

# AMPAL-AMERICAN ISRAEL CORP

## FORM 8-K (Current report filing)

Filed 11/25/08 for the Period Ending 11/25/08

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Telephone	2125939842
CIK	0000731859
Symbol	AMPL
SIC Code	6799 - Investors, Not Elsewhere Classified
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 25, 2008 (November 24, 2008)**

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**AMPAL-AMERICAN ISRAEL CORPORATION**

(Exact name of registrant as specified in its charter)

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

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

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

**10 Abba Even St.**  
**Ackerstein Tower C, 9th Floor**  
**P.O. Box 12215**  
**Herzliya, Israel**  
(Address of Principal Executive Offices)

**46733**  
(Zip Code)

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

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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 24, 2008, Ampal-American Israel Corporation (the “Company”) issued a press release announcing that its board of directors approved programs authorizing the Company to repurchase shares of its Class A Stock and to repurchase its Series A and 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.

In accordance with General Instruction B.2 of Form 8-K, the information in this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**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 November 24, 2008.

**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: November 25, 2008

By: /s/Yoram Firon

Name: Yoram Firon  
Title: *Vice President – Investments and  
Corporate Affairs*

**EXHIBIT INDEX**

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### **Ampal-American Israel Corporation Approves Stock Repurchase Program and Israeli Debenture Repurchase Program**

TEL AVIV, Israel, November 24, 2008 – Ampal-American Israel Corporation (Nasdaq: AMPL), a holding company in the business of acquiring and managing interests in various businesses, with emphasis in recent years on energy and related fields, announced today that its board of directors has approved a stock repurchase program, effective as of November 23, 2008. Under the program, Ampal is authorized to repurchase up to \$20 million of its outstanding shares of its Class A Stock, its only class of stock, from time to time depending on market conditions, share price and other factors.

Ampal's board of Directors also approved a repurchase plan, effective as of November 23, 2008, of Ampal's Series A and Series B debentures that are traded on the Tel Aviv Stock Exchange.

The repurchases may be made on the open market, in block trades or otherwise and may include derivative transactions. The program may be suspended or discontinued at any time.

Ampal also intends to adopt a Rule 10b5-1 trading plan, which will allow Ampal to repurchase its Class A Stock in the open market during periods in which stock trading is otherwise closed to Ampal.

The repurchase programs will be funded using Ampal's available cash and by possible future borrowings.

**About Ampal:**

Ampal and its subsidiaries acquire interests primarily in businesses located in the State of Israel or that are Israel-related. The Company is seeking opportunistic situations in a variety of industries, with a focus on energy and related sectors. The Company's goal is to develop or acquire majority interests in businesses that are profitable and generate significant free cash flow that Ampal can control. For more information about Ampal please visit our web site at [www.ampal.com](http://www.ampal.com).

**Safe Harbor Statement**

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. Ampal assumes no obligation to update or revise any forward-looking statements.