

NOVA MEASURING INSTRUMENTS LTD
Form SC 13G/A
February 13, 2004

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Information Statement Pursuant to Rules 13d-1 and 13d-2

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

NOVA MEASURING INSTRUMENTS LTD.

(Name of Issuer)

Ordinary Shares, par value NIS 0.01

(Title of Class of Securities)

M7516K 103

(CUSIP Number)

December 31, 2003

(Date of Event which requires Filing of this Statement)

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

Edgar Filing: NOVA MEASURING INSTRUMENTS LTD - Form SC 13G/A

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).

1 of 19

CUSIP No. M7516K 10 3

1. Names of Reporting Persons: Tamir Fishman Ventures II L.P.

I.R.S. Identification Nos. of above persons (entities only):

2. Check the Appropriate Box if a member of a Group (See instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization: Delaware

Number of Shares Beneficially by Owned by Each Reporting Person with:	5. Sole Voting Power:
	6. Shared Voting Power: 447,639
	7. Sole Dispositive Power:
	8. Shared Dispositive Power: 447,639

9. Aggregate Amount Beneficially Owned by Each Reporting Person: 447,639

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

11. Percent of Class Represented by Amount in Row (9): 3.0%

12. Type of Reporting Person (See Instructions) PN

CUSIP No. M7516K 10 3

1. Names of Reporting Persons: Tamir Fishman Ventures II (Israel) L.P.

I.R.S. Identification Nos. of above persons (entities only):

2. Check the Appropriate Box if a member of a Group (See instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization: Israel

Number of Shares Beneficially by Owned by Each Reporting Person with:	5. Sole Voting Power:
	6. Shared Voting Power: 59,738
	7. Sole Dispositive Power:
	8. Shared Dispositive Power: 59,738

9. Aggregate Amount Beneficially Owned by Each Reporting Person: 59,738

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

11. Percent of Class Represented by Amount in Row (9): 0.4%

12. Type of Reporting Person (See Instructions) PN

CUSIP No. M7516K 10 3

1. Names of Reporting Persons: Tamir Fishman Ventures II CEO Fund (U.S.) L.P.

I.R.S. Identification Nos. of above persons (entities only):

2. Check the Appropriate Box if a member of a Group (See instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization: Delaware

Number of Shares Beneficially by Owned by Each Reporting Person with:	5. Sole Voting Power:
	6. Shared Voting Power: 14,305
	7. Sole Dispositive Power:
	8. Shared Dispositive Power: 14,305

9. Aggregate Amount Beneficially Owned by Each Reporting Person: 14,305

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

11. Percent of Class Represented by Amount in Row (9): 0.1%

12. Type of Reporting Person (See Instructions) PN

CUSIP No. M7516K 10 3

1. Names of Reporting Persons: Tamir Fishman Ventures II CEO Fund L.P.

I.R.S. Identification Nos. of above persons (entities only):

2. Check the Appropriate Box if a member of a Group (See instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization: Israel

Number of Shares Beneficially by Owned by Each Reporting Person with:	5. Sole Voting Power:
	6. Shared Voting Power: 4,990
	7. Sole Dispositive Power:
	8. Shared Dispositive Power: 4,990

9. Aggregate Amount Beneficially Owned by Each Reporting Person: 4,990

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

11. Percent of Class Represented by Amount in Row (9): 0.03%

12. Type of Reporting Person (See Instructions) PN

CUSIP No. M7516K 10 3

1. Names of Reporting Persons: Tamir Fishman Venture Capital II Ltd.

I.R.S. Identification Nos. of above persons (entities only):

2. Check the Appropriate Box if a member of a Group (See instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization: Israel

Number of Shares Beneficially by Owned by Each Reporting Person with:	5. Sole Voting Power:
	6. Shared Voting Power: 308,351
	7. Sole Dispositive Power:
	8. Shared Dispositive Power: 308,351

9. Aggregate Amount Beneficially Owned by Each Reporting Person: 308,351

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

11. Percent of Class Represented by Amount in Row (9): 2.0%

12. Type of Reporting Person (See Instructions) CO

CUSIP No. M7516K 10 3

1. Names of Reporting Persons: Tamir Fishman Ventures II (Cayman Islands) L.P.

I.R.S. Identification Nos. of above persons (entities only):

2. Check the Appropriate Box if a member of a Group (See instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization: Cayman Islands

Number of Shares Beneficially by Owned by Each Reporting Person with:	5. Sole Voting Power:
	6. Shared Voting Power: 59,577
	7. Sole Dispositive Power:
	8. Shared Dispositive Power: 59,577

9. Aggregate Amount Beneficially Owned by Each Reporting Person: 59,577

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

11. Percent of Class Represented by Amount in Row (9): 0.4%

12. Type of Reporting Person (See Instructions) PN

CUSIP No. M7516K 10 3

1. Names of Reporting Persons: Tamir Fishman Ventures II L.L.C.

I.R.S. Identification Nos. of above persons (entities only):

