Clal Electronics Industries Ltd. (1)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

- (a)
- (b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

Not Applicable

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Israel

SOLE VOTING POWER

7

1,741,081 shares (2)

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

SHARED VOTING POWER

8

0

SOLE DISPOSITIVE POWER

9

1,741,081 shares (2)

SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

1,741,081 shares

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

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

6.53 % (3)

TYPE OF REPORTING PERSON

14

CO

(1) The filing of this joint Schedule 13D/A shall not be construed as an admission that any of the Reporting Persons is, for purposes of Section 13(d) or 13(g) of the Act, the beneficial owner of any securities covered by this statement.

(2) Clal Electronics Industries Ltd. has the sole power to vote or direct the vote of, and to dispose or direct the disposition of 1,741,081 Ordinary Shares to which this Schedule 13D/A relates.

(3) Based on 26,681,876 Ordinary Shares outstanding as of December 31, 2012, as reported on the Issuer's Form 20-F filed with the SEC on March 11, 2013.

---

SCHEDULE 13D

CUSIP No. M7516K103

NAME OF REPORTING PERSONS

1

Clal Industries Ltd. (1)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

- (a)
- (b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

Not Applicable

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Israel

SOLE VOTING POWER

7

1,741,081 shares (2)

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

SHARED VOTING POWER

8

0

SOLE DISPOSITIVE POWER

9

1,741,081 shares (2)

SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

1,741,081 shares

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

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

6.53% (3)

TYPE OF REPORTING PERSON

14

CO

(1) The filing of this joint Schedule 13D/A shall not be construed as an admission that any of the Reporting Persons is, for purposes of Section 13(d) or 13(g) of the Act, the beneficial owner of any securities covered by this statement.

(2) Clal Electronics Industries Ltd. has the sole power to vote or direct the vote of, and to dispose or direct the disposition of 1,741,081 Ordinary Shares to which this Schedule 13D/A relates.

(3) Based on 26,681,876 Ordinary Shares outstanding as of December 31, 2012, as reported on the Issuer's Form 20-F filed with the SEC on March 11, 2013.

---

This Amendment No. 8 amends and supplements the Statement on Schedule 13D (as amended from time to time, the "Statement"), 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 August 9, 2012.

The following amends Item 5 of the Statement.

Item 5. Interest in Securities of the Issuer

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

The percentage of Ordinary Shares outstanding set forth in this Statement is based on 26,681,876 Ordinary Shares outstanding as of December 31, 2012 as reported on the Issuer's Form 20-F filed with the SEC on March 11, 2013.

(a), (b) Clal Electronics Industries Ltd. beneficially owns and has the power to vote and dispose of 1,741,081 Ordinary Shares, constituting approximately 6.53% of the outstanding Ordinary Shares of the Issuer. Clal Industries Ltd. (formally Clal Industries and Investments Ltd.), by virtue of its holdings of 100% of the outstanding share capital of Clal Electronics Industries Ltd., beneficially owns the Ordinary Shares of the Issuer held by Clal Electronics Industries Ltd.

(c) The Reporting Persons sold Ordinary Shares of the Issuer in open market transactions on the dates, in the amounts, and for the prices per share set forth in the following table:

Date	Number of Ordinary Shares Sold	Price Per Share (US\$)
January 25, 2013	150,000	9.3950
February 8, 2013	62,300	9.3480
February 12, 2013	300	9.2570
February 20, 2013	50,000	9.4636
March 7, 2013	16,237	9.3200
March 8, 2013	18,700	9.2709
March 11, 2013	4,915	9.2526
March 12, 2013	11,030	9.2706
March 13, 2013	85,883	9.3572
March 14, 2013	34,030	9.2487

(d) Not applicable.

(e) Not applicable.

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 19, 2013

CLAL ELECTRONICS INDUSTRIES LTD.  
CLAL INDUSTRIES LTD.

BY: CLAL INDUSTRIES LTD.

By: /s/ Yehuda Ben Ezra /s/ Gonen Bieber  
authorized signatories of Clal Industries Ltd.  
for itself and on behalf of Clal Electronics  
Industries Ltd.  
pursuant to the agreement which is Exhibit 3 to  
this Schedule 13D/A.

---

---