

NOVA MEASURING INSTRUMENTS LTD
Form 6-K
February 13, 2019

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

For the month of February 2019

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 Fourth Quarter and Record Full Year 2018 Results".

The GAAP financial statements tables included in the press release attached hereto 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: November 5, 2007 (File No. 333-147140); October 25, 2012 (File No. 333-184585), March 6, 2015 (File No. 333-202550); and August 25, 2017 (File No. 333-220158).

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: February 13, 2019

By: /s/ Dror David

Dror David
Chief Financial Officer

| | |
|--|--|
| Company Contact: | Investor Relations Contact: |
| Dror David, Chief Financial Officer | Miri Segal |
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Company Press Release

Nova Reports Fourth Quarter and Record Full Year 2018 Results

Rehovot, Israel, February 13, 2019 - Nova (Nasdaq: NVMI) today announced financial results for the fourth quarter and full year 2018.

Fourth Quarter 2018 Highlights:

- Revenue of \$63.1 million, up 10% year-over-year, at the high end of company guidance
- Record GAAP net income of \$15.2 million, or \$0.53 per diluted share, exceeding guidance of \$0.28 to \$0.40 per share
- Record Non-GAAP net income of \$16.9 million, or \$0.59 per diluted share, exceeding guidance of \$0.35 to \$0.46 per share
- Four customers contributed more than 10% each to total product revenue, including the world's leading Foundry and the three largest Memory providers
- Initiated \$25 Million Share Repurchase Program

Full Year 2018 Highlights:

- Record full-year revenue of \$251.1 million, up 13% year-over-year
 - Record GAAP net income of \$54.4 million, or \$1.89 per diluted share, up 16% year-over-year on a per-share basis
 - Record non-GAAP net income of \$60.8 million, or \$2.11 per diluted share, up 9% year-over-year on a per-share basis
 - Balanced exposure to Memory and Foundry, each contributing approximately 50% to total product revenue
 - Revenue from Memory customers grew approximately 60%, significantly exceeding the market growth rate
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GAAP Results (\$K)

| | Q4 2018 | Q3 2018 | Q4 2017 | FY 2018 | FY 2017 |
|----------------------------|----------|----------|----------|-----------|-----------|
| Revenues | \$63,072 | \$63,571 | \$57,378 | \$251,134 | \$221,992 |
| Net Income | \$15,152 | \$13,310 | \$8,241 | \$54,375 | \$46,459 |
| Earnings per Diluted Share | \$0.53 | \$0.46 | \$0.29 | \$1.89 | \$1.63 |

NON-GAAP Results (\$K)

| | Q4 2018 | Q3 2018 | Q4 2017 | FY 2018 | FY 2017 |
|----------------------------|----------|----------|----------|----------|----------|
| Net Income | \$16,914 | \$15,080 | \$13,021 | \$60,766 | \$55,404 |
| Earnings per Diluted Share | \$0.59 | \$0.52 | \$0.45 | \$2.11 | \$1.94 |

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, certain discrete tax items and stock-based compensation expenses.

Management Comments

“Nova reported strong results for the fourth quarter, with revenues reaching the high end of the guidance and profitability exceeding the guidance range. Our solid performance in the quarter was an excellent conclusion for a sixth consecutive record year, highlighting the strength of our product offering, our diversified customer base and our execution capabilities,” commented Mr. Eitan Oppenheim, President and Chief Executive Officer of Nova. “Following our results in 2018, we intend to continue executing our long-term strategic plans while we expand our technology offering and solidify our market position in both Memory and Logic,” concluded Mr. Oppenheim.

2019 First Quarter Financial Outlook

Management provided an outlook for the first quarter, the period ending March 31, 2019. Based on current estimates, management expects:

- \$52 million to \$58 million in revenue
- \$0.15 to \$0.26 in diluted GAAP EPS
- \$0.24 to \$0.34 in diluted non-GAAP EPS

2018 Fourth Quarter Results

Total revenues for the fourth quarter of 2018 were \$63.1 million, decrease of 1% compared to the third quarter of 2018 and a year-over-year increase of 10% relative to the fourth quarter of 2017.