2. Check the Appropriate Box if a member of a Group (See instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization: Delaware

Number of Shares Beneficially by Owned by Each Reporting Person with:	5. Sole Voting Power:
	6. Shared Voting Power: 894,600
	7. Sole Dispositive Power:
	8. Shared Dispositive Power: 894,600

9. Aggregate Amount Beneficially Owned by Each Reporting Person: 894,600

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

11. Percent of Class Represented by Amount in Row (9): 5.9%

12. Type of Reporting Person (See Instructions) OO

CUSIP No. M7516K 10 3

1. Names of Reporting Persons: Shai Saul

I.R.S. Identification Nos. of above persons (entities only):

2. Check the Appropriate Box if a member of a Group (See instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization: Israel

Number of Shares Beneficially by Owned by Each Reporting Person with:	5. Sole Voting Power:
	6. Shared Voting Power: 894,600
	7. Sole Dispositive Power:
	8. Shared Dispositive Power: 894,600

9. Aggregate Amount Beneficially Owned by Each Reporting Person: 894,600

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

11. Percent of Class Represented by Amount in Row (9): 5.9%

12. Type of Reporting Person (See Instructions) IN

CUSIP No. M7516K 10 3

1. Names of Reporting Persons: Michael Elias

I.R.S. Identification Nos. of above persons (entities only):

2. Check the Appropriate Box if a member of a Group (See instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization: US and Israel

Number of Shares Beneficially by Owned by Each Reporting Person with:	5. Sole Voting Power: 7,250
	6. Shared Voting Power: 894,600
	7. Sole Dispositive Power: 7,250
	8. Shared Dispositive Power: 894,600

9. Aggregate Amount Beneficially Owned by Each Reporting Person: 901,850

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

11. Percent of Class Represented by Amount in Row (9): 6.0%

12. Type of Reporting Person (See Instructions) IN

CUSIP No. M7516K 10 3

1. Names of Reporting Persons: Tamir Fishman & Co. Ltd.

I.R.S. Identification Nos. of above persons (entities only):

2. Check the Appropriate Box if a member of a Group (See instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization: Israel

5. Sole Voting Power:

Number of
Shares
Beneficially by
Owned by
Each
Reporting
Person
with:

6. Shared Voting Power: 899,700¹

7. Sole Dispositive Power:

8. Shared Dispositive Power: 899,700¹

9. Aggregate Amount Beneficially Owned by Each Reporting Person: 899,700¹

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

11. Percent of Class Represented by Amount in Row (9): 6.0%

12. Type of Reporting Person (See Instructions) CO

¹ Includes 894,600 shares owned by the entities listed on cover pages 1-6 of this schedule 13G and 5,100 shares owned directly by Tamir Fishman & Co., Ltd.

CUSIP No. M7516K 10 3

1. Names of Reporting Persons: Eldad Tamir

I.R.S. Identification Nos. of above persons (entities only):

2. Check the Appropriate Box if a member of a Group (See instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization: Israel

Number of Shares Beneficially by Owned by Each Reporting Person with:	5. Sole Voting Power:
	6. Shared Voting Power: 899,700
	7. Sole Dispositive Power:
	8. Shared Dispositive Power: 899,700

9. Aggregate Amount Beneficially Owned by Each Reporting Person: 899,700

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

11. Percent of Class Represented by Amount in Row (9): 6.0%

12. Type of Reporting Person (See Instructions) IN

CUSIP No. M7516K 10 3

1. Names of Reporting Persons: Danny Fishman

I.R.S. Identification Nos. of above persons (entities only):

2. Check the Appropriate Box if a member of a Group (See instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization: Israel

Number of Shares Beneficially by Owned by Each Reporting Person with:	5. Sole Voting Power:
	6. Shared Voting Power: 899,700
	7. Sole Dispositive Power:
	8. Shared Dispositive Power: 899,700

9. Aggregate Amount Beneficially Owned by Each Reporting Person: 899,700

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

11. Percent of Class Represented by Amount in Row (9): 6.0%

12. Type of Reporting Person (See Instructions) IN

Item 1.

- (a) Name of Issuer
Nova Measuring Instruments Ltd.
- (b) Address of Issuer's Principal Executive Offices
Weizman Scientific Park
P.O. Box 266, Rehovot 76100
Israel

Item 2.

