

ON TRACK INNOVATIONS LTD
Form 20-F/A
March 16, 2012

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

FORM 20-F/A

AMENDMENT NO. 2

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2010

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of event requiring this shell company report _____

For the transition period from _____ to _____

Commission file number 000-1021604

ON TRACK INNOVATIONS LTD.
(Exact Name of Registrant as Specified in Its Charter)

ISRAEL
(Jurisdiction of incorporation or organization)

Z.H.R Industrial Zone, Rosh-Pina 12000, Israel
(Address of principal executive offices)

Tanir Horn, Chief Financial Officer

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Tel: (011) 972-4-6868000
E-mail: Tanir@otiglobal.com
Z.H.R. Industrial Zone
P.O. Box 32, Rosh Pina, Israel 12000

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Ordinary Shares, par value NIS 0.10 per share	NASDAQ Global Market

Securities registered or to be registered pursuant to Section 12(g) of the Act: None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report: 31,705,166 Ordinary Shares, par value NIS 0.10 per share.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer Accelerated Filer Non-Accelerated Filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP International Financial Reporting Standards as issued by the International Accounting Board Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow:

Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

EXPLANATORY NOTE

We are filing this Amendment No. 2 to our annual report on Form 20-F, or the Form 20-F/A, to amend Exhibits 4.10, 4.11, 4.12, 4.13, and 4.14, or the Exhibits, to our annual report on Form 20-F for the fiscal year ended December 31, 2010, which was originally filed with the Securities and Exchange Commission, or the Commission, on March 30, 2011, or the Annual Report, and amended by Amendment No. 1 on Form 20-F, which was filed with the Commission on December 20, 2011.

The Exhibits to the Annual Report are hereby deleted in their entirety and replaced with Exhibits 4.10, 4.11, 4.12, 4.13, and 4.14, respectively, filed herewith, to disclose certain additional information previously redacted pursuant to requests for confidential treatment by the Registrant.

In addition, we are filing or furnishing, as indicated in this Form 20-F/A, as exhibits certain currently dated certifications.

Other than as expressly set forth above, this Form 20-F/A does not, and does not purport to amend, restate, or update the information contained in the Annual Report, or reflect any events that have occurred after the Annual Report was filed.

ITEM 19. EXHIBITS

Exhibit No.	Description
1	Articles of Association. (4)
2	Shareholders Rights Agreement, dated as of January 12, 2009, between the Registrant and Continental Stock Transfer & Trust Company. (4)
4.1	Original Section 102 Share Option Plan of the Registrant. (2)
4.2	Stock Compensation Program and Stock Award Agreement of OTI America, Inc. (1)
4.3	2008 Employee Stock Purchase Plan of the Registrant. (3)
4.4	2001 Employee Share Purchase Plan of the Registrant. (1)
4.5	2001 Share Option Plan of the Registrant. (1)
4.6	Application to Approve a Trustee for an Option Plan pursuant to Section 102 of the Income Tax Ordinance; and Deed of Trust. (2)
4.7	Long Term Lease Agreement, dated as of March 6, 2002 by and between the Israel Lands Authority and the Registrant. (1)
4.8	Form of Letter of Exemption and Indemnification between the Registrant and its directors and officers. (5)
4.9	Form of Securities Purchase Agreement between the Registrant and various investors, dated as of October 27, 2005. (6)
4.10^	Agreement, dated November 25, 2009, by and between the Tanzania Revenue Authority and the Registrant (filed herewith).
4.11^	Supply Agreement, dated December 22, 2009, by and between SMARTRAC N.V. and the Registrant (filed herewith).
4.12	Asset Purchase Agreement, dated December 22, 2009, by and among SMARTRAC Singapore Trading PTE, Millennium Card's Technology Limited, and the Registrant (filed herewith).
4.13^	Supply, Integration and Maintenance Services Agreement, dated December 9, 2009, by and between the Registrant and the Direccion General De Registro Civil, Identificaciòn y Cedulacion of Ecuador (unofficial English translation from Spanish original) (filed herewith).
4.14^	Supply of Electronic Identification Cards Agreement, dated November 11, 2009, by and between the Registrant and the Direccion General De Registro Civil, Identificaciòn y Cedulacion of Ecuador (unofficial English translation from Spanish original) (filed herewith).
8.1	List of subsidiaries. (7)
12.1	Certification of Chief Executive Officer, pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934 (filed herewith).
12.2	Certification of Chief Financial Officer, pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934 (filed herewith).
13.1	Certification of Chief Executive Officer, pursuant Rule 13a-14(b) under the Securities Exchange Act of 1934, and 18 U.S.C. Section 1350 (furnished herewith).
13.2	

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Certification of Chief Financial Officer, pursuant Rule 13a-14(b) under the Securities Exchange Act of 1934, and 18 U.S.C. Section 1350 (furnished herewith).

15 Consent of Independent Registered Public Accounting Firm. (7)

- (1) Previously filed with the Company's Registration Statement on Form F-1, filed on June 14, 2002.
- (2) Previously filed with an amendment to the Company's Registration Statement on Form F-1, filed with the Commission on September 11, 2002.
- (3) Previously filed with the Company's Registration Statement on Form S-8, filed with the SEC on March 6, 2008.
- (4) Previously filed with the Company's Registration Statement on Form 8-A/A (Amendment No. 1), filed with the SEC on January 12, 2009.
- (5) Previously filed with the Company's report on Form 6-K, as Schedule B to such report, filed with the SEC on June 25, 2008.
- (6) Previously filed with the Company's report on Form 6-K filed with SEC on November 8, 2005.
- (7) Previously filed with the Company's annual report on Form 20-F, filed with the SEC on March 30, 2011.

^ Portions of this exhibit have been omitted pursuant to a request for confidential treatment.

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F/A and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

ON TRACK INNOVATIONS LTD.

By: /s/ Oded Bashan
Oded Bashan
Chief Executive Officer
and Chairman of the Board

By: /s/ Tanir Horn
Tanir Horn
Chief Financial Officer

Date: March 16, 2012

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