

NOVA MEASURING INSTRUMENTS LTD  
Form 6-K  
July 28, 2015

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16 OF  
THE SECURITIES EXCHANGE ACT OF 1934

July 28, 2015

Commission File No.: 000-30668

NOVA MEASURING INSTRUMENTS LTD.  
(Translation of registrant's name into English)

Building 22 Weizmann Science Park, Rehovot  
P.O.B 266  
Israel  
(Address of principal executive offices)

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 if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Attached hereto and incorporated by way of reference herein is a press release issued by the Registrant and entitled: "Nova Reports Record Revenues for Second Quarter 2015".

The financial statements tables included in the press release (pages 5-7 of the press release) are hereby incorporated by reference into the Registrant's registration statements on Form S-8, filed with the Securities and Exchange Commission on the following dates: December 29, 2005 (File No. 333-130745); November 5, 2007 (File No. 333-147140); October 25, 2012 (File No. 333-184585) and March 6, 2015 (File No. 333-202550).

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.  
(Registrant)

Date: July 28, 2015

By: /s/ Dror David  
Dror David  
Chief Financial Officer

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### Company Press Release

#### Nova Reports Record Revenues for Second Quarter 2015

Quarterly Revenues of \$40.6 million Drive Non-GAAP Net Income of \$0.20  
Per Diluted Share, Both Exceeding the Guidance

Rehovot, Israel, July 28, 2015 - Nova Measuring Instruments (NASDAQ: NVMI), a leading innovator and a key provider of metrology solutions for advanced process control used in semiconductor manufacturing, today reported record 2015 second quarter results. The company closed the acquisition of ReVera on April 2, 2015. Accordingly, the company's second quarter results include the contribution of ReVera, with no similar contribution in previous periods.

#### Quarterly Highlights:

- Record quarterly revenue of \$40.6 million, up 47% sequentially
- Non-GAAP net income of \$5.4 million, or \$0.20 per diluted share, up 34% sequentially
- Customer mix includes four customers contributing more than 10% each to the quarterly revenues, including two leading memory customers
- Launched new standalone Optical CD system, the HelioSense100TM, targeted at the most complex device manufacturing across all semiconductor segments
- The acquisition of ReVera creating strong pipeline of opportunities and leading to further customer diversification

|                            | GAAP Results (\$K)     |          |          |
|----------------------------|------------------------|----------|----------|
|                            | Q2 2015                | Q1 2015  | Q2 2014  |
| Revenues                   | \$40,552               | \$27,494 | \$32,785 |
| Net Income                 | \$2,150                | \$2,977  | \$5,694  |
| Earnings per Diluted Share | \$0.08                 | \$0.11   | \$0.20   |
|                            | NON-GAAP Results (\$K) |          |          |
|                            | Q2 2015                | Q1 2015  | Q2 2014  |
| Net Income                 | \$5,402                | \$4,034  | \$6,108  |
| Earnings per Diluted Share | \$0.20                 | \$0.15   | \$0.22   |

A reconciliation between GAAP operating results and non-GAAP operating results is provided following the financial statements that are part of this release. Non-GAAP results exclude amortization of acquired intangible assets, adjustments of deferred tax assets, stock-based compensation expenses and acquisition related expenses.

### Management Comments

“We continue to diversify our revenue and customer base by expanding our technologies and creating a comprehensive suite of solutions, which is becoming increasingly attractive to our customers,” commented Eitan Oppenheim, President and CEO of Nova. “Our efforts to differentiate our offering and expand our customer mix are contributing to our growth and improving our financial results, which continue to represent industry leading performance,” added Mr. Oppenheim. “The integration of ReVera continues to go well, and the strategic benefits of this pivotal acquisition have exceeded our expectations. We believe Nova is well positioned today to capture the growing market opportunities that are driven by key industry inflection points, due to our holistic approach and complete suite of products, including optical and x-ray technologies, as well as our advanced software and modeling solutions.”

### 2015 Second Quarter Results

Total revenues for the second quarter of 2015 were \$40.6 million, an increase of 47% compared to the first quarter of 2015, and an increase of 24% relative to the second quarter of 2014.

Gross margin for the second quarter of 2015 was 47%, and included \$2.4 million of amortization of acquired intangible assets in cost of product. This is compared with 52% in the first quarter of 2015 and compared with 54% in the second quarter of 2014.

Operating expenses in the second quarter of 2015 were \$18.7 million, and included \$1.5 million of acquisition related expenses and \$0.6 million of amortization of acquired intangible assets. This is compared with \$12.1 million in the first quarter of 2015 and compared to \$12.0 million in the second quarter of 2014.

