

CAMTEK LTD
Form 20-F
June 30, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 20-F

(Mark One)

Registration statement pursuant to Section 12(b) or (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, 2007

or

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

or

Shell Company report pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934 \\
Date of event requiring this shall Company report _____

For the transition period from _____ to _____

Commission file number 000-30664

Camtek Ltd.

(Exact name of Registrant as specified in its charter)

Israel

(Jurisdiction of incorporation or organization)

Ramat Gavriel Industrial Zone, P.O. BOX 544, Migdal Ha Emek, Israel

(Address of principal executive offices)

Raanan Dekel, Telephone: (972) (4) 6048100, Facsimile: (972) (4) 6440523, E-mail:

raanand@camtek.co.il,

Ramat Gavriel Industrial Zone, P.O. BOX 544, Migdal Ha Emek, Israel

(Name, Telephone, Facsimile, E-Mail and Address of Company Contact Person)

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

Ordinary Shares, nominal value 0.01 New Israeli Shekel per share

(Title of each Class)

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Nasdaq Global Market
(Name of each Exchange on which registered)

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

None

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None

(Title of Class)

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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:

30,133,715 Ordinary Shares, par value NIS 0.01

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 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:

US GAAP

International Financial Reporting Standards as issued by the International Accounting Standards 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

TABLE OF CONTENTS

	<u>PAGE</u>
<u>PART I</u>	5
<u>Item 1.</u> <u>Identity of Directors, Senior Management and Advisers</u>	5
<u>Item 2.</u> <u>Offer Statistics and Expected Timetable</u>	5
<u>Item 3.</u> <u>Key Information</u>	5
<u>Item 4.</u> <u>Information on the Company</u>	18
<u>Item 4A.</u> <u>Unresolved Staff Comments</u>	26
<u>Item 5.</u> <u>Operating and Financial Review and Prospects</u>	26
<u>Item 6.</u> <u>Directors, Senior Management and Employees</u>	36
<u>Item 7.</u> <u>Major Shareholders and Related Party Transactions</u>	48
<u>Item 8.</u> <u>Financial Information</u>	49
<u>Item 9.</u> <u>The Offer and Listing</u>	51
<u>Item 10.</u> <u>Additional Information</u>	52
<u>Item 11.</u> <u>Quantitative and Qualitative Disclosures About Market Risk</u>	66
<u>Item 12.</u> <u>Description of Securities Other than Equity Securities</u>	66
<u>PART II</u>	67
<u>Item 13.</u> <u>Defaults, Dividend Arrearages and Delinquencies</u>	67
<u>Item 14.</u> <u>Material Modifications to the Rights of Security Holders and Use of Proceeds</u>	67
<u>Item 15T.</u> <u>Controls and Procedures</u>	67
<u>Item 16A.</u> <u>Audit Committee Financial Expert</u>	67
<u>Item 16B.</u> <u>Code of Ethics</u>	68
<u>Item 16C.</u> <u>Principal Accounting Fees and Services</u>	68
<u>Item 16D.</u> <u>Exemptions from the Listing Standards for Audit Committees</u>	68
<u>Item 16E.</u> <u>Purchases of Equity Securities by the Issuer and Affiliated Purchasers</u>	69
<u>PART III</u>	69
<u>Item 17.</u> <u>Financial Statements</u>	69
<u>Item 18.</u> <u>Financial Statements</u>	69
<u>Item 19.</u> <u>Exhibits</u>	70

Forward-Looking Statements

Statements in this annual report about our future results, levels of activity, performance, goals or achievements or other future events constitute forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in our forward-looking statements. These factors include, among others, those listed under **Risk Factors** or described elsewhere in this annual report.

In some cases, you can identify forward-looking statements by our use of words such as *may*, *will*, *should*, *could*, *expects*, *plans*, *anticipates*, *believes*, *estimates*, *predicts*, *seeks*, *strategy*, *potential* or *continue* or the negative or other variations of these words, or comparable words or phrases.

Although we believe that the expectations reflected in our forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements or other future events. We are under no duty to update any of our forward-looking statements after the date of this annual report, other than as required by law. You should not place undue reliance on forward-looking statements.

As used in this annual report, the terms *we*, *us*, *our*, *the Company* and *Camtek* mean Camtek Ltd. and its subsidiaries, unless otherwise indicated.

PART I

Item 1. Identity of Directors, Senior Management and Advisers.

Not applicable.

Item 2. Offer Statistics and Expected Timetable.

Not Applicable.

Item 3. Key Information.

A. Selected Consolidated Financial Data.

We derived the selected data under the captions Selected Statement of Operations Data for the years ended December 31, 2005, 2006 and 2007, and Selected Balance Sheet Data as of December 31, 2006 and 2007 from the audited consolidated financial statements included elsewhere in this annual report. The consolidated financial statements as of December 31, 2005, have been jointly audited by Goldstein Sabo Tevet and Brightman Almagor & Co., a member firm of Deloitte Touche Tohmatsu, independent registered public accounting firm. Further, the consolidated financial statements for each of the two years in the two year period ended December 31, 2007, have been audited by Somekh Chaikin, a member firm of KPMG International, independent registered public accounting firm. We derived the selected data under the caption Selected Statement of Operations Data for the years ended December 31, 2003 and 2004 and Selected Balance Sheet Data as of December 31, 2003 and 2004 from audited financial statements that are not included in this annual report.

For all fiscal periods for which consolidated financial data are set forth below, our consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States.

Year Ended December 31,

	2003	2004	2005	2006	2007
(in thousands, except per share data)					
Selected Statement of Operations Data:					
Revenues:					
Sales of products	\$ 26,567	\$ 63,353	\$ 56,987	\$ 92,470	\$ 59,654
Service fees	4,574	4,066	6,045	7,585	11,315
Total revenues	31,141	67,419	63,032	100,055	70,969
Cost of revenues:					
Cost of products sold	13,214	28,193	28,262	42,600	32,769
Cost of services	3,460	3,168	4,519	5,842	9,171
Royalties to the Government of Israel	150	-	-	-	-
Total cost of revenues	16,824	31,361	32,781	48,442	41,940
Gross profit	14,317	36,058	30,251	51,613	29,029
Research and development costs	5,855	7,328	8,469	11,831	12,111
Selling, general and administrative expenses	10,041	15,953	18,760	27,850	24,119
Operating income (loss)	(1,579)	11,655	3,022	11,932	(7,201)
Financial and other income (expenses), net	235	(359)	(320)	(288)	(128)
Income (loss) before income taxes	(1,344)	11,296	2,702	11,644	(7,329)
Income taxes	225	499	-	(41)	(362)
Net income (loss)	\$ (1,569)	\$ 10,797	\$ 2,702	\$ 11,603	\$ (7,691)
Earnings (loss) per ordinary share:					
Basic	\$ (0.06)	\$ 0.40	\$ 0.10	\$ 0.40	\$ (0.25)
Diluted	\$ (0.06)	\$ 0.39	\$ 0.10	\$ 0.39	\$ (0.25)
Weighted average number of ordinary shares outstanding:					
Basic	27,053	27,114	27,253	29,176	30,145
Diluted	27,053	27,800	27,586	29,553	30,145

December 31,

	2003	2004	2005	2006	2007
(in thousands)					
Selected Balance Sheet Data:					
Cash and cash equivalents	\$ 12,837	\$ 9,141	\$ 8,714	\$ 23,358	\$ 18,601
Total assets	54,186	68,643	75,239	110,806	98,465
Bank credit	2,300	2,335	-	-	-
Convertible Loan	-	-	5,000	5,000	5,000
Shareholders' equity	38,851	49,776	52,618	80,138	72,906

B. Capitalization and Indebtedness.

Not applicable.

C. Reasons for the Offer and Use of Proceeds.

Not applicable.

D. Risk Factors

There is a high degree of risk associated with our company and business. If any of the following risks occur, our business, operating results and financial condition could be materially adversely affected and the trading price of our ordinary shares could decline.

Risk Factors Related to Our Business and Our Markets

We had a history of losses, and we cannot assure you that we will not incur additional losses in the future.

We incurred a net loss of \$1.6 million for the year ended December 31, 2003. Despite having had net income of \$10.8 million, \$2.7 million and \$11.6 million in 2004, 2005 and 2006 respectively, we incurred a net loss of \$7.7 million in 2007. We may not be able to achieve or increase profitability on a quarterly or annual basis. The failure to generate consistent profitability could have a material adverse effect on the market price of our shares.

The markets we target are: printed circuit board, integrated circuit (IC) substrate and semiconductor manufacturing and packaging industries. These markets are highly cyclical and the Company does not have any information that enables it to predict the downturns in these markets.

The printed circuit board, IC substrate and semiconductor manufacturing and packaging industries are highly cyclical. The printed circuit board and the IC substrate experienced a prolonged and severe downturn in 2002 and 2003, during which the overall rate of capital spending by printed circuit board and IC substrate manufacturers had been sharply cut and sales of our products had declined. We experienced an expansion and growth during 2004, a seasonal adjustment down in the first quarter of 2005, and again, an expansion during the second half of 2005 and the first half of 2006. In the second half of 2006 and first quarter of 2007, as a result of a downturn in the semiconductor manufacturing and packaging industry, our revenues had been cut down. In the second and third quarters of 2007, we experienced an increase in revenues from the printed circuit board industry, which resulted in our total revenues increase. In the fourth quarter of 2007 and the first quarter of 2008 we achieved stability in our quarterly revenues level.

As a result of this cyclicity, we saw during 2004 an increase in capital spending in the printed circuit board and IC substrate industries, and sales of our automated optical inspection, or AOI, systems to these manufacturers increased. In 2005, there was a decrease in demand from our clients in the printed circuit board industry, as a result of a capacity adjustment in that market but in 2006 the demand from our clients in the printed circuit board market increased again. In the first quarter of 2007 we had a seasonal adjustment down but then an expansion during the second and third quarters of 2007, with a further adjustment down in the fourth quarter of 2007 and first quarter of 2008.

Also, the semiconductor manufacturing and packaging industry is characterized by cyclicity, which is amplified in the back-end sector, where we operate. As a result of our market penetration to the semiconductor manufacturing and packaging industry, we experienced growth from this market from 2004 until the second quarter of 2006. In the second half of 2006 we were affected by the market's weakness, which continued to affect us until the third quarter of 2007. In the last quarter of 2007 and the first quarter of 2008 we experienced growth unrelated to increased capacity in this market.

In the event of a permanent reduction in demand, we have only a limited ability to reduce expenses because of the need for significant ongoing expenditures related to engineering, research and development and worldwide customer service and support operations. Accordingly, we may incur losses during future downturns or capacity adjustments affecting the markets we serve.

We are planning to increase our revenues from the semiconductor manufacturing and packaging industry with our Falcon system. If our share in the market fails to grow, our results of operations will be adversely affected.

Our future success in the semiconductor manufacturing and packaging industry depends on our ability to sustain and increase the acceptance rate of our AOI technology and upon the acceptance by our customers of new applications we included in our AOI systems. If the market for our AOI systems in the semiconductor manufacturing and packaging industry does not develop at the rate we expect, whether as a result of our inability to obtain repeat orders from our customers or to acquire customers who would adopt our systems for new applications, an economic downturn, intensified competition, presentation to the market of alternative technologies, changes in technology, changes in product standards, or otherwise - our results will be adversely affected. In 2007 our revenues from the Falcon significantly decreased, due to a downturn in the semiconductor manufacturing and packaging industry. We cannot assure you that we will be able to increase Falcon revenues to or above the levels previously achieved.

Longer sales process for new products may increase our costs and delay time to market of our products, which may increase our inventory and negatively impact our results of operations.

While we are expanding our product lines and customer base, our sales process for new products to new and existing customers involves: demonstrations and testing against industry benchmarks in our sales centers; sales and technical presentations and presentations regarding our products competitive advantages; and installation of the systems at the customer's site for side-by-side competitive evaluations for a period of one to six months. More evaluation time is devoted during the initial penetration period for new products and for new customers in new markets, since these circumstances usually require engineering efforts to fix errors, customize tasks and add new features. As a result of all of the above factors, our finished goods inventory totaled \$15.85 million at December 31, 2007, and our costs may increase disproportionately to our revenues as our product lines and customer base expand. Moreover, our customers are increasingly requiring that we deliver our products with short lead times. In order to meet our customers' needs in the timeframe they require, we need to pre-order components and subsystems based on our forecasts of future orders, rather than on actual orders. This need is compounded by the fact that, in times of increasing demand in our industry, our suppliers and subcontractors tend to extend their delivery schedules or fail to meet their delivery deadlines. In order to compensate for these unexpected delays, we have had to predict our needs further into the future, which increases the risk that our predictions may not correspond to our actual future needs.