Gross margin for the fourth quarter of 2018 was 57%, compared to 59% gross margin in the third quarter of 2018, and compared to the gross margin of 56% in the fourth quarter of 2017.

Operating expenses in the fourth quarter of 2018 were \$20.7 million, compared with \$21.7 in the third quarter of 2018, and compared with \$19.7 million in the fourth quarter of 2017.

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On a GAAP basis, the company reported net income of \$15.2 million, or \$0.53 per diluted share, in the fourth quarter of 2018. This is compared with \$13.3 million, or \$0.46 per diluted share, in the third quarter of 2018, and compared with net income of \$8.2 million, or \$0.29 per diluted share, in the fourth quarter of 2017.

On a non-GAAP basis, which excludes amortization of acquired intangible assets, certain discrete tax items and stock-based compensation expenses, the company reported net income of \$16.9 million, or \$0.59 per diluted share, in the fourth quarter of 2018. This is compared with net income of \$15.1 million, or \$0.52 per diluted share, in the third quarter of 2018, and compared with net income of \$13.0 million, or \$0.45 per diluted share, in the fourth quarter of 2017.

2018 Full Year Results

Total revenues for 2018 were \$251.1 million, an increase of 13.1% compared to total revenues of \$222.0 million for 2017.

Gross margin in 2018 was 58%, compared with gross margin of 59% in 2017.

Operating expenses in 2018 were \$84.8 million, compared with operating expenses of \$73.4 million in 2017.

On a GAAP basis, the company reported net income of \$54.4 million, or \$1.89 per diluted share, in 2018. This is compared with a net income of \$46.5 million, or \$1.63 per diluted share, in 2017.

On a non-GAAP basis, which excludes amortization of acquired intangible assets, certain discrete tax items and stock-based compensation expenses, the company reported net income of \$60.8 million, or \$2.11 per diluted share, in 2018, compared with net income of \$55.4 million, or \$1.94 per diluted share, in 2017.

Total cash reserves at the end of 2018 were \$177.8 million, compared to \$149.8 million at the end of 2017.

Conference Call Information

Nova will host a conference call today, February 13, 2019, at 9 a.m. Eastern Time, to discuss the financial results and future outlook. To attend the conference call, please dial one of the following teleconferencing numbers. Please begin by placing your calls five 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: 1-800-239-9838

ISRAEL Dial-in Number: 1-809-212-883

INTERNATIONAL Dial-in Number: 1-323-794-2551

At:

9 a.m. Eastern Time

6 a.m. Pacific Time

4 p.m. Israeli Time

Please reference conference ID 3727578

The conference call will also be webcast live from a link on Nova's website at <http://ir.novami.com>.

A replay of the conference call will be available from February 13, 2019 at 12 p.m. Eastern Time to February 13, 2019 at 11:59 p.m. Eastern Time. To access the replay, please dial one of the following numbers:

Replay Dial-in TOLL-FREE 1-844-512-2921

Replay Dial-in TOLL/INTERNATIONAL 1-412-317-6671

Replay Pin Number: 3727578

A replay will also be available for 90 days on Nova's website at <http://ir.novami.com>.

About Nova: Nova is a leading innovator and key provider of metrology solutions for advanced process control used in semiconductor manufacturing. Nova delivers continuous innovation by providing state-of-the-art high-performance metrology solutions for effective process control throughout the semiconductor fabrication lifecycle. Nova's product portfolio, which combines high-precision hardware and cutting-edge software, provides its customers with deep insight into the development and production of the most advanced semiconductor devices. Nova's unique capability to deliver innovative X-ray and Optical solutions enable its customers to improve performance, enhance product yields and accelerate time to market. Nova acts as a partner to semiconductor manufacturers from its offices around the world. Additional information may be found at www.novami.com.

Nova is traded on the NASDAQ & TASE under the symbol NVMI.

This press release provides financial measures that exclude charges for amortization of acquired intangible assets, certain discrete tax items and stock-based compensation 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.