On a GAAP basis, the company reported net income of \$2.2 million, or \$0.08 per diluted share, in the second quarter of 2015. This compares with net income of \$3.0 million, or \$0.11 per diluted share, in the first quarter of 2015. The company reported net income of \$5.7 million, or \$0.20 per diluted share, in the second quarter of 2014.

On a Non-GAAP basis, which excludes amortization of acquired intangible assets, adjustments of deferred tax assets, stock-based compensation expenses and acquisition related expenses, the company reported net income of \$5.4 million, or \$0.20 per diluted share, in the second quarter of 2015. This compares sequentially to net income of \$4.0 million, or \$0.15 per diluted share, in the first quarter of 2015 and to net income of \$6.1 million, or \$0.22 per diluted share, in the second quarter of 2014.



### Third Quarter Financial Outlook

Management provided an outlook for the third quarter, the period ending September 30, 2015. Based on current estimates, management expects:

- \$38 million to \$42 million in revenue
- \$0.10 to \$0.20 in diluted non-GAAP EPS
- \$0.08 to \$0.18 in diluted GAAP EPS

### Conference Call Information

Nova will host a conference call on Tuesday, July 28, 2015 at 4:30 p.m. Eastern Time, to discuss the second quarter results and future outlook.

To attend the conference call, please dial one of the following teleconferencing numbers. Please begin by placing your calls 5 minutes before the conference call commences. If you are unable to connect using the toll-free numbers, please try the international dial-in number.

U.S. Dial-in Number: 1-800-967-7135  
ISRAEL Dial-in Number: 1809-24-6042  
INTERNATIONAL Dial-in Number: 1-719-325-2370

At:

4:30 p.m. Eastern Time  
1:30 p.m. Pacific Time  
11:30 p.m. Israeli Time

The conference call will also be webcast live from a link on Nova's website at <http://ir.novameasuring.com>. For those unable to participate in the conference call, there will be a replay available from a link on Nova's website at <http://ir.novameasuring.com>.

About Nova: Nova Measuring Instruments Ltd. delivers continuous innovation by providing advanced metrology solutions for the semiconductor manufacturing industry. Deployed with the world's largest integrated-circuit manufacturers, Nova's products deliver state of the art, high performance metrology solutions for effective process control throughout the semiconductor fabrication lifecycle. Nova's holistic approach and complete suite of products, which combines high-precision hardware and cutting-edge software, support the development and production of the most advanced devices in today's high-end semiconductor market. Our technical innovation and market leadership enable customers to improve their process performance, products yields and time to market. Nova acts as a partner to semiconductor manufacturers from its offices around the world. Additional information may be found at [www.novameasuring.com](http://www.novameasuring.com).

This press release provides financial measures that exclude non-cash charges for amortization of acquired intangible assets, adjustments of deferred tax assets, stock-based compensation expenses and acquisition related expenses and are therefore not calculated in accordance with generally accepted accounting principles (GAAP). Management believes that these non-GAAP financial measures provide meaningful supplemental information regarding Nova's performance because they reflect our operational results and enhances management's and investors' ability to evaluate Nova's performance before charges or benefits considered by management to be outside Nova's ongoing operating results.



The presentation of this non-GAAP financial information is not intended to be considered in isolation or as a substitute for the financial information prepared and presented in accordance with GAAP. Management believes that it is in the best interest of its investors to provide financial information that will facilitate comparison of both historical and future results and allows greater transparency to supplemental information used by management in its financial and operational decision making. A reconciliation of each GAAP to non-GAAP financial measure discussed in this press release is contained in the accompanying financial tables.