We operate an international sales organization. A substantial majority of our sales has been to manufacturers in the Asia Pacific region. The concentration of our sales and other resources within a particular geographical region subjects us to additional risks.

We have sold our systems in over 30 countries around the world. The majority of our sales were in the Asia Pacific region. In 2007, our sales in the Asia Pacific region accounted for approximately 82% of our total revenues, including approximately 43% of our total revenues from sales in China and Hong Kong and 18% from sales in Taiwan. Changes in local legislation, changes in governmental controls and regulations, changes in tariffs and taxes, political instability, trade restrictions, a downturn in economic or financial conditions, as well as any extraordinary events having an adverse effect on the economy or business environment in this region may cause a significant decline in our future revenues and may have an adverse effect on our results of operations. These general risks are heightened in China, where the nature of the economy and the legal parameters are rapidly evolving and where foreign companies may face cultural obstacles.

The markets we serve are highly competitive. There is a dominant market participant for AOI systems both for the printed circuit board industry and for the final inspection of silicon wafers in the semiconductor industry, and some of our competitors have greater resources, all of which may make it difficult for us to maintain profitability.

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Competition in the markets we serve is intense. During 2002, early 2003, first half of 2005, 2007 and during the first half of 2008, competition intensified due to the reduced demand for the type of products that we manufacture. This resulted from the general economic conditions, cyclical downturns in the electronics industry and/or seasonal adjustments during those times. When competitors respond to declining demand by offering discounts, free evaluation machines or more favorable credit terms, we may need to implement the same methods in part or in whole in order to maintain our market position. These could mean lower prices for our products and a corresponding reduction in our gross margin. If we have to lower prices to remain competitive and are unable to reduce our costs to offset price reductions or are unable to introduce new, higher performance products with higher prices, our operating results may be adversely affected.

Competitors currently sell systems that provide functionality similar to our products. In the printed circuit board industry, our principal competitor and the dominant market participant is Orbotech Ltd., with additional competitors including Dainippon Screen, Lloyd-Doyle, ManiaBarco, Shirai and Utechzone. In addition, there is a market for used AOI systems for printed circuit board manufacturers, which may reduce the demand for our products and force us to lower our prices in certain cases. Our competitors in the IC substrate industry include Orbotech Ltd., Dainippon Screen, ATI and Utechzone. In the semiconductor manufacturing and packaging industry, our principal competitor and the dominant market participant is Rudolph Technologies Inc. (which purchased the IP and bumped wafer inspection line of RVSI in January 2008), with additional competitors including Zygo (through acquisition of Solvision in February 2008), KLA-Tencor (through acquisition of 96% ownership in ICOS in May 30, 2008), Topcon, Toray, Tosok and Hitachi.

Since we entered the final inspection of silicon wafers business in early 2004, there have been several mergers and acquisitions that changed the competitive map; starting with Rudolph Technologies Inc.'s acquisition of August Technologies in 2005 and the acquisition of the bumped wafer inspection line of RVSI in January 2008, continuing with Solvision's acquisition by Zygo in February 2008 and the recent purchase of 96% of ICOS's shares by KLA-Tencor in May 2008. These acquisitions can reinforce the previously smaller competitors with resources, financial backing and the better market position of the acquiring companies, while bringing new forces to the marketplace. As a result, Camtek may need to overcome unfavorable market perception and invest more R&D efforts in maintaining its technological position.

Some of our competitors have greater financial, personnel and other resources and offer a broader range of products and services. These competitors may be able to respond more quickly to new or emerging technologies or changes in customer requirements, develop additional or superior products, benefit from greater purchasing economies, offer more aggressive pricing or devote greater resources to the promotion of their products.

Technology in the markets in which we operate is rapidly evolving, and we may not be able to keep pace with these changes or with emerging industry standards. This could result in a loss of revenues.

The markets for our products are characterized by changing technology, evolving industry standards, changes in end-user requirements and new product introductions. Potential new technologies and improvements to existing production equipment and methods could improve production yields, thereby reducing the need to use our AOI systems in these industries. In addition, new technologies could emerge as alternatives to using our products.

Our future success will depend on our ability to enhance our existing products and to develop and introduce new technologies for AOI of printed circuit boards, IC substrates and silicon wafers. These products must keep pace with technological developments and address the increasingly sophisticated needs of our customers. If we fail to keep pace with technological changes, with products offered by our competitors or with emerging industry standards, our ability to attract new business and generate revenues may be damaged.

We seek to expand our activity into unsaturated markets adjacent to our existing served markets, such as the inspection of silicon wafers at various steps during their manufacturing process, inside the wafer fabrication facility. Technological developments in production processes and in process control may reduce the growth we anticipate in demand for inspection systems. If this happens, we may not be able to cover our investments in penetrating these markets, or will have to increase our R&D and marketing expense to adapt our products to such changes.

Our products may infringe on the intellectual property rights of others, which could result in claims against us.

Third parties may assert claims that we have violated their patents or that we have infringed upon their intellectual property rights. Intellectual property claims have been asserted against us in the past and may be asserted against us in the future. Any intellectual property claims against us, even if without merit, could lead to protracted litigation, could cost us a significant amount of money to defend and could divert management's attention from our business.

On May 10, 2004, a lawsuit was filed against us in the District Court in Nazareth, Israel, by our competitor, Orbotech Ltd., alleging that the Dragon and Falcon systems infringe upon a patent held by Orbotech Ltd. and requesting an injunctive relief and damages. Currently, the issue being dealt with by the court is the validity of the asserted patent, which expired in February 2008. We believe that we have substantial defenses against the validity of Orbotech's patent and substantial defenses against Orbotech's claims.

On February 23, 2005, a lawsuit was filed against us in the District Court in Jerusalem by Orbotech Ltd., alleging infringement of patent held by Orbotech Ltd. regarding a specific illumination block (an apparatus for illuminating and controlling the illumination of scanned objects), seeking injunctive relief and damages. The court ruled, based on a court's scientific advisor's opinion, that Camtek allegedly infringed the patent, and granted Orbotech a provisional remedy, i.e. interim relief, which prevents Camtek from manufacturing the allegedly infringing illumination block in suit. Following the grant of the provisional remedy by the District Court, the Company filed a motion for leave to appeal (permission from the Israel Supreme Court to appeal the District Court's decision to grant a provisional remedy). The Supreme Court rejected our request. The claim is currently in the preliminary stage of discovery and only after evidence is presented and cross examinations are conducted will a final judgment be rendered by the District Court, subject to the right to appeal. In February 2007, the patent referring to the specific illumination block expired. Among others, the Company has filed two motions for the lawsuit to be dismissed, both still pending. We believe that we have good defenses in the infringement aspect of the claim. We further believe that we have claims with respect to the validity of the asserted patent, as well as other defenses such as estoppel and lack of good faith on the part of Orbotech.

On July 14, 2005, a lawsuit was filed against us in the United States District Court for the District of Minnesota by one of the Company's competitors in the field of semiconductor manufacturing and packaging, August Technology Corporation, or August (today Rudolph Technologies Inc. together with August Technology Corporation), alleging infringement of a patent and seeking injunctive relief and damages. We have filed an answer and counterclaims alleging, *inter-alia*, non-infringement, invalidity and unenforceability of the patent. Fact and expert discovery have been completed. On February 2008 the Company filed a motion for summary judgment of invalidity of the asserted patent. A hearing on Camtek's motion for summary judgment was held on April 25, 2008. The Court took the motion under advisement and will issue an order in due course. We believe that we have substantial defenses to August's allegations.

We cannot assure you that we will be successful in our defense against these claims. If these claims are successful, they could have a negative impact on our business by impairing our ability to sell our systems, and they could result in pecuniary damages against us. Pecuniary damages awarded at the discretion of the court, if any, would be based either on the amount of any losses incurred by the claimants in sales of products due to our sales of infringing products or on the amount of profits earned by us from sales of infringing products. In the event we do not prevail against these claims, we may also be liable for any court costs and attorney's fees incurred by the claimants in connection with these litigations. Even if we will be successful in our defense against these claims, we may still incur significant legal expenses while resolving these matters.

If one or more of our third-party suppliers or subcontractors does not provide us with key components or subsystems, we may not be able to deliver our products to our customers in a timely manner, and we may incur substantial costs to obtain these components from alternate sources.

We rely on single source and limited source suppliers and subcontractors for a number of essential components and subsystems of our products. We do not have agreements with all of these suppliers and subcontractors for the continued supply of the components or subsystems they provide. An interruption in supply from these sources or an unexpected termination of the manufacture of key components or subsystems would disrupt production and adversely affect our ability to deliver products to our customers. For example, Camtek's Reference Generator (CRG) software is a required component in every AOI system. Recently, Mania Technologie AG, the parent company of Mania Technologie Belgium NV, which is currently a single source supplier of CRG, has become insolvent and therefore its future is unclear. Although we have taken and currently take precautions against this kind of events, an unexpected termination or disruption of supply would require an investment in capital and manpower resources in order to shift to other suppliers and might cause a significant delay in introducing replacement products.

We may encounter difficulties in purchasing key components and subsystems to meet increased customer demand.

In the current highly-competitive business environment, our customers require us to fill orders within a very short period of time. Our products are complex and require essential components and subsystems that are produced by a number of suppliers and subcontractors. These suppliers and subcontractors cannot always supply such components and subsystems within the time frame demanded by our customers. Therefore we are required to predict future demands. If we do not order adequate components and subsystems, or if our suppliers and subcontractors are unable to timely meet our increased demand, we might not be able to adequately meet our customers' demands. Our inability to satisfy any increase in customer orders could result in the loss of sales and could cause customers to seek products from our competitors.

We may also overestimate our future needs, which could result in our carrying excess inventory of certain components and subsystems.

We are attempting to expand our activity in the markets we operate in through M&A activity. Such activity may result in dilution, operating difficulties and other adverse consequences.

We invest efforts in attempting to develop new growth engines by acquisitions, where core competencies may provide us with synergy and competitive advantages. Future acquisitions could result in potentially dilutive issuances of equity securities, the incurrence of debt, contingent liabilities or impairment related to goodwill and other intangible assets, any of which could harm our business. In addition, acquisitions could require us to obtain additional equity or debt financing, which may not be available on favorable terms or at all and may be dilutive. Furthermore, we compete for acquisition and investment opportunities with other well established and well capitalized entities. There can be no assurance that we will be able to locate acquisition or investment opportunities upon favorable terms.

In addition, our operation of any acquired business or assets could involve numerous risks, including: post-merger integration problems; diversion of management's attention from our core business; entering markets in which we have little or no experience; and the loss of key employees of the acquired operations.

We can not be certain that any future acquisition or merger will be successful. If the operation of the business of any future acquisition or merger disrupts our operations, our business may suffer. In addition, even if we successfully integrate the acquired business with our own, we may not receive the intended benefits of the acquisition.

If we are unable to protect our proprietary technologies, we may not be able to compete effectively.

We differentiate our products and technologies from those of our competitors by using our proprietary software, our image processing algorithms and the integration of our advanced hardware components. We rely on a combination of copyrights, trade secrets, patents, trademarks, confidentiality and non-disclosure agreements to protect our proprietary know-how and intellectual property, including hardware and software components of our products. These measures may not be adequate to protect our proprietary technologies and it may be possible for a third party, including a competitor, to copy or otherwise obtain and use our products or technologies without authorization or to develop similar technologies independently. Additionally, our products may be sold in countries, particularly in the Asia Pacific region, that provide less protection to intellectual property than that provided under U.S. or Israeli laws.

Fluctuations in currency exchange rates may result in the prices of our products becoming less competitive or in additional expenses.

Currency exchange rate fluctuations may affect the prices of our products. Our prices in most countries outside of Europe and Japan are denominated in dollars. In those countries, if there is a significant devaluation in the local currency compared to the dollar, the prices of our products will increase relative to that local currency and may be less competitive. In addition, much of our service income is denominated in local currencies. If a larger number of our sales were to be denominated in currencies other than dollars, our reported revenue and earnings would be subject to a greater degree of foreign exchange fluctuations.

We generate most of our revenues in dollars but incur a significant portion of our salary and operating expenses in NIS. Appreciation between US dollar and NIS may adversely affect our result of operations in dollar terms. As a result, we bear the risk that the rate of inflation in Israel will exceed the rate of devaluation of the NIS in relation to the dollar, which would increase our costs expressed in dollars. As the majority of our revenues are denominated in dollars, we believe that inflation and fluctuations in the NIS/dollar exchange rate have no material effect on our revenues. However, a major portion of the costs of our Israeli operations, such as personnel, subcontractors, materials and facility-related costs, are incurred in NIS. As a result, we bear the risk that our NIS costs, as expressed in dollars, increase to the extent by which the continued significant appreciation of the NIS in relation to the dollar, as experienced in 2007, will increase our costs expressed in NIS and have an effect on our net income.

