

NOVA MEASURING INSTRUMENTS LTD  
Form SC 13G/A  
February 14, 2019

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934  
(Amendment No. 1)  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c) AND (d)  
AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)

Under the Securities Exchange Act of 1934

NOVA  
MEASURING  
INSTRUMENTS  
LTD.  
(Name of Issuer)

Ordinary Shares,  
par value NIS  
0.01 per share  
(Title of Class of  
Securities)

M7516K103  
(CUSIP Number)

December 31,  
2018  
(Date of Event  
Which Requires  
Filing of this  
Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*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.

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).

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CUSIP NO. M7516K103

1. Name of Reporting Persons/  
I.R.S. Identification Nos. of above  
persons (entities only).  
Clal Insurance Enterprises Holdings  
Ltd.

2. Check the Appropriate Box if a  
Member of a Group  
(a)  
(b)

3. SEC Use only

4. Place of Organization

Israel

5. Sole Voting Power

0

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

6. Shared Voting Power

1,935,707 Ordinary Shares \*

7. Sole Dispositive Power

0

8. Shared Dispositive Power

1,935,707 Ordinary Shares \*

9. Aggregate Amount Beneficially  
Owned by Each Reporting Person

1,935,707 Ordinary Shares \*

10. Check if the Aggregate Amount in  
Row (9) Excludes Certain Shares

11. Percent of Class Represented by  
Amount in Row (9)

6.9%\*\*

12. Type of Reporting Person:

CO

\*See Item 4.

\*\* Based on 27,898,304 Ordinary Shares outstanding as of December 31, 2017 (as reported by the Issuer in its annual report on Form 20-F filed with the Securities and Exchange Commission on February 28, 2018).

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Item 1.

- (a) Name of Issuer: NOVA MEASURING INSTRUMENTS LTD.  
(the "Issuer").

Address of Issuer's Principal Executive Offices:

- (b) Building 22 Weizmann Science Park, Rehovot, P.O.B 266, Israel

Item 2.

- (a) Name of Person Filing:

Clal Insurance Enterprises Holdings Ltd. ("Clal" or the "Reporting Person"). Clal, an Israeli public corporation, may be deemed to beneficially own the Ordinary Shares reported in this Statement. See Item 4.

- (b) Address of Principal Business Offices or, if none, Residence:

Clal Insurance Enterprises Holdings Ltd. – 36 Raul Walenberg St., Tel Aviv 66180, Israel

- (c) Place of Organization:

Israel.

- (d) Title of Class of Securities:

Ordinary Shares, NIS 0.01 par value (the "Ordinary Shares").

- (e) CUSIP Number:

M7516K103

If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Item 3.

Not applicable.

Item 4. Ownership

All of the 1,935,707 Ordinary Shares reported in this Statement as beneficially owned by Clal are held for members of the public through, among others, provident funds and/or pension funds and/or insurance policies, which are managed by subsidiaries of Clal, which subsidiaries operate under independent management and make independent voting and investment decisions. Consequently, this Statement shall not be construed as an admission by the Reporting Person that it is the beneficial owner of any of the Ordinary Shares covered by this Statement.

Except as set forth above, see items 5-11 of the cover page hereto for beneficial ownership, percentage of class and dispositive power of the Reporting Person, which are incorporated herein.

Item 5. Ownership of 5 Percent or Less of a Class

5.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be

the beneficial owner of more than 5 percent of the class of securities, check the following .

Ownership of More than 5 Percent on Behalf of Another Person

Item 6.

Not applicable.

Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the

Item 7. Parent Holding Company or Control Person

7.

Not applicable.

Identification and Classification of Members of the Group

Item 8.

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certifications

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2019

CLAL INSURANCE ENTERPRISES HOLDINGS LTD.

BY: /s/ Eran Czerninski /s/ Yossi Dory  
Eran Czerninski and Yossi Dory, authorized signatories of  
CLAL INSURANCE ENTERPRISES HOLDINGS LTD.

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