

NOVA MEASURING INSTRUMENTS LTD  
Form 6-K  
September 10, 2003

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**FORM 6-K**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549  
Report of Foreign Private Issuer  
Pursuant to Rule 13a-16 or 15d-16  
of the Securities Exchange Act of 1934

Date of Report: September 10, 2003  
Commission File No.: 000-30688

**NOVA MEASURING INSTRUMENTS LTD.**

Building 22 Weitzmann Science Park, Rehovoth  
P.O.B 266

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F.  Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

If  Yes is marked, indicate below the file number assigned to the registrant in connection with 12g3-2(b):N/A.

Attached hereto as Exhibit 99.1 and incorporated by way of reference herein are the minutes of the Registrant's shareholders meeting of September 1, 2003.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Nova Measuring Instruments Ltd.  
(the "Registrant")

Date: September 10, 2003

BY: /S/ Chai Toren

Chai Toren  
VP Finance and Operations

Exhibit Index

## Exhibit 99.1

**MINUTES OF ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF NOVA MEASURING INSTRUMENTS LTD (THE COMPANY )**

Held on September 1, 2003 at 17:00 at the Company's Registered Offices at Building  
22 Weitzmann Science Park Rehovoth, Israel

The following Shareholders were present at the meeting in person or by Proxy:

<b>Name</b>	<b>Amount of Ordinary Shares Voted</b>	<b>Remarks</b>
Clal Electronic Industries, Ltd.	2,857,045 <sup>1</sup>	Present by Proxy
Inventech Investments Ltd.	1,581,244	Present by Proxy
Teuza - a Fairchild Technologies Venture Ltd.	1,751,327	Present by Proxy
Moshe Finarov	646,942	Present in Person
Giora Dishon	646,941	Present in Person
The PIA Group <sup>2</sup>	38,350	Present by Proxy
Others <sup>3</sup>	3,465,432 <sup>4</sup>	Present by Proxy
Total	10,987,281 <sup>5</sup>	

The number of Shares present in person or by Proxy is sufficient to constitute a legal quorum.

Also Present: Adv. Ephraim Schmeidler - counsel to the Company, Giora Dishon - Director of the Company, Dror David - Company Secretary.

Giora Dishon is elected to chairperson the meeting.

On the Agenda:

Item no. 1 the Shareholders have reviewed the Company's Annual Financial Statements for the period ending on December 31, 2002. As no comments were received from the Shareholders present at the meeting, the Shareholders move to the following issues on the agenda.

**SHAREHOLDERS OF THE COMPANY HAVE RESOLVED AS FOLLOWS:**

1. **RESOLVED**, to elect Barry Cox, Joseph Ciechanover, Avi Kerbs, Giora Dishon, Moshe Finarov and Alon Dumanis as Directors to serve for a period of one year or until their respective successors are duly elected and shall qualify, and to elect Lauri Hanover and Karrey Holand as External Directors to serve for a period of three years or until their respective successors are duly elected and shall qualify.

<sup>1</sup> Holds 3,079,084 Shares but voted through a proxy card limiting the amount of shares voted to those identified above.

<sup>2</sup> Comprised of three shareholder's represented by the same proxy: (i) PIA Estrategit Hitec, holding 13,700 shares; (ii) PIA Nivcheret Menaiot, holding 9,950 shares, and (iii) PIA Menaiot Yezu holding 14,700 shares.

<sup>3</sup> Public shareholders voted by proxy cards mailed to the Company's Transfer Agent.

<sup>4</sup> Other than with respect to proposals number 7 and number 8, on each of which 85,056 shares were voted.

<sup>5</sup> Other than with respect to proposals number 7 and number 8, on each of which 7,606,905 shares were voted.

2. **RESOLVED**, to appoint Brightman Almagor & Co. as the independent auditors of the Company for the year ending December 31, 2003, and to authorize the Board of Directors to fix the remuneration of such auditors in accordance with the volume and nature of their services.

3. **RESOLVED**, to approve the terms of engagement of Mr. Barry Cox.