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 growth opportunities and 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. Factors that may affect our results, performance, circumstances or achievements include, but are not limited to, the following: our dependency on three product lines; 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 PEMs; 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 efforts to complete and integrate current and/or future acquisitions; risks related to the worldwide financial instabilities; risks related to our intellectual property; new product offerings from our competitors; unanticipated manufacturing or supply problems; risks related to government programs we participate in; risks related to taxation; changes in customer demand for our products; risks related to currency fluctuations; risks related to technology security threats and changes in privacy laws; risks related to acquisitions we may pursue 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, 2017 filed with the Securities and Exchange Commission on February 28, 2018. 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)

| | As of December | |
|---|----------------|---------|
| | 31, | |
| | 2018 | 2017 |
| ASSETS | | |
| Current assets | | |
| Cash and cash equivalents | 22,877 | 27,697 |
| Short-term interest-bearing bank deposits | 152,951 | 121,390 |
| Trade accounts receivable | 53,531 | 40,949 |
| Inventories | 41,786 | 34,921 |
| Other current assets | 10,961 | 7,313 |
| Total current assets | 282,106 | 232,270 |
| Long-term assets | | |
| Long-term interest-bearing bank deposits | 2,000 | 750 |
| Deferred tax assets | 3,873 | 1,957 |
| Severance pay funds | 1,394 | 1,503 |
| Property and equipment, net | 13,756 | 13,891 |
| Identifiable intangible assets, net | 10,187 | 12,800 |
| Goodwill | 20,114 | 20,114 |
| Total long-term assets | 51,324 | 51,015 |
| Total assets | 333,430 | 283,285 |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | |
| Current liabilities | | |
| Trade accounts payable | 19,015 | 15,754 |
| Deferred revenues | 3,984 | 10,334 |
| Other current liabilities | 25,079 | 26,038 |
| Total current liabilities | 48,078 | 52,126 |
| Long-term liabilities | | |
| Liability for employee severance pay | 2,254 | 2,590 |
| Other long-term liabilities | 2,358 | 1,833 |
| Total long-term liabilities | 4,612 | 4,423 |
| Shareholders' equity | 280,740 | 226,736 |
| Total liabilities and shareholders' equity | 333,430 | 283,285 |

NOVA MEASURING INSTRUMENTS LTD.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(U.S. dollars in thousands, except per share data) - (Unaudited)

| | Three months ended December 31, | | Year ended December 31, | |
|--|---------------------------------------|--------|----------------------------|---------|
| | 2018 | 2017 | 2018 | 2017 |
| Revenues: | | | | |
| Products | 48,376 | 44,754 | 193,298 | 174,343 |
| Services | 14,696 | 12,624 | 57,836 | 47,649 |
| Total revenues | 63,072 | 57,378 | 251,134 | 221,992 |
| Cost of revenues: | | | | |
| Products | 18,120 | 17,523 | 71,706 | 62,242 |
| Services | 9,242 | 7,801 | 34,194 | 28,563 |
| Total cost of revenues | 27,362 | 25,324 | 105,900 | 90,805 |
| Gross profit | 35,710 | 32,054 | 145,234 | 131,187 |
| Operating expenses: | | | | |
| Research and development expenses, net | 10,490 | 10,617 | 45,451 | 38,956 |
| Sales and marketing expenses | 7,303 | 5,908 | 27,992 | 23,751 |
| General and administrative expenses | 2,209 | 2,558 | 8,735 | 8,100 |
| Amortization of acquired intangible assets | 654 | 640 | 2,614 | 2,561 |
| Total operating expenses | 20,656 | 19,723 | 84,792 | 73,368 |
| Operating income | 15,054 | 12,331 | 60,442 | 57,819 |
| Financing income, net | 1,178 | 710 | 2,984 | 2,276 |
| Income before tax on income | 16,232 | 13,041 | 63,426 | 60,095 |
| Income tax expenses | 1,080 | 4,800 | 9,051 | 13,636 |
| Net income for the period | 15,152 | 8,241 | 54,375 | 46,459 |
| Earnings per share: | | | | |
| Basic | 0.54 | 0.30 | 1.94 | 1.68 |
| Diluted | 0.53 | 0.29 | 1.89 | 1.63 |
| Shares used for calculation of earnings per share: | | | | |
| Basic | 28,026 | 27,873 | 28,022 | 27,696 |
| Diluted | 28,655 | 28,786 | 28,765 | 28,524 |