- (a) Name of Person Filing

This Schedule 13G is being jointly filed by each of the following persons pursuant to Rule 13d-1 promulgated by the Securities and Exchange Commission pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the "Act"):

- (i) Tamir Fishman Ventures II L.P., a Delaware limited partnership, by virtue of its direct beneficial ownership of ordinary shares, par value NIS .01 (the "Ordinary Shares") of Nova Measuring Instruments Ltd ("Nova");
- (ii) Tamir Fishman Ventures II (Israel) L.P., an Israeli limited partnership, by virtue of its direct beneficial ownership of Ordinary Shares of Nova;
- (iii) Tamir Fishman Ventures II CEO Fund (U.S.) L.P., a Delaware limited partnership, by virtue of its direct beneficial ownership of Ordinary Shares of Nova;
- (iv) Tamir Fishman Ventures II CEO Fund L.P., an Israeli limited partnership, by virtue of its direct beneficial ownership of Ordinary Shares of Nova;
- (v) Tamir Fishman Ventures II (Cayman Islands) L.P., a Cayman Islands exempted limited partnership, by virtue of its direct beneficial ownership of Ordinary Shares of Nova;
- (vi) Tamir Fishman Venture Capital II Ltd., an Israeli corporation, by virtue of its direct beneficial ownership of Ordinary Shares of Nova;
- (vii) Tamir Fishman Ventures II, LLC, a Delaware limited liability company, as the sole general partner of the entities named in clauses (i)-(v) above, and by virtue of its management rights with respect to Tamir Fishman Venture Capital Ltd. pursuant to the management agreement by and between Tamir Fishman Ventures, LLC and Tamir Fishman Venture Capital Ltd, dated March 7, 2000;
- (viii) Shai Saul, an Israeli citizen, as one of the managing members of Tamir Fishman Ventures II, LLC;
- (ix) Michael Elias, a U.S. and Israeli citizen, as one of the managing members of Tamir Fishman Ventures II, LLC;
- (x) Tamir Fishman & Co., an Israeli corporation, as one of the managing members of Tamir Fishman Ventures II, LLC;
- (xi) Eldad Tamir, an Israeli citizen, as Co-President & Co-CEO of Tamir Fishman & Co. Ltd.; and
- (xii) Danny Fishman, an Israeli citizen, as Co-President & Co-CEO of Tamir Fishman & Co. Ltd.

Each of the foregoing is hereinafter individually referred to as a "Reporting Person" and collectively the "Reporting Persons".

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

The principal office and business address of each of the Reporting Persons is Platinum Tower, 21 Haarbaa St., Tel-Aviv 64739, Israel.

(c) Citizenship

See Item 2(a) above and Item 4 of each cover page.

(d) Title of Class of Securities

Ordinary Shares, par value NIS 0.01

(e) CUSIP Number

M7516K 10 3

Item 3. If this statement is filed pursuant to §§240.13d-1(b) 240.13d-2(b) or (c), check whether the person is filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership:

See each cover page.

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

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 five percent of the class of securities, check the following "

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

SIGNATURE

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.

Date: February 12, 2004

TAMIR FISHMAN VENTURES II L.P.

By: Tamir Fishman Ventures II, LLC,
its general partner

By: /s/ Michael Elias

Name: Michael Elias
Title: Managing Member

By: /s/ Shai Saul

Name: Shai Saul
Title: Managing Member

TAMIR FISHMAN VENTURES II (ISRAEL) L.P.

By: Tamir Fishman Ventures II, LLC,
its general partner

By: /s/ Michael Elias

Name: Michael Elias
Title: Managing Member

By: /s/ Shai Saul

Name: Shai Saul
Title: Managing Member

TAMIR FISHMAN VENTURES II CEO FUND (U.S.)
L.P.

By: Tamir Fishman Ventures II, LLC,
its general partner

By: /s/ Michael Elias

Name: Michael Elias
Title: Managing Member

By: /s/ Shai Saul

Name: Shai Saul
Title: Managing Member

TAMIR FISHMAN VENTURES II CEO FUND L.P.

By: Tamir Fishman Ventures II, LLC,
its general partner

By: /s/ Michael Elias

Name: Michael Elias
Title: Managing Member

By: /s/ Shai Saul

Name: Shai Saul
Title: Managing Member

TAMIR FISHMAN VENTURE CAPITAL II LTD

By: /s/ Eldad Tamir

Name: Eldad Tamir
Title: Director

By: /s/ Michael Elias

Name: Michael Elias
Title: Director

TAMIR FISHMAN VENTURES II (CAYMAN ISLANDS) L.P.

By: Tamir Fishman Ventures II, LLC,
its general partner

By: /s/ Michael Elias

Name: Michael Elias
Title: Managing Member

By: /s/ Shai Saul

Name: Shai Saul
Title: Managing Member

TAMIR FISHMAN VENTURES II L.L.C.

By: /s/ Michael Elias

Name: Michael Elias
Title: Managing Member

By: /s/ Shai Saul

Name: Shai Saul
Title: Managing Member

/s/ Shai Saul

Shai Saul

/s/ Michael Elias

Michael Elias

TAMIR FISHMAN & CO., LTD.

By: /s/ Eldad Tamir

Name: Eldad Tamir
Title: Co-President & CEO

By: /s/ Danny Fishman

Name: Danny Fishman
Title: Co-President & CEO

/s/ Eldad Tamir

Eldad Tamir

/s/ Danny Fishman

Danny Fishman