SHAREHOLDERS OF THE COMPANY HAVE RESOLVED AS FOLLOWS:

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4. **RESOLVED**, to approve the resolution of the Company's Audit Committee and the Company's Board of Directors and approve the grant to each of the Company's external directors the right to receive options to purchase the Company's ordinary shares within the framework prescribed by the Regulations.
5. **RESOLVED**, to approve the Resolution of the Company's Board of Directors and the grant to each of (A) Lauri Hanover of and (B) Karrey Holland of an option to purchase 10,000 ordinary shares of the Company as set forth in proposal described in Item No. 6.
6. **RESOLVED**, to approve the resolution of the Company's Board of Directors and the amendment of the terms of compensation of (A) Dr. Giora Dishon and (B) Dr. Moshe Finarov as set forth in the proposal described in this Item 7.
7. **RESOLVED**, to approve the resolution of the Company's Board of Directors and the amendment of Option Plan 6 to provide that up to 960,000 shares may be issued pursuant to the exercise of options granted pursuant to Option Plan 6.
8. **RESOLVED**, to approve the terms of Employee Stock Purchase Plan No. 1.

Signed on this 3rd day of September, 2003

BY: /S/ Giora Dishon

Giora Dishon  
Chairperson of the Meeting

Minutes were prepared by Ephraim Schmeidler adv., Counsel to the Company.

### Exhibit Index:

99.2 Voting Table filed herewith

99.3 Proxy Statement filed with the SEC on August 5, 2003 and incorporated by reference.

### *Annex 1 - Voting Table*

Proposal	Vote	Total	%	Total voting per item	Quorum	Clal Electronics Industry Ltd.	Teuza Ltd.	Inventech	Dishon Giora	The PIA Group	Finarov Moshe	Others
		14,996,555										
1	For	10,985,731	99.99%	10,987,281	73.27%	3,079,245	1,751,327	1,581,244	646,942	38,350	646,941	7,252,506
1	Against	1,550	0.01%			2,857,045	1,751,327	1,581,244	646,942	38,350	646,941	3,463,882
1	Abstain	-	0.00%									1,550
2	For	10,985,091	99.98%	10,987,281	73.27%	2,857,045	1,751,327	1,581,244	646,942	38,350	646,941	3,463,242
2	Against	100	0.00%									100
2	Abstain	2,090	0.01%									2,090
3	For	10,931,449	99.49%	10,987,281	73.27%	2,857,045	1,751,327	1,581,244	646,942	38,350	646,941	3,409,600
3	Against	53,782	0.36%									53,782
3	Abstain	2,050	0.01%									2,050
4	For	10,980,913	99.94%	10,987,281	73.27%	2,857,045	1,751,327	1,581,244	646,942	38,350	646,941	3,459,064
4	Against	4,318	0.03%									4,318
4	Abstain	2,050	0.01%									2,050
5A	For	10,928,849	99.47%	10,987,281	73.27%	2,857,045	1,751,327	1,581,244	646,942	38,350	646,941	3,407,000
5A	Against	56,432	0.38%									56,432
5A	Abstain	2,000	0.01%									2,000
5B	For	10,931,349	99.49%	10,987,281	73.27%	2,857,045	1,751,327	1,581,244	646,942	38,350	646,941	3,409,500
5B	Against	53,932	0.36%									53,932
5B	Abstain	2,000	0.01%									2,000
6A	For	10,977,489	99.91%	10,987,281	73.27%	2,857,045	1,751,327	1,581,244	646,942	38,350	646,941	3,455,640
6A	Against	7,222	0.05%									7,222

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Proposal	Vote	Total	%	Total voting per item	Quorum	Clal Electronics Industry Ltd.	Teuza Ltd.	Inventech	Dishon Giora	The PIA Group	Finarov Moshe	Others
6A	Abstain	2,570	0.02%									2,570
6B	For	10,977,489	99.91%	10,987,281	73.27%	2,857,045	1,751,327	1,581,244	646,942	38,350	646,941	3,455,640
6B	Against	7,222	0.05%									7,222
6B	Abstain	2,570	0.02%									2,570
7	For	7,548,423	99.23%	7,606,905	50.72%	2,857,045	1,751,327	1,581,244	646,942	38,350	646,941	26,574
7	Against	56,482	0.74%									56,482
7	Abstain	2,000	0.03%									2,000
8	For	7,601,027	99.92%	7,606,905	50.72%	2,857,045	1,751,327	1,581,244	646,942	38,350	646,941	79,178
8	Against	3,878	0.05%									3,878
8	Abstain	2,000	0.03%									2,000