

# AMPAL-AMERICAN ISRAEL CORP

## FORM 8-K (Current report filing)

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Address	555 MADISON AVENUE 20TH FLOOR NEW YORK, New York 10022
Telephone	212-593-9842
CIK	0000731859
Industry	Misc. Financial Services
Sector	Financial
Fiscal Year	12/31

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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) November 5, 2006

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**AMPAL-AMERICAN ISRAEL CORPORATION**

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**(Exact Name of Registrant as Specified in Charter)**

New York

0-538

13-0435685

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

**(Commission  
File Number)**

**(IRS Employer  
Identification No.)**

111 Arlozorov Street, Tel Aviv, Israel

62098

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**(Address of Principal Executive Offices)**

**(Zip Code)**

Registrant's telephone number, including area code 1-866-447-8636

N/A

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**(Former Name or Former Address, if Changed Since Last Report)**

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)
  - 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))
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**Item 7.01 Regulation FD Disclosure.**

On November 5, 2006, Ampal-American Israel Corporation (the "Company") issued a press release with respect to its intention to offer notes to Israeli institutional investors in a private placement. A copy of the press release is attached hereto as Exhibit 99.1 and 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.

**Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits.*

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Press release of Ampal-American Israel Corporation, dated November 5, 2006.

**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.

Date: November 7, 2006

AMPAL-AMERICAN ISRAEL CORPORATION

By: /s/ Yoram Firon

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Yoram Firon  
Vice President - Investments  
and Corporate Affairs

**EXHIBIT INDEX**

99.1 Press release of Ampal-American Israel Corporation, dated November 5, 2006.



FOR: AMPAL-AMERICAN ISRAEL CORPORATION  
CONTACT: Irit Eluz  
CFO - SVP Finance & Treasurer  
1 866 447 8636  
irit@ampal.com

FOR: KM/KCSA Investor Relations  
CONTACT: Roni Gavriellov  
011-972-3-516-7620  
roni@km-ir.co.il

**AMPAL-AMERICAN ISRAEL CORPORATION TO OFFER NOTES TO ISRAELI INSTITUTIONAL INVESTORS IN A PRIVATE PLACEMENT**

Tel Aviv, Israel – November 5, 2006 – Ampal-American Israel Corporation – (NASDAQ: AMPL) announced today that it intends to commence a private placement debt offering to institutional investors in Israel.

Ampal intends to sell, subject to market and other customary conditions, unsecured notes in the principal amount of NIS 150,000,000 (approximately \$35,000,000) with an interest rate, linked to the Israeli consumer price index, to be determined. The notes shall rank *pari passu* with the unsecured indebtedness of Ampal. The net proceeds of the proposed debt offering shall be used for general corporate purposes, investments or acquisitions, as Ampal shall determine from time to time. The proposed debt offering received a rating of A3 from Midroog, an affiliate of Moody’s Investors Service. There is no assurance that the proposed offering of notes will be completed or the final terms thereof.

Ampal intends to register the notes in the Tel Aviv Stock Exchange and expand the debt offering to the public in Israel in the future, subject to market conditions and to the publishing of a final prospectus approved by the Israeli Securities Authority as well as the approval of the Tel Aviv Stock Exchange for the listing of the notes.

The proposed debt offering will only be made to certain non-U.S. institutional investors in accordance with Regulation S under the U.S. Securities Act of 1933, as amended. The notes have not been and will not be registered under the U.S. securities laws, or any state securities laws, and may not be offered or sold in the United States or to United States persons without registration unless an exemption from such registration is available. This notice does not constitute an offer to sell the notes, nor a solicitation for an offer to purchase the notes. Further, this press release shall not constitute any offer, solicitation or sale of any of the notes in any jurisdiction in which such offering sold would be unlawful.

## About Ampal

Ampal and its subsidiaries primarily acquire interests in businesses located in the State of Israel or that are Israel-related. Ampal has diversified interests in the following sectors: Energy, Real Estate and others. For more information about Ampal please visit our web site at [www.ampal.com](http://www.ampal.com).

Certain information in this press release includes forward-looking statements (within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934) and information relating to Ampal that are based on the beliefs of management of Ampal as well as assumptions made by and information currently available to the management of Ampal. When used in this press release, the words “anticipate,” “believe,” “estimate,” “expect,” “intend,” “plan,” and similar expressions as they relate to Ampal or Ampal’s management, identify forward-looking statements. Such statements reflect the current views of Ampal with respect to future events or future financial performance of Ampal, the outcome of which is subject to certain risks and other factors which could cause actual results to differ materially from those anticipated by the forward-looking statements, including among others, the economic and political conditions in Israel, the Middle East, including the situation in Iraq, and the global business and economic conditions in the different sectors and markets where Ampal’s portfolio companies operate. Should any of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results or outcome may vary from those described herein as anticipated, believed, estimated, expected, intended or planned. Subsequent written and oral forward-looking statements attributable to Ampal or persons acting on its behalf are expressly qualified in their entirety by the cautionary statements in this paragraph. Please refer to the Ampal’s annual, quarterly and periodic reports on file with the SEC for a more detailed discussion of these and other risks that could cause results to differ materially.

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