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This press release contains forward-looking statements within the meaning of safe harbor provisions of the Private Securities Litigation Reform Act of 1995 relating to future events or our future performance, such as statements regarding, but are not limited to, anticipated benefits, growth opportunities and other events relating to the acquisition of ReVera Incorporated, projections about our business and its future revenues, expenses and profitability. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied in those forward looking statements. These risks and other factors include but are not limited to: the ability to recognize benefits of the acquisition; risks that the acquisition disrupts current plans and operations; and impact of the acquisition on relationships with customers, distributors and suppliers. Factors that may affect our results, performance, circumstances or achievements also include, but are not limited to, the following: our dependency on a small number of large customers and small number of suppliers; the highly cyclical and competitive nature of the markets we target and we operate in; our inability to reduce spending during a slowdown in the semiconductor industry; our ability to respond effectively on a timely basis to rapid technological changes; our dependency on PEM; risks related to exclusivity obligations and non-limited liability that may be included in our commercial agreements and arrangements; our ability to retain our competitive position despite the ongoing consolidation in our industry; risks related to our dependence on our manufacturing facilities; risks related to changes in our order backlog; risks related to the financial, political and environmental instabilities in Asia; risks related to our intellectual property; new product offerings from our competitors; unanticipated manufacturing or supply problems; changes in tax requirements; changes in customer demand for our products; risks related to currency fluctuations and risks related to our operations in Israel. We cannot guarantee future results, levels of activity, performance or achievements. The matters discussed in this press release also involve risks and uncertainties summarized under the heading "Risk Factors" in Nova's Annual Report on Form 20-F for the year ended December 31, 2014 filed with the Securities and Exchange Commission on February 25, 2015. These factors are updated from time to time through the filing of reports and registration statements with the Securities and Exchange Commission. Nova Measuring Instruments Ltd. does not assume any obligation to update the forward-looking information contained in this press release.

(Tables to Follow)



NOVA MEASURING INSTRUMENTS LTD.  
CONDENSED CONSOLIDATED BALANCE SHEETS  
(U.S. dollars in thousands) - (Unaudited)

|   | June 30,<br>2015 | As of<br>December<br>31,<br>2014<br>(Audited) |
|---|------------------|---|
| <b>ASSETS</b>                               |                  |   |
| <b>Current assets</b>                       |                  |   |
| Cash and cash equivalents                   | 21,543           | 13,649  |
| Short-term interest-bearing bank deposits   | 58,803           | 107,289                                       |
| Held for trading securities                 | 2,063            | 1,995   |
| Trade accounts receivable                   | 21,470           | 15,566  |
| Inventories                                 | 26,598           | 16,107  |
| Deferred tax assets                         | 1,362            | 142   |
| Other current assets                        | 3,301            | 3,097   |
| <b>Total current assets</b>                 | <b>135,140</b>   | <b>157,845</b>                                |
| <b>Long-term assets</b>                     |                  |   |
| Long-term interest-bearing bank deposits    | 750              | 750   |
| Deferred tax assets                         | 12,063           | 1,654   |
| Severance pay funds                         | 1,637            | 1,580   |
| Property and equipment, net                 | 11,003           | 11,450  |
| Identifiable intangible assets, net         | 19,918           | -   |
| Goodwill                                    | 14,657           | -   |
| <b>Total long-term assets</b>               | <b>60,028</b>    | <b>15,434</b>                                 |
| <b>Total assets</b>                         | <b>195,168</b>   | <b>173,279</b>                                |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b> |                  |   |
| <b>Current liabilities</b>                  |                  |   |
| Trade accounts payable                      | 15,337           | 11,568  |
| Deferred revenues                           | 3,611            | 3,022   |
| Deferred tax liabilities                    | 1,337            | -   |
| Other current liabilities                   | 13,884           | 12,606  |
| <b>Total current liabilities</b>            | <b>34,169</b>    | <b>27,196</b>                                 |
| <b>Long-term liabilities</b>                |                  |   |
| Deferred tax liabilities                    | 6,631            | -   |
| Liability for employee severance pay        | 2,606            | 2,465   |
| Deferred revenues                           | -                | 36  |
| <b>Total long-term liabilities</b>          | <b>9,237</b>     | <b>2,501</b>                                  |
| <b>Shareholders' equity</b>                 | <b>151,762</b>   | <b>143,582</b>                                |

|  |         |         |
|--|---------|---------|
| Total liabilities and shareholders' equity | 195,168 | 173,279 |
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NOVA MEASURING INSTRUMENTS LTD.  
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS  
(U.S. dollars in thousands, except per share data) - (Unaudited)

