

NOVA MEASURING INSTRUMENTS LTD  
Form 6-K  
March 01, 2007

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UNITED STATES  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 6-K**

Report of Foreign Private Issuer  
Pursuant to Rule 13a-16 or 15d-16  
of the Securities Exchange Act of 1934

Date of Report: March 1, 2007  
Commission File No.: 000-30688

**NOVA MEASURING INSTRUMENTS LTD.**

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

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 is submitting this Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): \_\_\_\_\_

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 and incorporated by way of reference herein is the Registrant's press release entitled "Nova Announces \$5 Million Private Placement".

This report on Form 6-K is hereby incorporated by reference into Nova Measuring Instruments Ltd.'s registration statements on Form S-8, filed with the Securities and Exchange Commission on the following dates: September 13, 2000 (File No. 333-12546); March 5, 2002 (File No. 333-83734); December 24, 2002 (File No. 333-102193, as amended by Amendment No. 1, filed on January 5, 2006); March 24, 2003 (File No. 333-103981); May 17, 2004 (three files, File Nos. 333-115554, 333-115555, and 333-115556, as amended by Amendment No. 1, filed on January 5, 2006); March 7, 2005 (File No. 333-123158); December 29, 2005 (File No. 333-130745); and September 21, 2006 (File No. 333-137491).

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**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")

By: */s/ Dror David*

Dror David  
Chief Financial Officer

Date: March 1, 2007

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**Company Contact:**

Dror David, Chief Financial Officer  
Nova Measuring Instruments Ltd.  
Tel: 972-8-938-7505  
E-mail: [info@nova.co.il](mailto:info@nova.co.il)  
<http://www.nova.co.il>

**Investor relations Contacts:**

Ehud Helft / Kenny Green  
GK International Investor Relations  
Tel: +1-866-704-6710  
E-mail: [Ehud@gk-biz.com](mailto:Ehud@gk-biz.com)  
[Kenny@gk-biz.com](mailto:Kenny@gk-biz.com)

**Company Press Release**

**NOVA ANNOUNCES \$5 MILLION PRIVATE PLACEMENT**

**Rehovot, Israel, March 1, 2007** Nova Measuring Instruments Ltd. (Nasdaq: NVMI), provider of leading edge stand-alone metrology and the market leader of integrated metrology solutions to the semiconductor process control market, today announced that it has entered into an agreement with several investors for the private placement of 1,937,984 ordinary shares of the Company, at a price of \$2.58 per share, for gross proceeds of \$5 million. The price per share reflects the average share price in the last 70 trading days. As part of the transaction, the Company will issue warrants to the investors for the purchase of approximately 1,453,488 additional ordinary shares at an exercise price of \$3.05 per share.

The securities to be issued by Nova in the private placement have not been registered under the Securities Act of 1933, as amended, and may not be offered or sold in the United States, absent registration under the Securities Act and applicable state securities laws or an applicable exemption from those registration requirements. Nova has agreed to file a registration statement with the Securities and Exchange Commission to register the resale of the ordinary shares issued in the private placement, as well as the ordinary shares issuable upon the exercise of the warrants issued in the private placement.

The agreement is subject to certain customary closing conditions, and there can be no assurance that the transactions contemplated by the agreement will be consummated.

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**About Nova**

Nova Measuring Instruments Ltd. develops, produces and markets advanced integrated and stand alone metrology solutions for the semiconductor manufacturing industry. Nova is traded on the NASDAQ & TASE under the symbol NVMI. The Company's website is [www.nova.co.il](http://www.nova.co.il).

*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 that involve risks and uncertainties summarized under the heading "Risk Factors" in Nova's Annual*

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*Report on Form 20-F for the year ended December 31, 2005, filed with the Securities and Exchange Commission on June 29, 2006. 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.*

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