NOVA MEASURING INSTRUMENTS LTD.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

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

| | Three months ended | | Year ended | |
|--|-----------------------|----------|----------------------|----------|
| | December 31, 2018 | 2017 | December 31, 2018 | 2017 |
| Cash flows from operating activities: | | | | |
| Net income for the period | 15,152 | 8,241 | 54,375 | 46,459 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | | | |
| Depreciation | 1,497 | 787 | 5,071 | 3,618 |
| Amortization of acquired intangible assets | 653 | 640 | 2,613 | 2,561 |
| Amortization of deferred stock-based compensation | 1,245 | 899 | 4,326 | 2,779 |
| Decrease (increase) in liability for employee termination benefits, net | (174) | 3 | (227) | 94 |
| Deferred tax assets, net | (1,171) | (395) | (1,916) | (31) |
| Decrease (increase) in trade accounts receivable | (5,460) | (7,395) | (12,539) | 1,677 |
| Decrease (increase) in inventories | (119) | 3,050 | (8,123) | (6,858) |
| Decrease (increase) in other current assets | (4,717) | 1,187 | (3,648) | (2,245) |
| Increase (decrease) in trade accounts payable | 1,395 | (1,869) | 3,261 | (747) |
| Increase (decrease) in other current liabilities and other long-term liabilities | 6,860 | 5,218 | (734) | 8,242 |
| Increase (decrease) in short term deferred revenues | (2,267) | (1,092) | (6,350) | 6,262 |
| Net cash provided by operating activities | 12,894 | 9,274 | 36,109 | 61,811 |
| Cash flow from investment activities: | | | | |
| Increase in short-term and long-term interest-bearing bank deposits | (7,151) | 2,443 | (32,811) | (50,844) |
| Additions to property and equipment | (1,899) | (4,171) | (3,678) | (6,295) |
| Net cash used in investment activities | (9,050) | (1,728) | (36,489) | (57,139) |
| Cash flows from financing activities: | | | | |
| Purchases of treasury shares | (4,801) | - | (4,801) | - |
| Shares issued under employee stock-based plans | 67 | 131 | 361 | 2,619 |
| Net cash provided by (used in) financing activities | (4,734) | 131 | (4,440) | 2,619 |
| Increase (decrease) in cash and cash equivalents | (890) | 7,677 | (4,820) | 7,291 |
| Cash and cash equivalents – beginning of period | 23,767 | 20,020 | 27,697 | 20,406 |
| Cash and cash equivalents – end of period | 22,877 | 27,697 | 22,877 | 27,697 |

NOVA MEASURING INSTRUMENTS LTD.RECONCILIATION OF GAAP TO NON-GAAP RESULTS

(U.S. dollars in thousands, except percentage and per share data) - (Unaudited)

| | Three months ended | | |
|--|--------------------|-----------|----------|
| | December | September | December |
| | 31, | 30, | 31, |
| | 2018 | 2018 | 2017 |
| GAAP cost of revenues | 27,362 | 26,104 | 25,324 |
| Stock-based compensation in cost of products | (147) | (161) | (107) |
| Stock-based compensation in cost of services | (122) | (122) | (89) |
| Non-GAAP cost of revenues | 27,093 | 25,821 | 25,128 |
| GAAP gross profit | 35,710 | 37,467 | 32,054 |
| Gross profit adjustments | 269 | 283 | 196 |
| Non-GAAP gross profit | 35,979 | 37,750 | 32,250 |
| GAAP gross margin as a percentage of revenues | 57 % | 59 % | 56 % |
| Non-GAAP gross margin as a percentage of revenues | 57 % | 59 % | 56 % |
| GAAP operating expenses | 20,656 | 21,717 | 19,723 |
| Stock-based compensation in research and development | (500) | (484) | (346) |
| Stock-based compensation in sales and marketing | (262) | (285) | (216) |
| Stock-based compensation in general and administrative | (214) | (202) | (141) |
| Amortization of acquired intangible assets | (654) | (653) | (640) |
| Non-GAAP operating expenses | 19,026 | 20,093 | 18,380 |
| Non-GAAP operating income | 16,953 | 17,657 | 13,870 |
| GAAP operating margin as a percentage of revenues | 24 % | 25 % | 21 % |
| Non-GAAP operating margin as a percentage of revenues | 27 % | 28 % | 24 % |
| GAAP tax on income | 1,080 | 3,312 | 4,800 |
| Certain discrete tax items | 137 | 137 | (3,241) |
| Non-GAAP tax on income | 1,217 | 3,449 | 1,559 |
| GAAP net income | 15,152 | 13,310 | 8,241 |
| Amortization of acquired intangible assets | 654 | 653 | 640 |
| Stock-based compensation expenses | 1,245 | 1,254 | 899 |
| Certain discrete tax items | (137) | (137) | 3,241 |
| Non-GAAP net income | 16,914 | 15,080 | 13,021 |
| GAAP basic earnings per share | 0.54 | 0.47 | 0.30 |
| Non-GAAP basic earnings per share | 0.60 | 0.54 | 0.47 |
| GAAP diluted earnings per share | 0.53 | 0.46 | 0.29 |
| Non-GAAP diluted earnings per share | 0.59 | 0.52 | 0.45 |
| Shares used for calculation of earnings per share: | | | |
| Basic | 28,026 | 28,047 | 27,873 |
| Diluted | 28,655 | 28,777 | 28,786 |

NOVA MEASURING INSTRUMENTS LTD.
RECONCILIATION OF GAAP TO NON-GAAP RESULTS

(U.S. dollars in thousands, except percentage and per share data) - (Unaudited)

| | Year ended | | December 31, | |
|--|------------|----------|--------------|--|
| | 2018 | 2017 | | |
| GAAP cost of revenues | 105,900 | 90,805 | | |
| Stock-based compensation in cost of products | (515) | (370) | | |
| Stock-based compensation in cost of services | (414) | (268) | | |
| Non-GAAP cost of revenues | 104,971 | 90,167 | | |
| GAAP gross profit | 145,234 | 131,187 | | |
| Gross profit adjustments | 929 | 638 | | |
| Non-GAAP gross profit | 146,163 | 131,825 | | |
| GAAP gross margin as a percentage of revenues | 58 % | 59 % | | |
| Non-GAAP gross margin as a percentage of revenues | 58 % | 59 % | | |
| GAAP operating expenses | 84,792 | 73,368 | | |
| Stock-based compensation in research and development | (1,710) | (1,055) | | |
| Stock-based compensation in sales and marketing | (1,026) | (621) | | |
| Stock-based compensation in general and administrative | (661) | (465) | | |
| Amortization of acquired intangible assets | (2,614) | (2,561) | | |
| Non-GAAP operating expenses | 78,781 | 68,666 | | |
| Non-GAAP operating income | 67,382 | 63,159 | | |
| GAAP operating margin as a percentage of revenues | 24 % | 26 % | | |
| Non-GAAP operating margin as a percentage of revenues | 27 % | 28 % | | |
| GAAP tax on income | 9,051 | 13,636 | | |
| Certain discrete tax items | 549 | (3,605) | | |
| Non-GAAP tax on income | 9,600 | 10,031 | | |
| GAAP net income | 54,375 | 46,459 | | |
| Amortization of acquired intangible assets | 2,614 | 2,561 | | |
| Stock-based compensation expenses | 4,326 | 2,779 | | |
| Certain discrete tax items | (549) | 3,605 | | |
| Non-GAAP net income | 60,766 | 55,404 | | |
| GAAP basic earnings per share | 1.94 | 1.68 | | |
| Non-GAAP basic earnings per share | 2.17 | 2.00 | | |
| GAAP diluted earnings per share | 1.89 | 1.63 | | |
| Non-GAAP diluted earnings per share | 2.11 | 1.94 | | |
| Shares used for calculation of earnings per share: | | | | |
| Basic | 28,022 | 27,696 | | |
| Diluted | 28,765 | 28,524 | | |