|  | Three months ended |                  | Six months ended |                  |
|--|--------------------|------------------|------------------|------------------|
|  | June 30,<br>2015   | June 30,<br>2014 | June 30,<br>2015 | June 30,<br>2014 |
| <b>Revenues:</b>   |                    |                  |                  |                  |
| Products   | 30,861             | 26,015           | 50,185           | 54,791           |
| Services   | 9,691              | 6,770            | 17,861           | 12,654           |
| <b>Total revenues</b>  | <b>40,552</b>      | <b>32,785</b>    | <b>68,046</b>    | <b>67,445</b>    |
| <b>Cost of revenues:</b>                                       |                    |                  |                  |                  |
| Products   | 13,343             | 11,050           | 21,982           | 23,847           |
| Services   | 5,598              | 4,139            | 10,030           | 8,279            |
| Amortization of acquired intangible assets in cost of products | 2,442              | -                | 2,442            | -                |
| <b>Total cost of revenues</b>                                  | <b>21,383</b>      | <b>15,189</b>    | <b>34,454</b>    | <b>32,126</b>    |
| <b>Gross profit</b>  | <b>19,169</b>      | <b>17,596</b>    | <b>33,592</b>    | <b>35,319</b>    |
| <b>Operating expenses:</b>                                     |                    |                  |                  |                  |
| Research and Development expenses, net                         | 10,904             | 7,152            | 17,903           | 14,053           |
| Sales and Marketing expenses                                   | 4,260              | 3,505            | 7,066            | 6,911            |
| General and Administration expenses                            | 1,413              | 1,316            | 2,637            | 2,380            |
| Acquisition related expenses                                   | 1,549              | -                | 2,655            | -                |
| Amortization of acquired intangible assets                     | 569                | -                | 569              | -                |
| <b>Total operating expenses</b>                                | <b>18,695</b>      | <b>11,973</b>    | <b>30,830</b>    | <b>23,344</b>    |
| <b>Operating income</b>  | <b>474</b>         | <b>5,623</b>     | <b>2,762</b>     | <b>11,975</b>    |
| <b>Financing income, net</b>                                   | <b>154</b>         | <b>202</b>       | <b>365</b>       | <b>377</b>       |
| <b>Income before tax on income</b>                             | <b>628</b>         | <b>5,825</b>     | <b>3,127</b>     | <b>12,352</b>    |
| <b>Income tax expenses (benefit)</b>                           | <b>(1,522 )</b>    | <b>131</b>       | <b>(2,000 )</b>  | <b>260</b>       |
| <b>Net income for the period</b>                               | <b>2,150</b>       | <b>5,694</b>     | <b>5,127</b>     | <b>12,092</b>    |
| <b>Earnings per share:</b>                                     |                    |                  |                  |                  |
| Basic  | 0.08               | 0.21             | 0.19             | 0.44             |
| Diluted  | 0.08               | 0.20             | 0.19             | 0.43             |
| <b>Shares used for calculation of earnings per share:</b>      |                    |                  |                  |                  |
| Basic  | 27,291             | 27,592           | 27,250           | 27,512           |
| Diluted  | 27,677             | 28,138           | 27,426           | 27,983           |

## NOVA MEASURING INSTRUMENTS LTD.

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(U.S. dollars in thousands) - (Unaudited)

|  | Three months ended |                  | Six months ended |                  |
|--|--------------------|------------------|------------------|------------------|
|  | June 30,<br>2015   | June 30,<br>2014 | June 30,<br>2015 | June 30,<br>2014 |
| <b>Cash flows from operating activities:</b>   |                    |                  |                  |                  |
| Net income for the period  | 2,150              | 5,694            | 5,127            | 12,092           |
| <b>Adjustments to reconcile net income to net cash provided by operating activities:</b> |                    |                  |                  |                  |
| Depreciation   | 1,146              | 972              | 2,206            | 1,874            |
| Amortization of acquired intangible assets   | 3,011              | -                | 3,011            | -                |
| Amortization of deferred stock-based compensation  | 613                | 472              | 1,130            | 994              |
| Decrease in liability for employee termination benefits, net                             | 100                | 74               | 84               | 48               |
| Deferred tax assets, net   | (1,921 )           | (58 )            | (2,487 )         | (49 )            |
| Gain on securities   | (110 )             | -                | (68 )            | -                |
| Decrease (increase) in trade accounts receivable   | (1,887 )           | (3,898 )         | (4,383 )         | 1,843            |
| Decrease (increase) in inventories   | (1,380 )           | 688              | (1,263 )         | (672 )           |
| Decrease (increase) in other current assets  | (373 )             | 257              | (43 )            | (460 )           |
| Increase (decrease) in trade accounts payable and other long-term liabilities            | 2,428              | (2,456 )         | 2,563            | (3,505 )         |
| Increase (decrease) in other current liabilities   | 207                | (787 )           | 682              | 446              |
| Increase (decrease) in short and long term deferred revenues                             | 259                | 1,247            | (843 )           | 2,330            |
| Net cash provided by operating activities  | 4,243              | 2,205            | 5,716            | 14,941           |
| <b>Cash flow from investment activities:</b>   |                    |                  |                  |                  |
| Decrease (increase) in short-term interest-bearing bank deposits                         | (11 )              | (1,943 )         | 48,486           | (11,984 )        |
| Investment in short-term available for sale securities                                   | -                  | (19 )            | -                | (18 )            |
| Acquisition of subsidiary, net of acquired cash  | 1,156              | -                | (45,344 )        | -                |
| Additions to property and equipment  | (767 )             | (1,228 )         | (1,524 )         | (1,753 )         |
| Net cash provided by (used in) investment activities                                     | 378                | (3,190 )         | 1,618            | (13,755 )        |
| <b>Cash flows from financing activities:</b>   |                    |                  |                  |                  |
| Purchases of treasury shares   | (1,389 )           | (1,103 )         | (1,389 )         | (1,103 )         |
| Shares issued under employee stock-based plans   | 857                | 961              | 1,949            | 2,274            |
| Net cash provided by (used in) financing activities                                      | (532 )             | (142 )           | 560              | 1,171            |
| Increase (decrease) in cash and cash equivalents   | 4,089              | (1,127 )         | 7,894            | 2,357            |
| Cash and cash equivalents – beginning of period  | 17,454             | 21,026           | 13,649           | 17,542           |
| Cash and cash equivalents – end of period  | 21,543             | 19,899           | 21,543           | 19,899           |