We incur a significant portion of our expenses in China in the Yuan, and these expenses may rise with our increasing activities there. While the value of the Yuan has generally been stable in recent years, we are now facing appreciation of the Yuan against the dollar, which may adversely affect our results of operations in dollar terms.

Our dependence on a single major manufacturing facility magnifies the risk of an interruption in our production capabilities.

We have one major manufacturing facility, which is located in Migdal Ha Emek, Israel. Any event affecting this site, including natural disaster, labor stoppages or armed conflict, may disrupt or indefinitely discontinue our manufacturing capabilities and could significantly impair our ability to fulfill orders and generate revenues, thus negatively impacting our business.

We have a supplementary manufacturing facility in China, in which we currently manufacture one type of our verification systems, but intend to expand our manufacturing activities there in the future. Therefore, we may be influenced by changing events in China; for example, our manufacturing activity in China may suffer as a result of changes in China's geopolitical status or fluctuations in its economic stability. In addition, we may be exposed to sourcing risks, such as supply-chain and business interruption issues. Further potential risks may be associated with such issues as the protection of our intellectual property; the recruitment and retention of skilled employees.

We may experience fluctuations in our future operating results, making it difficult to predict future results.

Our revenues and net income (loss), in any particular period may be lower than revenues and net income (loss), in a preceding or comparable period. This complicates our planning processes and reduces the predictability of our earnings. Period-to-period comparisons of our results of operations may not be meaningful, and you should not rely on them as indications of our future performance.

Our quarterly results of operations may be subject to significant fluctuations due to the following factors:

the size, timing and shipment of substantial orders;

customer budget cycles and installation schedules;

product introductions;

the pricing of our products;

the timing of new product upgrades or enhancements;

temporary shifts in industry capacity;

the timing of installation or, in some cases, of acceptance of our products by our customers;

interest and exchange rates; and

the timing of issuing required import permits in certain countries into where we sell.

We depend on a limited number of key personnel who would be difficult to replace.

Our continued growth and success largely depend on the managerial and technical skills of the members of our senior management and key employees. If we expand our operations, we believe that we will need to promote and hire qualified engineering, administrative, operational, financial and marketing personnel. In particular, we may find it difficult to hire key personnel with the requisite knowledge of our business, products and technologies. The process of locating, training and successfully integrating qualified personnel into our operations can be lengthy and expensive. During periods of economic growth, competition for qualified engineering and technical personnel is intense.

If our Chairman and Chief Executive Officer, Mr. Rafi Amit, who is currently handling the development of our business in the Far East, other members of our senior management or any of our key employees are unable or unwilling to continue to be employed by us, our business would suffer. We do not have a key man life insurance policy for Mr. Amit.

Our relationship with Priortech may give rise to conflicts of interest.

From time to time, we purchase products of, or sell products to, other companies owned or controlled by Priortech Ltd., our principal shareholder, and act jointly with respect to governmental and administrative matters and the purchase from third parties of various products and services, which may create conflicts of interest. Despite Israeli law procedural requirements, including obtaining special shareholder approvals for interested party transactions, we cannot be certain that those procedures will eliminate the possible detrimental effects of any of these transactions and activities. In addition, Mr. Rafi Amit acts as the Chief Executive Officer of the Company, on a full time basis, as well as acting as the Company's and Priortech's Chairman of the Board Of Directors. Mr. Yotam Stern, our Executive Vice President, Business & Strategy, spends 40% of his time serving as the Chief Executive Officer of Priortech and other positions in the Priortech group.

We may be classified as a passive foreign investment company, and, as a result, our U.S. shareholders may suffer adverse tax consequences.

Generally, if for any taxable year, after applying certain look-through rules, 75% or more of our gross income is passive income, or at least 50% of our assets (averaged quarterly) are held for the production of, or produce, passive income, we may be characterized as a passive foreign investment company, or PFIC, for U.S. federal income tax purposes. This characterization could result in adverse U.S. tax consequences to our shareholders, including gain realized on the sale of our ordinary shares being taxed at as ordinary income rates rather than capital gain rates, and could result in punitive interest charges being applied to such sales proceeds. Rules similar to those applicable to dispositions generally will apply to certain excess distributions with respect to our ordinary shares. U.S. shareholders should consult with their own U.S. tax advisors with respect to the U.S. tax consequences of investing in our ordinary shares.

Based on an analysis of our assets and income, we believe that in 2007 we were not a PFIC. We currently expect that we will not be a PFIC in 2008. However, PFIC status is determined as of the end of the taxable year and is dependent on a number of factors, including the relative value of our passive assets and our non-passive assets, our market capitalization and the amount and type of our gross income. Therefore, there can be no assurance that we will not become a PFIC for the year ending December 31, 2008 or in a future taxable year. For a discussion of how we might be characterized as a PFIC and the related tax consequences, please see U.S. Federal Income Tax Considerations-Tax Consequences If We Are a Passive Foreign Investment Company.

Our share price has been volatile in the past and may continue to fluctuate in the future.

Our ordinary shares have experienced significant market price and volume fluctuations in the past. During the period from January 1, 2007 through June 25, 2008, the closing price of our ordinary shares ranged from \$1.09 to \$4.58. Our ordinary shares may experience significant market price and volume fluctuations in response to factors, some of which are beyond our control, such as the following:

quarterly variations in our operating results;

market conditions relating to our customers' industries;

operating results that vary from the expectations of securities analysts and investors;

changes in expectations as to our future financial performance, including financial estimates or recommendations by securities analysts and investors;

large block transactions in our ordinary shares;

announcements of technological innovations or new products by us or our competitors;

announcements by us or our competitors of significant contracts, acquisitions, strategic partnerships, joint ventures or capital commitments;

changes in the status of our intellectual property rights;

announcements of significant claims or proceedings against us;

additions or departures of our key personnel;

future sales of our ordinary shares; and

general stock market price and volume fluctuations.

Stock markets often experience extreme price and volume fluctuations. Market fluctuations, as well as general economic conditions, such as a recession, interest rate or currency rate fluctuations, political events or hostilities in Israel or the surrounding region could adversely affect the market price of our ordinary shares.

In the past, securities class action litigation has often been brought against companies following periods of volatility in the market price of their securities. Currently, we are facing a purported class action complaint, as detailed in Item 8A – Legal Proceedings. This purported class action complaint could be protracted and divert management’s attention and resources.

Our principal shareholder, Priortech, holds a controlling interest in us and will be able to exercise its control in ways that may be adverse to your interests.

Priortech beneficially holds 61.7% of our issued and outstanding ordinary shares. As a result, Priortech has the power to control the outcome of matters submitted to a vote of our shareholders, including the election of members of our board and the approval of significant corporate transactions. This concentration of ownership may also have the effect of making it more difficult to obtain approval for a change in control of us. Messrs. Rafi Amit, Yotam Stern and Itzhak Krell control Priortech and may be deemed to control us.

Risks Relating to Our Operations in Israel

Conducting business in Israel entails special risks.

Our principal offices, sole research and development facility and major manufacturing facility are located in the State of Israel. We depend on components imported from outside of Israel and almost all of our sales occur outside of Israel. Accordingly, we are directly influenced by the political, economic and military conditions affecting Israel. Specifically, we could be adversely affected by:

any major hostilities involving Israel;

a full or partial mobilization of the reserve forces of the Israeli army;

the interruption or curtailment of trade between Israel and its present trading partners; and

a significant downturn in the economic or financial condition of Israel.

Since the establishment of the State of Israel in 1948, a number of armed conflicts have taken place between Israel and its Arab neighbors, and a state of hostility, varying from time to time in intensity and degree, has led to security and economic problems for Israel. Since September 2000, there has been a marked increase in violence, civil unrest and hostility, including armed clashes, between the State of Israel and the Palestinians, and acts of terror have been committed inside Israel and against Israeli targets in the West Bank and Gaza. In 2005, Israel executed its plan of unilateral disengagement from the Gaza Strip and some parts of the West Bank and Hamas gained majority of the Palestinian Parliament in the elections held in the Palestinian Authority. Further, as a result of a civil war in the Gaza Strip between Hamas and Fatah supporters, two different Palestinian governments were established – one by Hamas in the Gaza Strip and one by Fatah in the West Bank. These events affect Israel's security, foreign relations and the stability of the region. Furthermore, in the summer of 2006 Israel and Lebanon entered into war, which lasted for a month and a half and affected the Northern part of Israel, where we are located. Any further escalation in the hostilities referred to above or any future armed conflict, political instability or violence in the region may have a negative effect on our business condition, harm our results of operations and adversely affect our share price. Increased hostilities, future armed conflicts, political developments in other states in the region, or continued or increased terrorism could make it more difficult for us to conduct our operations in Israel, which could increase our costs and adversely affect our financial results. Furthermore, there are a number of countries, primarily in the Middle East, as well as Malaysia and Indonesia, that restrict business with Israel or Israeli companies, and we are precluded from marketing our products to these countries. Restrictive laws or policies of those countries directed towards Israel or Israeli businesses may have an adverse impact on our operations, our financial results or the expansion of our business.

Our operations could be disrupted as a result of the obligation of our key personnel in Israel to perform military service. Some of our employees in Israel, including certain key employees, are obligated to perform annual reserve duty in the Israeli army and are subject to being called up for reserve duty at any time. The absence of one or more of our officers and key employees for significant periods of time due to military service could be disruptive to our operations.

The Israeli government programs and tax benefits in which we have participated in the past and in which we currently participate or from which we receive benefits require us to meet several conditions. These programs or benefits may be terminated or reduced in the future, which could increase our costs.

We benefit from certain Israeli government programs and tax benefits, particularly from tax exemptions and reductions resulting from the Approved Enterprise status of our manufacturing facilities in Israel. To be eligible for these programs and tax benefits, we must continue to meet conditions, including making specified investments in fixed assets and equipment and financing a percentage of those investments with our share capital. If we fail to meet such conditions in the future, these tax benefits could be cancelled, and we could be required to refund those tax benefits already received. These programs and tax benefits may not be continued in the future at their current levels or at all, and our requests for future participation in these programs for any future expansion of our manufacturing facilities may not be approved. In recent years, the Israeli government has reduced the benefits available under certain of its programs in which we do not participate. The termination or reduction of these programs and tax benefits could increase our tax rates, thereby reducing our net profits or increasing our net losses.

The government grants we received in the past for research and development expenditures restrict our ability to manufacture products or to transfer technologies outside of Israel.

From our inception through 2000, we received government grants from the Office of the Chief Scientist of the Ministry of Industry and Trade (the "OCS"), for the financing of a significant portion of our product development expenditures. In March 2001, we commenced repayment of many of these grants pursuant to an understanding reached with the OCS. As of June 1, 2005, we have fully repaid the grants received by us from the OCS. Except for special circumstances and if we obtain governmental consents and pay to the OCS amounts which may be substantial, the terms of these grants prohibit us from selling or transferring rights in the technology developed with the grants outside of Israel and allow sale or transfer of rights within Israel only with special governmental approvals, even after full repayment of the grants. Elements of our technologies, including in the areas of electronic hardware, image processing, electro-optics, physics and mechanics, were developed with OCS grants. In addition, we may only manufacture products developed with these grants outside of Israel pursuant to the approval of a special governmental committee, and any approval of this nature may also require us to pay a further significant amount of royalties than the terms of the grants required, unless the amount of production outside Israel is less than 10% of the original rate of production and the OCS has not objected to the transfer of products. The restrictions regarding the sale or transfer of technology or manufacturing rights out of Israel could have a material adverse effect on our ability to enter into strategic alliances or enter into merger or acquisition transactions in the future that provide for the sale or transfer of our technology or manufacturing rights.

It may be difficult to enforce a U.S. judgment against us, our officers and directors and some of the experts named in this annual report or to assert U.S. securities law claims in Israel.

We are incorporated in Israel. Substantially all of our executive officers and directors and our Israeli attorneys are nonresidents of the United States, and a substantial portion of our assets and the assets of these persons are located outside the United States. Therefore, it may be difficult to enforce a judgment obtained in the United States against us or any of these persons, including one based on the civil liability provisions of the U.S. federal securities laws. Additionally, it may be difficult for you to assert U.S. federal securities laws claims or to enforce civil liabilities under U.S. federal securities laws in actions originally instituted in Israel.

Some provisions of Israeli law could inhibit the acquisition of us by others.

Some provisions of Israeli corporate law may have the effect of delaying, preventing or making more difficult a merger with, or acquisition of, us. The Israeli Companies Law generally provides that a merger be approved by the board of directors and by a majority of the shares present and voting on the proposed merger at a shareholders' meeting called upon at least 21 days' notice. A merger may not be completed until at least 50 days have passed since the filing of the merger proposal with the Israeli Registrar of Companies. The Israeli Companies Law also provides that an acquisition of shares in a public company must be made by means of a tender offer if, as a result of the acquisition, the purchaser would become a 25% or greater shareholder of the company, unless there is already another 25% or greater shareholder of the company. Similarly, an acquisition of shares must be made by way of a tender offer if, as a result of the acquisition, the purchaser would become a 45% or greater shareholder of the company, unless there is already a majority shareholder of the company. In any event, if, as a result of an acquisition of shares, the acquirer will hold more than 90% of a company's shares, the acquisition must be made by means of a tender offer for all of the shares. Finally, Israeli tax law treats some acquisitions, such as stock-for-stock exchanges between an Israeli company and a foreign company, less favorably than U.S. tax laws. For example, Israeli tax law may, under certain circumstances, subject a shareholder who exchanges his ordinary shares for shares in another corporation to taxation prior to the sale of the shares received in such stock-for-stock swap. For more information on the provisions of Israeli law in these contexts, please see sections "Share Capital" and "Israeli Taxation."

Item 4. Information on the Company.

A. History and Development of the Company

Our legal and commercial name is Camtek Ltd. We were incorporated in 1987. In our first years of operation, we provided manual optical inspection equipment to address the needs of the printed circuit board, or PCB, manufacturing industry. In 1994, we introduced our first automated optical inspection, or AOI, system for the inspection of PCBs. In late 1998, we introduced our Orion system, which gained wide acceptance in the high-end PCB market and represented a breakthrough for us. Applying our core technologies, we developed our Pegasus system, which was introduced in the third quarter of 2002, for the inspection of integrated circuits (IC) substrates. In September 2001, we acquired a developer and producer of AOI systems for the semiconductor manufacturing and packaging industry, or MEP. This acquisition allowed us to enter the semiconductor inspection market. After a period of intense internal research and development, we shipped our first new Falcon system for the semiconductor manufacturing and packaging industry in the fourth quarter of 2003. The first revenue recognition of the Falcon system was in the second quarter of 2004, and since then, Falcon sales increased to nearly \$40 million in 2006 or 40% of the total 2006 revenues. As a result of industry weakness, Falcon sales declined in 2007 to nearly \$20 million or 29% of our total 2007 revenues.

In July 2000, we sold 5,835,000 ordinary shares in an initial public offering, in which we received net proceeds of approximately \$35 million. In August 2002, we sold 5,926,730 ordinary shares in a rights offering of ordinary shares to our then existing shareholders (of which 5,922,228 were sold to Priortech Ltd.), in which we received net proceeds of \$6.1 million. On August 23, 2005 we raised \$5 million as a convertible loan from FIMI Opportunity Fund L.P and FIMI Israel Opportunity Fund, Limited Partnership (FIMI). On April 30, 2006, we completed a private placement (the Private Placement) in which we issued 2,525,252 ordinary shares to Israeli institutional investors at a price of \$5.94 per share, raising \$14.5 million. The Private Placement also included warrants that, during a period of four years, are exercisable into additional 1,262,626 ordinary shares at a price of \$6.83 per share.

We have been a public company since July 2000. In December 2005, we re-listed on the Tel-Aviv Stock Exchange and became a dual listed company. Our headquarters are located in Israel, and we have operations in the Asia Pacific region, North America and Europe.

For discussion of capital expenditures and divestitures, see Item 5- Operating and Financial Review and Prospects- Liquidity and Capital Resources.

Our principal executive offices are located in Ramat Gavriel Industrial Zone, P.O. Box 544, Migdal Ha Emek 23150, Israel, and our telephone number is 011-972-4-604-8100. Our agent for service of process in the United States is Camtek USA, Inc., located at **2000 Wyatt Dr., Santa Clara CA 95054, Tel: (408) 986 9640**. Our website is located at www.camtek.co.il. The information on our website is not incorporated by reference into this annual report.

B. Business Overview.
Our Business

We design, develop, manufacture and market automated optical inspection, or AOI, systems and related products. AOI systems are computerized systems that optically inspect various types of electronic product components for defects caused during the manufacturing process. Our AOI systems are used to enhance both production processes and yields for manufacturers in three industries: the printed circuit board, or PCB, industry; the high density substrates for interconnection of integrated circuit devices, or IC substrate, industry; and the semiconductor manufacturing and packaging industry. Our systems provide our customers with a high level of defect detection ability; are easy to operate and offer high productivity. We have sold more than 2300 AOI systems in 34 countries around the world. Our PCB customer base includes the majority of the largest 100 PCB manufacturers worldwide. Since the introduction of our Falcon line for the semiconductor industry, we have sold over 150 Falcon systems to more than 30 semiconductor manufacturers, test and assembly houses and bumping service providers, including 12 out of the top 15 Integrated Device Manufacturers (IDM). Our global, direct customer support organization provides responsive, localized pre and post sales support for our customers through our wholly-owned subsidiaries.

Our products incorporate proprietary advanced image processing software and algorithms, as well as advanced electro-optics and precision mechanics. They are designed for easy operation and maintenance. In addition, our AOI systems use technology that enables our customers to handle a wide range of inspection and verification needs.

Our Markets

We target three industries: the PCB industry; the IC substrate industry; and the semiconductor manufacturing and packaging industry, all part of the electronic packaging industries and the electronics supply chain.

The Printed Circuit Board Industry

A PCB is the basic platform that supports and interconnects a broad range of electronic components, such as IC devices, resistors, capacitors, coils and the like, and enables them to operate as an electronic system. PCBs consist of traces, or lines, of conductive material, such as copper, laminated on either a rigid or a flexible insulating base. These conductive lines provide electrical interconnections between the components. The trace integrity and conformance to exact dimensions are essential to the functioning of the electronic product. Imperfections in the various stages of the PCB manufacturing process may result in defects or flaws, like open conductive lines, electrical short circuits, nicks and inappropriate line widths.

The trend towards compact, high-performance and highly reliable electronic products, such as mobile phones, notebook computers, digital cameras and personal digital assistants, drives the demand for increased complexity and miniaturization of PCBs. In response to this demand, PCB manufacturers are producing multi-layer PCBs with increasingly narrower and denser lines, as well as boards with higher layer counts. Multi-layer boards consist of several layers of circuitry laminated together to form a single board with both horizontal and vertical electrical interconnections. In addition, multi-layer boards are continuing to evolve with new technologies. Currently, high-end PCBs (excluding substrates) use conductive lines and spaces 50 to 120 microns (0.002 to 0.005 inch). The scan time required to inspect a given PCB surface increases substantially in relation to the reduction in line width.

The manufacturing process for multi-layer boards is comprised of three stages: the manufacture of production tools, including artwork and masks; the production of inner layers and their lamination into a single board; and the production of external layers. The majority of AOI systems in the PCB industry are used for inspection of inner layers. Today, the number of inner layers in typical multi-layer PCBs usually ranges from 4 to 14, though certain high layer-count boards may consist of as many as 52 layers. Inspection by AOI systems during the manufacturing process for the detection of defects in the inner layers prior to the lamination process is crucial, so that any defective individual layers may be repaired or replaced while still accessible. Once the multi-layer board is laminated, any undetected defect in any specific layer will result in discarding the entire board.

The IC Substrate Industry

The pursuit of electronic products that deliver more functionality, and at the same time are smaller, lighter and less power-consuming, drives the semiconductor industry to produce ICs (dice) requiring more input/output connections. These dice must fit into smaller packages. The IC substrate industry, in turn, supports these trends with high-density interconnect substrates that serve as carriers for the IC die, providing it mechanical and electrical connection to the printed circuit board. These substrates feature conductive lines that are 12 to 50 μm (microns) in width. Although IC substrates are produced using technologies derived from those used for the production of traditional PCBs, the complexity and high density of these substrates require separate, specialized manufacturing facilities.

The IC is connected to the upper side of the substrate, either by wire bonding by means of thin metal wires, or by flipping the IC and directly connecting conductive bumps on its face to a matching array of pads or bumps on the substrate. The latter technology is known as flip chip die attach (Flip-Chip). The IC substrate is connected to the PCB via an array of conductive solder balls, known as a ball grid array, or BGA.

The complexity of IC substrates requires advanced inspection systems with high magnification power for detecting minuscule defects that hinder production yields. Optical inspection of IC substrates is implemented along the manufacturing process, where the substrates are still in panel form, similar to PCB, and at the end of the production process, where the substrates are cut to strips or packed in trays. Due to the high integration level of today's electronic products, defective substrates, that pass undetected, may render the entire product unusable. Or, if assembled in a mission-critical system, they may cause a catastrophic failure.

The Semiconductor Manufacturing and Packaging Industry

The semiconductor manufacturing industry produces circuits (ICs) on silicon or other semiconductor materials in the form of thin wafers; each wafer consists of numerous IC dice (chips). At the end of the wafer manufacturing process, our AOI systems inspect the wafer for various defects. At this stage, AOI systems verify that the dice are free of defects, and that the electronic probe tips used for functional testing of the finished dice on the wafer have caused no critical damage to the terminal pads on the die. AOI is essential at this stage to help ensure the reliability and service life of the electronic device after its assembly and packaging.

In the semiconductor packaging process, the finished wafers are diced, or separated, into individual ICs, which are then mounted onto substrates, interconnected and encapsulated to produce semiconductor packages. AOI equipment, together with electrical probe testing, determines which ICs and substrates are non-defective. AOI equipment is also used to inspect for any defects that may have been caused to the ICs during the dicing of the wafer.

In Flip-Chip packaging technology, the face of the IC is attached to the top of a substrate via an array of bumps, rather than being wire bonded. Wafers designed for Flip-Chip assembly interconnect go through a process in which solder bumps ranging from 30 to 150 microns in height, or gold bumps about 15 microns tall, are plated or stenciled on pads on the face of the IC. In a similar technology termed Chip-Scale Wafer Level Packaging (CS-WLP), larger bumps up to 300 to 500 micron tall are placed on the die and the entire wafer is coated with a thick layer of polymer—usually epoxy. After dicing, the individual die is actually a finished device, ready to be mounted directly on the PCB. AOI with 3-D measurement capabilities is used to detect any missing, misplaced or deformed bump and to determine bumps conformity to shape and height specifications. Size, shape and placement deviations may cause damage to the IC or the substrate during the packaging process, leading to device failure.

A relatively small, but fast growing segment is Micro-Electro Mechanical Systems (MEMS), which utilizes materials, manufacturing technologies and facilities from the semiconductor industry to produce miniature mechanisms, such as inkjet print heads, accelerometers, image sensors, video projection devices (DLP), sensors and microphones. Many MEMS products are packaged between layers of glass while still at the wafer format, and diced in several steps afterwards. The MEMS manufacturing segment relies heavily on testing to ensure the product performance and reliability. This testing may amount to a significant amount of the overall product cost. AOI is implemented at various stages along the manufacturing process to detect cracks, foreign materials or mechanical damage, as well as confirm dimensional conformity, thus eliminating subsequent testing of defective products, increasing yield and reducing overall production costs.

Products

Our AOI systems consist of:

An electro-optical assembly unit, either movable or fixed, which consists of a video camera, precision optics and illumination sources. The electro-optical unit captures the image of the inspected product;

A precise, movable table, that holds the inspected product;

An electronic hardware unit, which operates the entire system and includes embedded components that process and analyze the captured image by using our proprietary algorithms.

The inspected product is placed on the movable table and is scanned under the optical assembly unit. The optical assembly unit then captures images of the product, while the electronic hardware unit processes the image using the analysis algorithms. Detected discrepancies are logged and reported as defects per the user preferences. The image of the defect is immediately available for verification by the system operator. Our systems can also compile and communicate statistical reports of inspection findings via the customer's factory information system.

We offer a broad range of systems for automated optical inspection of semiconductor wafers, IC substrates and PCBs. These systems are used to enhance production yields and assist in controlling manufacturing processes at wafer fabrication, test and assembly houses, and PCB plants worldwide. We invest significant resources in research and development to provide our customers with advantageous performance, low cost of ownership, high reliability and ease of operation. We believe that a significant part of our competitive advantage and of our ability to adapt our technologies to evolving market needs comes from our design philosophy and applicable know-how in basing our products on software-intensive architectures.

Automated Optical Inspection Systems for the PCB and IC Substrate Industries

Our products for these industries consist of the Dragon and Orion lines for the inspection of inner and outer layers of PCB panels; the Pegasus line for final inspection (AFI) of IC substrate; the Mustang line for final inspection (AFI) of HD panels; the Planet for inspection of ultra-fine-line IC substrate; and Large Area Masks (LAM) dedicated for inspection of artwork and photo masks.

Dragon

Dragon systems are high-throughput, automation-ready systems for inspection of all PCB types in a mass production environment. Dragon models are optimized for specific PCB technology ranges from mainstream circuits of typically 100 μm (microns) conductor line width, up to high density substrates having 12 μm (microns) wide conductive lines. All Dragon models are designed to interface with automated material handling mechanisms provided by us or other automation suppliers. We believe that the combination of detection ability, scanning speed, real-time data collection for process control and automated material handling deliver outstanding value to customers. The Dragon was first introduced in March 2003.

Orion

Orion systems are stand-alone AOI systems for high volume inspection of all PCB types designed to operate in Inspectify mode of operation. Inspectify is a unique mode of operation enabling the operator to perform verification immediately after inspection on the same system, thus saving time and eliminating handling-related defects. The Orion family has evolved gradually since its introduction in 2000. All Orion models retain an ergonomic user interface that supports high productivity and flexibility, allowing successive on-line inspection and verification, or solely inspection followed by off-line verification on a separate station. Like the Dragon family, Orion models are dedicated for various PCB technology ranges.

Pegasus

The Pegasus line includes systems for automated inspection of finished IC substrates that are subsequently used in packaging of BGA and Chip Scale Package (CSP) devices. The Pegasus inspects both sides of the substrate, detecting process and mechanical defects in particular in the gold-plated areas where the substrate will interconnect with the silicon die or the PCB and in the solder-mask areas. Pegasus models handle substrates in strip format in magazines. In December 2006 we introduced the Pegasus 200S, an enhanced product for inspecting IC substrates in strip format.

Mustang

The Mustang line includes systems for automated inspection of finished HD panels that are subsequently used in mobile consumer electronics, such as mobile-phones, digital cameras, PDAs and other consumer electronic devices. The Mustang inspects both sides of the panel, detecting process and mechanical defects, in particular in the gold-plated areas where the substrate will interconnect with the silicon die or the PCB and in the solder-mask areas. Mustang models handle panels in panel format (up to 150 x 300mm) in magazines. The Mustang 600 was first introduced in the first quarter of 2008.

Planet

Planet is designed for the inspection of ultra-fine-line IC substrate, down to 10 μ m line/space technologies. Introduced in June 2007, the Planet addresses the inspection needs of the very high end of the IC substrate industry - ultra-fine line. The Planet integrates our experience from both the semiconductor and PCB markets into a totally new hardware architecture to deliver the robustness and high resolution required for high speed detection of micron-scale defects.

Integrated AOI System

AIC

The AIC (Automated Inspectify Center) integrates inspection and verification into one efficient cell that maximizes productivity across the entire AOI operation. Through its pickup and transfer mechanism, the AIC bridges between the Dragon and Camtek's verification station, CVR-200. Material flow is balanced and streamlined at the Dragon's scan rate. Since panels are on and off-loaded automatically, handling-related defects are eliminated.

Designed to increase overall productivity and yield, AIC delivers immediate process-control feedback to the production line, saving both time and money, and improving the final yield.

Verification Systems

Camtek offers various stand-alone verification systems that enable verification of panels after inspection. Camtek designed the verification stations to meet operator's comfort during work while delivering high image quality.

CVR-100 is designed for verification of panels after inspection on the Dragon or Orion AOI;

CVR-200 is designed for verification when working in AIC configuration; and

PVS-200 is designed for the verification of IC Substrates (strips or units) and HD panels after they were inspected by the Pegasus or by the Mustang.

Automated Optical Inspection Systems for the Semiconductor Industry

Falcon

The Falcon's advanced algorithms and inspection capabilities enable its dedicated models to detect defects in the semiconductor die, which, if left undetected, may cause premature failure. In addition, inspection data can be used by customers to monitor and characterize several wafer finishing processes, troubleshoot functional testing issues or control the integrity of the interconnect bump arrays made on dice intended for packaging in flip chip technology. The Falcon family currently includes models for:

3D and 2D metrology and inspection of bumped-wafer prepared for packaging in the flip-chip technology;

2D metrology and inspection of finished wafers at the end of their manufacturing process and in test houses, where inspection adds the value of monitoring the marks left by the testing probe or protects expensive probe cards from damage by dust particles;

Post-dicing inspection of frame-mounted wafers at assembly and packaging facilities, where it adds the value of detecting dicing-related damage.

Inspection and metrology of MEMS and other special applications, where customized handling solutions and inspection capabilities are required for complex structures and non-standard materials.

Customers

Our customer base includes the majority of the largest 100 PCB manufacturers worldwide and over 40 semiconductor manufacturing, testing and packaging companies. Our customers, many of whom have multiple facilities, are located in 34 countries throughout Asia, Europe and North America. No individual customer accounted for more than 10% of our total revenues during 2005. In 2006 we had one customer that accounted for about 10% of our total revenues, and in 2007 again - no individual customer accounted for more than 10% of our total revenues. In the IC substrate industry, our customers are typically dedicated substrate manufacturers, but also include large PCB manufacturers who have separate substrate manufacturing facilities. Our IC substrate customers are located predominantly in Taiwan, Japan and the Asia Pacific region. In the semiconductor manufacturing and packaging industry, we target wafer manufacturers and companies involved in the testing, assembly and packaging of semiconductor devices.

The following table shows our revenues classified by geographical region for each of the last three years:

	Year Ended December 31,		
	2005	2006	2007
	U.S. Dollars (In thousands)		
China and Hong Kong	24,665	33,713	30,187
Other Asia	5,036	20,413	12,676
United States	11,484	15,622	3,983
Taiwan	12,258	12,895	12,935
Western Europe	6,597	9,170	8,081
Japan	2,065	6,716	2,134
Rest of the world	927	1,526	973
Total	63,032	100,055	70,969

Sales, Marketing and Customer Support

We have established a global distribution and support network throughout the territories in which we sell our products, including the Asia Pacific region, North America and Europe. We believe that this is an essential factor in our customers' decision to purchase our products. We primarily utilize our own employees to provide these customer support services. We may expand our network into additional territories as market conditions warrant.

As of December 31, 2007, 75 of our employees were engaged in our worldwide sales, marketing and support efforts, including support and sales administration staff. Due to the concentration of sales in the Asia Pacific region, we adjusted our sales organization accordingly during the past four years, and significantly expanded our sales, marketing and support teams in this region.

Our marketing efforts include participation in various trade shows and conventions, publications and trade press, product demonstrations performed at our facilities and regular contact with customers by sales personnel. We generally provide a 12-month warranty to our customers. In addition, for a fee, we offer service and maintenance contracts commencing after the expiration of the warranty period, which is typically one year. Under our service and maintenance contracts, we provide prompt on-site customer support.

In the second quarter of 2006, we purchased a credit insurance policy from the ICIC - the Israeli Credit Insurance Policy Company, in order to minimize the risk contemplated in transactions with customers which are located overseas and which are granted with variable amount of credit. The Policy covers, among other risks, political and financial risks of such customers.

Manufacturing

Our manufacturing activities consist primarily of the assembly and integration of parts, components and subassemblies, which are acquired from third-party vendors and subcontractors. The manufacturing process for our products generally lasts four to six weeks. We utilize subcontractors for the production of subsystems.

We rely on single source and limited source suppliers and subcontractors for a number of essential components and subsystems of our products. We generally maintain several months of inventory of critical components used in the manufacture and assembly of our products. To date, we have been able to obtain sufficient units of these components to meet our needs.

Competition

The markets in which we operate are highly competitive. In the PCB industry, our principal competitor is Orbotech Ltd., with additional competitors including Dainippon Screen, Lloyd-Doyle, ManiaBarco, Shirai and Utechzone. Our competitors in the IC substrate industry include Orbotech Ltd., Dainippon Screen, ATI and Utechzone. In the semiconductor manufacturing and packaging industry, our primary competitor is Rudolph Technologies Inc. (which purchased the IP and bumped wafer inspection line of RVSI), with additional competitors including KLA-Tencor (through acquisition of 96% ownership in ICOS), Zygo (through acquisition of Solvision) and several Japanese competitors whom we face mostly in Japan - Topcon, Toray, Hitachi and Tosok.

We believe that the principal elements of a sustainable competitive advantage in the AOI market are:

On-going research, development and commercial implementation of new image acquisition, processing and analysis technologies;

Product architecture based on proprietary core technologies and commercially-available hardware. Such architecture supports shorter time-to-market, flexible cost structure, longer service life and higher margins;

Fast response to evolving customer needs;

Product compatibility with customer automation environment;

Strong pre and post-sale support (applications, service and training) deployed in immediate proximity to customer sites; and

maintaining a sufficient production line in order to follow the increasing demand for AOI products.

We believe that we compete effectively on all of these factors.

Capital Expenditures

The following table shows our capital expenditures in fixed assets for the last three years:

	December 31,		
	2005	2006	2007
	(in thousands)		
Real Estate	\$ 20	\$ -	\$ 48
Building	147	409	1,960
Machinery and equipment	114	938	134
Office furniture and equipment	362	162	1,039
Automobiles	30	73	55
Total	\$ 673	\$ 1,582	\$ 3,236

Material Effects of Governmental Regulations

The following EU directives, which represent the European standard required in order to sell in Europe, apply: Low Voltage Directive (LVD) 73/23/EEC and Directive 98/37/EC, on the approximation of the laws of the Member States relating to machinery. The following SEMI Standards, which define uniform standards for manufacturers in the semiconductor manufacturing and packaging industry and production equipment producers, apply: SEMI S-2 (safety requirements for sale of equipment in the semiconductor manufacturing and packaging industry) and SEMI S-8 (ergonomic requirements for sale of equipment in the semiconductor manufacturing and packaging industry). We comply with the above-mentioned governmental regulations during the systems design process, which is conducted in accordance with the Company's quality assurance manual, and when new products are tested by external laboratories and certified to comply with these directives.

C. Organizational Structure

Prioritech Ltd., our principal shareholder, through its affiliated companies, engages in various aspects of electronic packaging, including the production and assembly of PCBs and the development and sale of IC substrates. Based on sales, PCB Technologies, a subsidiary of Prioritech, is one of the largest PCB manufacturers in Israel. Prioritech currently holds 61.7% of our outstanding ordinary shares. Our revenues from sales to affiliated and subsidiaries of Prioritech, totaled \$1,000, \$240,000 and \$27,000 in 2005, 2006 and 2007, respectively. In addition to these sales of products, we act jointly with Prioritech with regard to various governmental, administrative and commercial matters, which we believe is to the mutual advantage of both parties.

The following table shows the Company's significant subsidiaries, all of which are wholly owned, together with each subsidiary's jurisdiction of incorporation, as of the date of this report. For a complete list of subsidiaries, see Exhibit 8.1.

Name of Subsidiary	Jurisdiction of Incorporation
Camtek H.K. Ltd.	Hong Kong
Camtek (Europe) NV	Belgium
Camtek USA Inc.	New Jersey, USA
Camtek Imaging Technology (CIT)	China

D. Property, Plants and Equipment

Our main office, manufacturing and research and development facilities are located in the Ramat Gavriel Industrial Zone of Migdal Ha Emek in northern Israel. In September 1998, we entered into a lease for these facilities to be built by the lessor and also acquired an option to purchase the building and underlying land from the lessor, which was exercised by us. These facilities occupy 74,000 square feet, of which 28,000 square feet are devoted to the manufacturing of our products. At the end of 2006, we decided to prepare construction programs and to apply for the necessary construction permits for the purpose of expanding our current facilities. The expansion is planned to occupy a further 71,500 square feet, which will enable us to double our manufacturing and development capabilities. In 2007 we invested a sum of \$1,000,000 in the expansion and improvement of our current facilities.

Also, at the end of 2006, we entered into a lease for a new manufacturing facility in China, in which we manufacture products that do not require the geographical proximity to the development facilities and that are designated to be sold to customers in Asia. The Chinese facility occupies 23,000 square feet. Since September 2006 and until June 25, 2008, we invested approximately \$424,000 in start-up costs.

Our sales offices and demonstration centers, which we lease in various locations around the world, occupy an aggregate of approximately 29,000 square feet.

Item 4A. Unresolved Staff Comments

None.

Item 5. Operating and Financial Review and Prospects.

A. Operating Results

The following discussion of our financial condition and results of operations should be read in conjunction with the consolidated financial statements and the notes to those statements included herein, which have been prepared in accordance with accounting principles generally accepted in the United States, or United States GAAP.

Overview

We design, develop, manufacture and market automated optical inspection, or AOI, systems and related products. Our AOI systems are used to enhance both production processes and yields for manufacturers in the printed circuit board, or PCB, industry, the integrated circuit substrate, or IC substrate, industry and the semiconductor manufacturing and packaging industry.

We sell our AOI systems internationally. The majority of sales of our AOI systems in 2007 was to manufacturers in the Asia Pacific region, particularly in China, South East Asia, Korea and Taiwan. This trend is due, among other factors, to the migration of PCB manufacturers into this region following the development and growth of electronics industry centers in these regions. In 2007, our sales to customers in the Asia Pacific region accounted for approximately 82% of our total revenues, including approximately 43% of our total revenues from sales in China and Hong Kong and 18% from sales in Taiwan. We expect this trend of increasing amounts of our revenues coming from customers in the Asia Pacific region to continue in the foreseeable future.

In addition to revenues derived from the sale of AOI systems and related products, we generate revenues from providing maintenance and support services for our products. We expect our service revenues to increase as our installed base increases. We generally provide a one-year warranty with our systems. Accordingly, service revenues are not earned during the warranty period.

The demand for AOI equipment is characterized by short notice. To meet customers' needs for quick delivery and to realize the competitive advantage of the ability to do so, we have to pre-order components and subsystems based on our forecast of future orders, rather than on actual orders. This need is compounded by the fact that, in times of increasing demand in our markets, our suppliers and subcontractors tend to extend their delivery schedules or fail to meet their delivery deadlines. To compensate for these unscheduled delays, we build inventories further into the future, which increases the risk that our forecast may not correspond to our actual future needs. The uncertainties involved in these longer-term estimates during times of business expansion tend to increase the level of component and subsystem inventories. Compared to our sales cycles for repeat orders from existing customers, we have longer sales cycles for new customers as well as for new customers in new markets. In addition, the selling cycle in our markets may typically take several quarters from first contact to revenue recognition, including on-site evaluation. Naturally, repeat orders take less time. Still, a significant portion of our finished goods inventory consists of systems under evaluation and demonstration systems.

Critical Accounting Policies

The Securities and Exchange Commission defines critical accounting policies as those that are, in management's view, most important to the portrayal of a company's financial condition and results of operations and most demanding on their calls on judgment, often as a result of the need to make estimates about the effect of matters that are inherently uncertain and may change in subsequent periods. We believe our most critical accounting policies relate to:

Revenue Recognition. The Company recognizes revenue from sales in accordance with Securities and Exchange Commission Staff Accounting Bulletin No. 104 SAB 104 and Financial Accounting Standard Board's Emerging Issues Task Force (EITF) Issue No. 00-21, Revenue Arrangements with Multiple Deliverables. Accordingly, the Company recognizes revenue from sales of its products when the products are installed at the customer's premises and are operating in accordance with its specifications, signed documentation of the arrangement, such as a signed contract or purchase order, has been received, the price is fixed or determinable, and collectibility is reasonably assured.

Service revenues consist mainly of revenues from maintenance contracts and are recognized ratably over the contract period.

Revenue under multiple element arrangements is recognized in accordance with EITF Issue No. 00-21, Revenue Arrangements with Multiple Deliverables. Under this method, if an element is determined to be a separate unit of accounting, the revenue for the element is based on fair value and determined by vendor objective evidence (VOE), accordingly, non-standard warranty, with determined VOE, is deferred as unearned revenue and is recognized ratably as revenue commencing with and over the applicable warranty term.

Our products are only installed by our qualified technicians. Thus, before we recognize the revenue from the sale of a product and consider the sales cycle completed, our technicians must install our product at the customer's premises, activate the product according to its specifications and then certify completion of such installation and activation.

Our revenue recognition policy requires that we make a judgment as to whether collectibility is reasonably assured. Our judgment is made for each customer on a case-by-case basis, and, among other factors, we take into consideration the individual customer's payment history and its financial strength, as demonstrated by its financial reports or through a third-party credit check. In some cases, we secure payments by a letter of credit or other instrument.

Valuation of Accounts Receivable. We review accounts receivable to determine which are doubtful of collection. In making this determination of the appropriate allowance for doubtful accounts, we consider information at hand regarding specific customers, including aging of the receivable balance, evaluation of the security received from customers, our history of write-offs, relationships with our customers and the overall credit worthiness of our customers. Changes in the credit worthiness of our customers, the general economic environment and other factors may impact the level of our future write-offs.

Valuation of Inventory. Inventories consist of completed AOI systems, AOI systems partially completed and components, and are recorded at the lower of cost, determined by the moving average basis, or market. We review inventory for obsolescence and excess quantities to determine that items deemed obsolete or excess inventory are appropriately reserved. In making the determination, we consider future sales of related products and the quantity of inventory at the balance sheet date, assessed against each inventory item's past usage rates and future expected usage rates. Changes in factors such as technology, customer demand, competing products and other matters could affect the level of our obsolete and excess inventory in the future.

Income Taxes. We account for income taxes under SFAS No. 109, *Accounting for Income Taxes*, or SFAS 109. Under SFAS 109 deferred tax assets or liabilities are recognized in respect of temporary differences between the tax bases of assets and liabilities and their financial reporting amounts as well as in respect of tax losses and other deductions which may be deductible for tax purposes in future years, based on tax rates applicable to the periods in which such deferred taxes will be realized. In assessing the realizability of deferred tax assets, we consider whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible and during which the carry-forwards are available. Valuation allowances are established when necessary to reduce deferred tax assets to the amount considered more likely than not to be realized.

Our financial statements include deferred tax assets, net, which are calculated according to the above methodology. If there is an unexpected critical deterioration in our operating results and forecasts, we would have to increase the valuation allowance with respect to those assets. We believe that it is more likely than not that those net deferred tax assets included in our financial statements will be realized in subsequent years.

Beginning with the adoption of FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* (FIN 48) as of January 1, 2007, the Company recognizes the effect of income tax positions only if those positions are more likely than not of being sustained. Recognized income tax positions are measured at the largest amount that is greater than 50% likely of being realized. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs.

The Company records interest and penalties related to unrecognized tax benefits as a component of income tax expense.

Stock Option and Restricted Share Plans. In years prior to our January 1, 2006 adoption of SFAS No. 123(R), *Share-Based Payments*, we had elected to apply the intrinsic value-based method of recording compensation expense as allowed by SFAS No. 123, as amended by SFAS No. 148, *Accounting for Stock-Based Compensation - Transition and Disclosure*, an amendment of SFAS No. 123. As such, we computed and recorded compensation expense for awards of stock options whose terms were fixed with respect to the number of shares and option price only if the market price on the date of grant exceeded the exercise price of the stock option. The compensation cost for these awards was recorded over the option vesting period, generally 4 years.

Upon adoption of SFAS 123(R) on January 1, 2006, we elected the modified-prospective method of adoption and we began to record compensation expense for awards of employee stock options at their fair value commencing with the date of grant. Prior periods were not restated. Under the modified-prospective method, compensation costs recognized in 2006 and 2007 include costs related to (1) to the fair value of share-based payments granted in 2006 and 2007 as well as (2) the amortization of the fair value of stock option awards which were unvested as of January 1, 2006. In 2007, we recognized equity-based compensation expense under SFAS 123(R) in the amount of \$0.4 million. When calculating this equity-based compensation expense we took into consideration awards that are ultimately expected to vest. Therefore, this expense has been reduced for estimated forfeitures. In our pro forma information required under SFAS No. 123 for the periods prior to fiscal 2007, we accounted for forfeitures as they occurred.

Recently Issued Accounting Standards

In February 2007, the FASB issued Statement of Financial Accounting Standards No. 159, The Fair Value Option for Financial Assets and Financial Liabilities including an amendment of FASB Statement No. 115 (Statement 159). Statement 159 gives the Company the irrevocable option to carry most financial assets and liabilities at fair value that are not currently required to be measured at fair value. If the fair value option is elected, changes in fair value would be recorded in earnings at each subsequent reporting date. SFAS 159 is effective for the Company's 2008 fiscal year. The Company has evaluated the impact of this statement and believes that adoption of SFAS 159 prospectively on January 1, 2008 will not have a material effect on its consolidated financial statements.

In September 2006, the FASB issued FASB Statement No. 157, Fair Value Measurement (Statement 157). Statement 157 defines fair value, establishes a framework for the measurement of fair value, and enhances disclosures about fair value measurements. The Statement does not require any new fair value measures. The Statement is effective for fair value measures already required or permitted by other standards for fiscal years beginning after November 15, 2007. The Company is required to adopt Statement 157 beginning on January 1, 2008. Statement 157 is required to be applied prospectively, except for certain financial instruments. Any transition adjustment will be recognized as an adjustment to opening retained earnings in the year of adoption. In February 2008, the FASB approved FAS 157-2, which grants a one-year deferral of Statement 157's fair-value measurement requirements for non-financial assets and liabilities, except for items that are measured or disclosed at fair value in the financial statements on a recurring basis. The Company is currently evaluating the impact of adopting Statement 157 on its results of operations and financial position.

In June 2007, the FASB issued EITF Issue No. 07-03 (EITF 07-03), Accounting for Non-Refundable Advance Payments for Goods or Services to Be Used in Future Research and Development Activities. EITF 07-03 provides guidance on whether non-refundable advance payments for goods that will be used or services that will be performed in future research and development activities should be accounted for as research and development costs or deferred and capitalized until the goods have been delivered or the related services have been rendered. EITF 07-03 is effective for fiscal years beginning after December 15, 2007. The Company is currently evaluating the impact of adopting EITF 07-03 on its results of operations and financial position.

In December 2007, the FASB issued FASB Statement No. 141R, Business Combinations (Statement 141R) and FASB Statement No. 160, Non-controlling Interests in Consolidated Financial Statements an amendment to ARB No. 51 (Statement 160). Statements 141R and 160 require most identifiable assets, liabilities, non-controlling interests, and goodwill acquired in a business combination to be recorded at full fair value and require non-controlling interests (previously referred to as minority interests) to be reported as a component of equity, which changes the accounting for transactions with non-controlling interest holders. Both Statements are effective for periods beginning on or after December 15, 2008, and earlier adoption is prohibited. Statement 141R will be applied to business combinations occurring after the effective date. Statement 160 will be applied prospectively to all non-controlling interests, including any that arose before the effective date.

Results of Operations

Year Ended December 31, 2007 compared to Year Ended December 31, 2006.

Revenues. In 2007, as a result of a downturn in the semiconductor manufacturing and packaging industry, our revenues were adversely affected. In the second and third quarters of 2007, revenues from the PCB industry increased and drove an increase in our total revenues from prior quarters. In the fourth quarter of 2007, we achieved stability in our quarterly revenue level. Revenues decreased 29% to \$70.9 million in the year ended December 31, 2007 from \$100.1 million in the year ended December 31, 2006. Sales to the PCB, IC substrate and MEP industries decreased 17%, 4% and 48%, respectively. Sales of all products decreased 35% to \$59.6 million in the year ended December 31, 2007, from \$92.5 million in the year ended December 31, 2006. The mixture of products sold and their configuration and throughput varieties make it very difficult to estimate average selling prices and pricing trends.

Service fees increased by 49.1% to \$11.3 million in the year ended December 31, 2007, from \$7.6 million for the year ended December 31, 2006, primarily due to increased revenue from continuing service costs as our installed base increased.

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Gross Profit. Gross profit consists of revenues less cost of revenues, which includes the cost of components, production materials, labor, depreciation, factory and service center overhead, provisions for warranties and royalty payments to the Government of Israel. These expenditures are only partially affected by sales volume. In 2007 we experienced a decrease in gross profit and gross margins, primarily due to decreased revenues. Our gross profit on product sales decreased by \$23 million to \$26.9 million in 2007, compared to \$49.9 million in 2006. Our gross profit on service revenue increased by \$0.4 million in 2007 to \$2.1 million, compared to \$1.7 million in 2006. Our total gross profit decreased by \$22.6 million to \$29 million in 2007 from \$51.6 million in 2006, representing a decrease of 43.7%. Our gross margin decreased to 40.9% in 2007, compared to a gross margin of 51.6% in 2006, primarily due to decreased revenues and the mixture of products sold.

Research and Development Costs. Research and development expenses consist primarily of salaries, materials consumption and costs associated with subcontracting certain development efforts. Total research and development expenses for 2007 were \$12.1 million, compared to \$11.8 million in 2006. Research and development expenses increased in 2007 by \$0.3 million, primarily due to increased material consumption.

Selling, General and Administrative Expenses. Selling, general and administrative expenses consist primarily of expenses associated with salaries, commissions, promotion and travel, doubtful debt, professional services and rent costs. Our selling, general and administrative expenses decreased by 13.4% to \$24.1 million in 2007 from \$27.8 million in 2006, primarily due to decreased commissions and shipping expenses. Selling, general and administrative expenses as a percentage of revenues increased in 2007 to 34% from 27.8% in 2006.

Financial and Other (Expenses) Income, Net. We had net financial expense of \$128,000 in 2007, as compared to net financial expense of \$288,000 in 2006. These changes related primarily to exchange rate influence and interest received and paid. Changes in currency rates resulted in income of \$66,000 in 2007, compared to expenses of \$435,000 in 2006.

Provision for Income Taxes. Income tax expenses increased to \$362,000 in 2007, compared to \$41,000 in 2006, as a result of increase in valuation allowance over deferred tax assets.

Net Income (Loss). We incurred a net loss of \$7.7 million in 2007 compared to a net income of \$11.6 million in 2006, in view of the factors discussed above.

Year Ended December 31, 2006 compared to Year Ended December 31, 2005.

Revenues. In 2006, our total sales increased on an absolute basis as a result of the successful penetration of the Falcon systems to the semiconductor industry, despite the weakness felt in this industry during the second half of 2006, and high demands in the PCB and IC substrate industries, except in the fourth quarter of 2006. Revenues increased 59% to \$100.1 million in the year ended December 31, 2006 from \$63.0 million in the year ended December 31, 2005. Sales to the PCB and MEP industries increased 60% and 100%, respectively, while sales to the IC substrates industry decreased 47%. Sales of all products increased 62% to \$92.5 million in the year ended December 31, 2006, from \$56.9 million in the year ended December 31, 2005.

Service fees increased by 25.5% to \$7.6 million in the year ended December 31, 2006, from \$6.0 million for the year ended December 31, 2005, primarily due to increased revenue from continuing service costs as our installed base increased.

Gross Profit. In 2006, we experienced an increase in gross profit and gross margins, primarily due to increased sales to the PCB and MEP industries. Our gross profit on product sales increased by \$21.2 million to \$49.9 million in 2006, compared to \$28.7 million in 2005. Our gross profit on service revenue increased by \$0.2 million in 2006 to \$1.7 million, compared to \$1.5 million in 2005. Our total gross profit increased by \$21.3 million to \$51.6 million in 2006 from \$30.3 million in 2005, representing an increase of 70.6%. Our gross margin increased to 51.6% in 2006, compared to a gross margin of 48.0% in 2005.

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Research and Development Costs. Total research and development expenses for 2006 were \$11.8 million, compared to \$8.5 million in 2005. Research and development expenses increased in 2006 by \$3.4 million, primarily due to increased headcount and salaries and bonuses.

Selling, General and Administrative Expenses. Our selling, general and administrative expenses increased by 48.4% to \$27.8 million in 2006 from \$18.8 million in 2005. Selling, general and administrative expenses as a percentage of revenues decreased in 2006 to 27.8% from 29.8% in 2005. Moreover, in 2006 we continued the restructuring and strengthening of our overall sales infrastructure especially in the Asian territory. We increased our sales employee headcount raising expenses by \$1.8 million, and agent commissions increased by \$2.0 million. Our expenses for professional services, including legal costs, increased in 2006 by \$1.77 million.

Financial and Other (Expenses) Income, Net. We had net financial expense of \$288,000 in 2006, as compared to net financial expense of \$320,000 in 2005. These changes related primarily to exchange rate influence and interest received and paid. Changes in currency rates resulted in expenses of \$435,000 in 2006 and expenses of \$238,000 in 2005.

Provision for Income Taxes. We made a provision for current income tax of \$414,000 and previous years tax expenses of \$61,000 against a deferred tax asset of \$434,000 in 2006, compared to no provision for income tax nor deferred tax asset in 2005, due to our increased profitability and as we believe that it is more likely than not that those net deferred tax assets included in our financial statements will be realized in subsequent years.

Net Income. Our net income increased to \$11.6 million in 2006 compared to a net income of \$2.7 million in 2005.

B. Liquidity and Capital Resources

Our cash and cash equivalent balances totaled approximately \$18.6 million at December 31, 2007 and \$23.3 million at December 31, 2006. Our investments in marketable securities totaled approximately \$2.5 million at December 31, 2007 and \$2.1 million at December 31, 2006. Our cash and marketable securities consisted mainly of money raised through equity offerings in 2000 and 2002, money raised through a convertible loan in 2005 and money raised through a private placement in 2006. We raised approximately \$36.0 million from our initial public offering in 2000, approximately \$6.1 million in a rights offering of ordinary shares to our then existing shareholders in 2002, \$5.0 million as a convertible loan from FIMI Opportunity Fund L.P. and FIMI Israel Opportunity Fund, Limited Partnership, and \$14.5 million from the Private Placement to Israeli institutional investors. The Private Placement also included warrants that are exercisable into additional 1,262,626 ordinary shares at a price of \$6.83 per share, during a period of four years. Our working capital was approximately \$58.8 million at December 31, 2007 and \$73.5 million at December 31, 2006.

We entered into accounts receivable factoring agreements with two financial institutions (the Banks). Under the terms of the agreements, we have the option to factor receivables with the Banks on a non-recourse basis, provided that the Banks approve the receivables in advance. In some cases we continue to be obligated in the event of commercial disputes, such as product defects, which are not covered under the credit insurance policy, unrelated to the credit worthiness of the customer. We account for the factoring of our financial assets in accordance with the provisions of SFAS 140 accounting for transfers and servicing of. We do not expect any reimbursements to take place in the foreseeable future.

The factoring fees of the above mentioned agreements aggregate \$52,000 in 2007 (compared to \$51,000 in 2006).

As of December 31, 2007, trade receivables amounting to approximately \$560,000, were factored (compared to \$2,500,000 as of December 31, 2006).

Although auction rate securities are readily marketable, if an auction were to fail due to adverse conditions in the credit markets or otherwise, we may not be able to sell these securities on the planned reset date, which would lengthen our holding period. As of December 31, 2007 there were \$1,275,000 auction rate securities outstanding.

We believe that our existing sources of liquidity and anticipated cash flow from operations will be sufficient to meet our anticipated cash requirements for at least the next twelve months.

Cash flow from operating activities

For the year ended December 31, 2007, we had negative cash flow from operations of \$1.3 million, primarily due to our losses, partially offset by decrease in receivables and inventories. For the year ended December 31, 2006, we had positive cash flow from operations of \$0.8 million, primarily due to an increase in our net income and payables, partially offset by increase in receivables and particularly by a \$16.5 million increase in inventories.

Cash flow from investing activities

Cash flow used in investing activities in 2007 was \$3.7 million, primarily due to capital expenditures of \$3.2 million.

Cash flow used in investing activities in 2006 was \$1.7 million, primarily due to capital expenditures of \$1.6 million.

Most of the capital expenditures in 2007 were for the purpose of expanding our facilities in Israel and China.

Cash flow from financing activities

Cash flow provided by financing activity in 2007 was \$0.03 million, due to exercise of share options.

Cash flow provided by financing activity in 2006 was \$15.1 million, due to issuance of ordinary shares of \$14.4 million and exercise of share options of \$0.7 million.

Effective Corporate Tax Rate

Our production facilities have been granted Approved Enterprise status under the Investment Law. We participate in the Alternative Benefits Program and, accordingly, income from our Approved Enterprises will be tax exempt for a period of 10 years, commencing in the first year in which the Approved Enterprise first generates taxable income due to the fact that we operate in Zone A in Israel.

On April 1, 2005, an amendment to the Investment Law came into effect (the Amendment) and has significantly changed the provisions of the Investment Law. The Amendment limits the scope of an enterprise which may be approved by the Investment Center by setting criteria for the approval of a facility as a Beneficiating Enterprise , such provisions generally require that at least 25% of the Beneficiating Enterprise s income will be derived from export. Additionally, the Amendment enacted major changes in the manner in which tax benefits are awarded under the Investment Law so that companies no longer require Investment Center approval in order to qualify for tax benefits.

In addition, the Amendment provides that terms and benefits included in any certificate of approval issued prior to December 31, 2004 will remain subject to the provisions of the Investment Law as they were on the date of such prior approval. Therefore, our existing Approved Enterprise will generally not be subject to the provisions of the Amendment. As a result of the Amendment, tax-exempt income generated under the provisions of the new law, as part of a new Beneficiating Enterprise, will subject us to taxes upon distribution or liquidation.

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We have been granted the status of Approved Enterprises, under the Investment Law, for investment programs for the periods ending in 2007 and 2010, and the status of Beneficiating Enterprise according to the Amendment, for the period ending in 2014 (Programs).

Out of our retained earnings as of December 31, 2007 approximately \$19.4 million were tax-exempt earnings attributable to our Approved Enterprise and approximately \$2.8 million are tax-exempt earnings attributable to our Beneficiating Enterprise. The tax-exempt income attributable to the Approved and Beneficiating Enterprise cannot be distributed to shareholders without subjecting us to taxes. If these retained tax-exempt profits are distributed, we would be taxed at the reduced corporate tax rate applicable to such profits. According to the Amendment, tax-exempt income generated under the Beneficiating Enterprise will be taxed upon dividend distribution or complete liquidation, whereas tax exempt income generated under the Approved Enterprise will be taxed only upon dividend distribution. As of December 31, 2007, if the income attributed to the Approved Enterprise were distributed as dividend, we would incur a tax liability of approximately \$4.9 million. If income attributed to the Beneficiating Enterprise were distributed as dividend or upon liquidation, we would incur a tax liability in the amount of approximately \$0.7 million. These amounts will be recorded as an income tax expense in the period in which we declare the dividend.

We intend to indefinitely reinvest the amount of our tax-exempt income and not distribute any amounts of our undistributed tax-exempt income as dividend. Accordingly, no deferred tax liabilities have been provided on income attributable to our Approved and Beneficiating Enterprise Programs as the undistributed tax exempt income is essentially permanent in duration.

The entitlement to the above benefits is conditional upon our fulfilling the conditions stipulated by the law and the regulations published thereunder as well as the criteria set forth in the approval for the specific investments in Approved Enterprises. In the event of failure to meet such requirements in the future, income attributable to our Programs could be subject to the statutory Israeli corporate tax rates and we could be required to refund a portion of the tax benefits already received, with respect to such Program. Our management believes that we have met the aforementioned conditions.

Disclosure About Market Risk

The currency of the primary economic environment in which our operations are conducted is the dollar. Most of our revenues are derived in dollars. The prices of part of our materials and components are purchased in dollars or are linked to changes in the dollar/NIS exchange rate effective on the date of delivery of the goods to our factory. Most of our marketing expenses are also denominated in dollars or are dollar linked. Our product prices in most countries outside of Europe and Japan are denominated in dollars. However, most of our service income is denominated in local currency. In Europe or Japan, if there is a significant revaluation in the local currency as compared to the dollar, the prices of our products will increase relative to that local currency and may be less competitive, which was the case in Europe in 2007. The opposite effect occurs when the dollar increases in value in comparison to these currencies. As the majority of our revenues are denominated in dollars, we believe that inflation and fluctuations in the NIS/dollar exchange rate have no material effect on our revenues. However, a major portion of the costs of our Israeli operations, such as personnel, subcontractors, materials and facility-related, are incurred in NIS. As a result, we bear the risk that our NIS costs, as expressed in dollars, increase to the extent by which the continued significant appreciation of the NIS in relation to the dollar, as experienced in 2007, will increase our costs expressed in NIS and have an effect on our net income.

An increasing portion of our expenses is incurred in the People's Republic of China. While the value of the Yuan has generally been stable in recent years, we are now facing appreciation of the Yuan against the dollar, which may adversely affect our results of operations in dollar terms.

In our consolidated financial statements, transactions and balances originally denominated in dollars are presented at their original amounts. Gains and losses arising from non-dollar transactions and balances are included in the determination of net income as part of financial expenses, net.

C. Research and Development, Patents and Licenses.

We believe that intensive research and development are essential to our business. We devote substantial research and development resources to developing new products and to improving our existing products to meet our customers' evolving needs. We have dedicated teams with expertise in image processing software and algorithms, electronic hardware, electro-optics, physics, mechanics and systems design.

Our product development efforts over the past couple of years have resulted in the introduction of several new AOI systems, including new models in the Dragon, Orion, Pegasus and Falcon product lines, as well as new product lines Planet and Mustang.

Our research and development efforts are primarily focused on:

increasing the throughput of our AOI systems;

improving our defect detection capabilities; and

reducing the number of false alarms, while

simplifying operation and reducing the level of user expertise required to realize the benefits of our systems.

In addition, we are focusing our efforts on leveraging our core technologies, expertise and experience into continually enhancing the value to the user and the return on investment from our products. We believe our internal multi-disciplinary expertise will enable us to maintain and enhance our technological edge.

As of December 31, 2007, we had 86 employees engaged in research and development, all of whom are based in our headquarters in Israel. We also use subcontractors for the development of some of the hardware components of our systems. Our research and development expenses were \$8.5 million, \$11.8 million and \$12.1 million for the years ended December 31, 2005, 2006 and 2007, respectively, representing 13.5%, 11.8% and 17% of total revenues for the years then ended.

We will continue to devote our research and development resources to maintaining and extending our technology leadership position. In 2008 we expect to introduce new products and capabilities for all of our target markets.

In general, we rely on a combination of our copyrights, trade secrets, patents, trademarks and non-disclosure agreements to protect our proprietary know-how and intellectual property. We also enter into confidentiality agreements with key employees and with all of the subcontractors who develop and manufacture components for use in our products. We also employ specialists whose main role is to maintain and protect our intellectual property from both professional and legal perspectives. We cannot be certain that actions we take to protect our proprietary rights will be adequate nor can we be certain that we will be able to deter reverse engineering or that there will not be independent third-party development of our technology.

We have one hundred and two (102) patents pending in Israel and worldwide (Patent Cooperation Treaty organization or PCT, China, Japan, Taiwan, Korea, Singapore, USA, Canada, Europe), eighteen (18) US Provisional patent applications and thirteen (13) issued patents (one (1) in Europe, two (2) in Taiwan, six (6) in the United States and four (4) in Israel). These patents relate to our proprietary technology and know-how developed for AOI products in the PCB and semiconductor industries.

D. Trend Information.

During 2001, 2002 and early 2003, competition in the PCB and IC substrate industries intensified due to the low demand for AOI systems, resulting from the general economic downturn during that time. The demand increased again during 2004. We also experienced a capacity correction of the demand for our AOI products in the first quarter of 2005, due to seasonal adjustment of the markets, as well as a decrease in the PCB business, mainly in the Chinese market, but in the next quarters of 2005 the trend changed again, and the demand for AOI systems increased. In the first three quarters of 2006 we continued to experience steady demand for our AOI systems in the PCB industry, in which we maintained our position, while in the fourth quarter of 2006 and first quarter of 2007 we experienced a decline in customer demand for our systems in this industry. In the second quarter of 2007 we faced improved demand to our systems, with a peak in the third quarter of 2007. Nevertheless, the fourth quarter of 2007 was weaker, while in the first quarter of 2008 we experienced a further decline in customers' demand for our systems in this industry.

In 2007, as was the case in the previous two years, the majority of sales of our AOI systems were to manufacturers in the Asia Pacific region, particularly in China and Taiwan. This trend is due, among other factors, to the migration of PCB manufacturers into this region due to significant labor cost advantages available there. We expect that this trend toward the manufacturing of PCBs and other electronic components in the Asia Pacific region will continue for the foreseeable future, though at a lower rate of increase.

Revenues from sales of Falcon systems grew sequentially from their start in the second quarter of 2004 until the second quarter of 2006. In the second half of 2006 the semiconductor industry entered the downward phase of its cycle, driven by over-capacity and price erosion of IC devices. As a result, Falcon sales declined gradually until the second quarter of 2007, totaling \$20 million in 2007, compared to nearly \$40 million in 2006.

E. Off-Balance Sheet Arrangements.

We do not have any arrangements or relationships with entities that are not consolidated into our financial statements and are reasonably likely to materially affect our liquidity or the availability of our capital resources.

However, we have entered into various non-cancelable operating lease agreements, principally for office space and vehicles.

As of December 31, 2007, minimum future rental payments under such non-cancelable operating leases were approximately \$3.5 million.

F. Contractual Obligations and Other Commercial Commitments.

As of December 31, 2007, we had contractual obligations and commercial commitments of:

Contractual Obligations	Payment Due in				
	Total	Less than 1 Year	1-3 years	3-5 years	More than 5 years
	(in thousands)				
Operating lease obligations (1)	1,493	726	767	-	-
Other long-term obligations (2)	2,032	931	1,048	53	-
Total	\$ 3,525	\$ 657	\$ 1,815	\$ 53	\$ -

- (1) In May 2004, we entered into an operating lease for vehicles for a period of 36 months. As of December 31, 2007, the minimum future rental payments were approximately \$1,493.

- (2) Our subsidiaries have entered into various operating lease agreements, principally for office space. As of December 31, 2007, minimum future rental payments under these leases amounted to \$2,032.

Item 6. Directors, Senior Management and Key Employees.

A. Directors and Senior Management.

The following table sets forth information with respect to our directors and executive officers as of the date of this annual report. The address of our directors and executive officers is c/o Camtek Ltd., Ramat Gavriel Industrial Zone, P.O. Box 544, Migdal Ha Emek 23150, Israel.

Name	Age	Title
Rafi Amit	59	Chairman of the Board of Directors and Chief Executive Officer
Yotam Stern	55	Executive Vice President, Business & Strategy and Director
Gabriela Heller*	43	Director
Rafi Koriat*	61	Director
Eran Bendoly	43	Director
Ronit Dulberg	43	Vice President Chief Financial Officer
Miri Saar	50	Vice President Human Resources
Amir Gilead	57	Vice President, Semiconductor and Packaging Division
Moshe Grencel	54	Vice President, Operations
Yuval Agami	51	Vice President, Printed Circuit Board and IC substrate Division
Michael Lev	54	Vice President, Intellectual Property
Roni Flieswasser	47	Chief Technology Officer and President of Camtek Europe
Roy Porat	41	GM Camtek Ltd. and President of Camtek USA
Aharon Sela	55	President of Camtek Hong Kong

*Outside directors (as such term is defined under Israeli Companies Law)

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Rafi Amit has served as our Chief Executive Officer since January 1998 and has served as Chairman of the Board of Directors since 1987. Since 1981, Mr. Amit has also served as the President and director of Priortech and has been the Chairman of the Board of Directors of Priortech since 1988. From 1981 until 2004, Mr. Amit served as Priortech's Chief Executive Officer. Mr. Amit has a B.Sc. in Industrial Engineering and Management from Technion - Israel Institute of Technology.

Yotam Stern has served as an executive of ours since January 1998 and since February 2001 has served as our Executive Vice President, Business & Strategy. He has also served as a member of our Board of Directors since 1987. From January 1998 until February 2001, Mr. Stern served as our Chief Financial Officer. Mr. Stern has also served as the Chief Financial Officer of Priortech since 1981 and as Priortech's Chief Executive Officer since 2004 as well as serving as a director of Priortech since 1985. Mr. Stern has a B.A. in Economics from Hebrew University of Jerusalem.

Gabriela Heller has served on our Board of Directors since September 2006. Ms. Heller has an extensive financial experience as an accountant, Chief Financial Officer and internal controller. Currently Ms. Heller serves as Chief Financial Officer of Walden Israel Ltd., which is the management company of Walden Israel Ventures, various venture capital funds operating in Israel. From 1989 to 1994 Ms. Heller served as Manager with Kost Forer & Gabbay - Ernst & Young Israel, one of the leading accounting firms in Israel. In addition, from 1998 to 2000 Ms. Heller served as Internal Controller to Vilar International Ltd., traded on TASE. Ms. Heller is currently serving also on the Board of Directors of Kerur Holdings Ltd, traded on TASE. From 2004 until 2007 she served on the board of directors of Electra Consumer Products Ltd., from 1999 to 2003 Ms. Heller served on the Board of Directors of Priortech Ltd., and from 2000 to 2003 served on the Board of Directors of One1 Products Ltd. Ms. Heller is a CPA (Israel), holds a B.A. in accounting and Economics from the Hebrew University of Jerusalem, School of Business Administration, and an LL.M from Bar Ilan University, Faculty of Law.

Rafi Koriat has served on our Board of Directors since September 2006. Mr. Koriat has extensive experience as Chief Executive Officer (CEO) and Board member in the fields of semiconductor assembly and processing equipment, optical network components and related emerging fields. Prior to his present position as founder and CEO of Korel Business Ltd., which specializes in strategic positioning and guiding high tech companies and management, Mr. Koriat was CEO of Lambda Crossing engaged in the manufacturing of optical components for networks (2001-2006) and Founder and CEO of Steag CVD Systems (1992-2001). Previously, he worked for 20 years (1972 -1992) at Kulicke and Soffa Industries Inc. in the United States and Israel as Corporate Vice President for Engineering and Technology, Corporate Director for Business and Marketing and Division Manager. Mr. Koriat is also the founder and chairman of the Sub Micron Semiconductor Consortium and OptiPac Consortium (optical communication networks), under the Israel Chief Scientist Magnet program. Mr. Koriat holds a B.Sc. from the Technion Israel Institute of Technology, an M.Sc. from Drexel University in Philadelphia, Pennsylvania and completed an Executive Management Program at Stanford University.

Eran Bendoly has served on our Board of Directors since November 2000. Currently Mr. Bendoly serves as the Chief Financial Officer of Personeta Inc., a leading developer of converged service creation and application solutions. From 2003 to 2006, Mr. Bendoly served as the Chief Executive Officer of Xenia Management Ltd., which is the managing partner of Xenia Ventures LP, a limited partnership that operates a technological incubator in Kiryat Gat, Israel. From 2000 to 2002, Mr. Bendoly served as Director of Finance for Europe, Middle East & Africa of Mindspeed Technologies, Inc., a U.S based fabless semiconductor manufacturer. From 1998 to 2000, Mr. Bendoly served as Chief Financial Officer of Novanet Semiconductor Ltd., and, from 1996 to 1998, he served as Vice President, Finance and Operations of Novacom Technologies Ltd. Mr. Bendoly holds a B.A. from Hebrew University of Jerusalem and an M.B.A. from KU Leuven University of Belgium.

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Ronit Dulberg has been employed by us since March 2006 as our Chief Financial Officer. Previously, Mrs. Dulberg served as Vice President of Finance for Creo IL, an Israeli subsidiary of Creo International. from 2000 to 2004 and prior to that she served in other senior positions in several high-tech companies in Israel. Mrs. Dulberg has a B.A in Economics and Accounting from Haifa University - Israel and an LLM from Bar-Ilan University in Israel. Mrs. Dulberg is a registered CPA in Israel, she has also completed two Executive Management Programs of the Technion - Israel Institute of Technology and Stanford University.

Miri Saar has been employed by us since March 2005 as Vice President Human Resources. Previously, Ms. Saar served as HR Manager for Conexant Systems Israel from 2001 to 2005, prior to which she served in other senior positions in several high-tech companies in Israel. Ms Saar has a BA in English and Applied Linguistics from Tel-Aviv University, Israel, and is also a registered mediator at the Ministry of Justice.

Amir Gilead has been employed by us since March 2000, and since November 2001, has served as our Vice President, Semiconductor and Packaging Division. From 1999 until March 2000, Mr. Gilead served as President and Chief Executive Officer of Advanced Automation International Inc., a startup in the semiconductor equipment manufacturing industry. From 1990 until 1999, Mr. Gilead held various executive positions with Kulicke & Soffa, a semiconductor equipment manufacturer. Mr. Gilead has a B.Sc. and a M.Sc. in electrical engineering from Technion - Israel Institute of Technology.

Moshe Grencel has been employed by us since January 2007, as Vice President Operations. Between 2004 and 2006 Mr. Grencel served as the Executive Vice President of Supply Chain of Delta Galil, a leading company in the underwear textile industry. From 2001 until 2004, Mr. Grencel served as Senior Vice President Operations of Lumenis, a medical lasers manufacturer. From 1983 until 2000, Mr. Grencel held various executive positions with Elscint Ltd., a diagnostic medical equipment manufacturer. Mr. Grencel has a B.Sc. in Industrial Management from the Technion - Israel Institute of Technology.

Yuval Agami had been employed by us during 1998-1999 as Marketing Director and Asia-Pacific Managing Director, and again since 2005, initially as Marketing Manager and since March 2008, as our Vice President, Printed Circuit Board and IC substrate Division.

Before joining Camtek, Mr. Agami served in various sales and marketing executive positions in several high-tech companies in Israel and the United States. