

AMPAL-AMERICAN ISRAEL CORP  
Form 8-K  
April 10, 2008

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

## FORM 8-K

### CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): April 10, 2008 (April 8, 2008)

**AMPAL-AMERICAN ISRAEL CORPORATION**  
(Exact Name of Registrant as Specified in Charter)

**New York**  
(State or Other Jurisdiction  
of Incorporation)

**0-538**  
(Commission  
File Number)

**13-0435685**  
(IRS Employer  
Identification No.)

**111 Arlozorov Street**  
**Tel Aviv, Israel**  
(Address of Principal Executive Offices)

**62098**  
(Zip Code)

**(866) 447-8636**  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 7.01 Regulation FD Disclosure.**

On April 8, 2008, Ampal-American Israel Corporation (the Company ) issued a press release announcing that it has published a prospectus in Israel for the offering in Israel of the Company's Series B debentures. The full text of the press release is attached as Exhibit 99.1 to this Current Report and is incorporated herein by reference.

This Current Report on Form 8-K is neither an offer to sell nor a solicitation of an offer to buy any of the Company's securities.

As provided in General Instruction B.2 of Form 8-K, the information contained in this Item 7.01 of this Current Report on Form 8-K shall be considered filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ).

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits:

<u>EXHIBIT</u>	<u>DESCRIPTION</u>
99.1	Press release of Ampal-American Israel Corporation, dated April 8,2008.*

\* As provided in General Instruction B.2 of Form 8-K, Exhibit 99.1 of this Current Report on Form 8-K shall be considered filed for purposes of Section 18 of the Exchange Act.

**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 hereunto duly authorized.

AMPAL-AMERICAN ISRAEL CORPORATION

Date: April 10, 2008

By: /s/Yoram Firon  
Name: Yoram Firon  
Title: *Vice President Investments and Corporate Affairs*

**EXHIBIT INDEX**

EXHIBIT

99.1

DESCRIPTION

Press release of Ampal-American Israel Corporation, dated April 8,2008.