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NOVA MEASURING INSTRUMENTS LTD.  
RECONCILIATION OF GAAP TO NON-GAAP RESULTS  
(U.S. dollars in thousands, except percentage) - (Unaudited)

|  | Three months ended |                   |                  |
|--|--------------------|-------------------|------------------|
|  | June<br>30, 2015   | March<br>31, 2015 | June<br>30, 2014 |
| GAAP cost of revenues  | 21,383             | 13,071            | 15,189           |
| Amortization of acquired intangible assets in cost of products | (2,442 )           | -                 | -                |
| Stock-based compensation in cost of products                   | (89 )              | (81 )             | (80 )            |
| Stock-based compensation in cost of services                   | (46 )              | (32 )             | (30 )            |
| Non-GAAP cost of revenues                                      | 18,806             | 12,958            | 15,079           |
| GAAP gross profit  | 19,169             | 14,423            | 17,596           |
| Gross profit adjustments                                       | 2,577              | 113               | 110              |
| Non-GAAP gross profit  | 21,746             | 14,536            | 17,706           |
| GAAP gross margin as a percentage of revenues                  | 47 %               | 52 %              | 54 %             |
| Non-GAAP gross margin as a percentage of revenues              | 54 %               | 53 %              | 54 %             |
| GAAP operating expenses  | 18,695             | 12,135            | 11,973           |
| Stock-based compensation in Research and Development           | (254 )             | (190 )            | (199 )           |
| Stock-based compensation in Sales and Marketing                | (166 )             | (160 )            | (111 )           |
| Stock-based compensation in General and Administrative         | (58 )              | (54 )             | (52 )            |
| Acquisition related expenses                                   | (1,549 )           | (1,106 )          | -                |
| Amortization of acquired intangible assets                     | (569 )             | -                 | -                |
| Non-GAAP operating expenses                                    | 16,099             | 10,625            | 11,611           |
| Non-GAAP operating income                                      | 5,647              | 3,911             | 6,095            |
| GAAP operating margin as a percentage of revenues              | 1 %                | 8 %               | 17 %             |
| Non-GAAP operating margin as a percentage of revenues          | 14 %               | 14 %              | 19 %             |
| GAAP tax on income   | (1,522 )           | (478 )            | 131              |
| Deferred tax assets adjustments, net                           | 1,921              | 566               | 58               |
| Non-GAAP tax on income   | 399                | 88                | 189              |
| GAAP net income  | 2,150              | 2,977             | 5,694            |
| Amortization of acquired intangible assets                     | 3,011              | -                 | -                |
| Stock-based compensation expenses                              | 613                | 517               | 472              |
| Deferred tax assets adjustments, net                           | (1,921 )           | (566 )            | (58 )            |
| Acquisition related expenses                                   | 1,549              | 1,106             | -                |
| Non-GAAP net income  | 5,402              | 4,034             | 6,108            |
| GAAP basic earnings per share                                  | 0.08               | 0.11              | 0.21             |
| Non-GAAP basic earnings per share                              | 0.20               | 0.15              | 0.22             |
| GAAP diluted earnings per share                                | 0.08               | 0.11              | 0.20             |
| Non-GAAP diluted earnings per share                            | 0.20               | 0.15              | 0.22             |
| Shares used for calculation of earnings per share:             |                    |                   |                  |
| Basic  | 27,291             | 27,210            | 27,592           |

|         |        |        |        |
|---------|--------|--------|--------|
| Diluted | 27,677 | 27,552 | 28,138 |
|---------|--------|--------|--------|

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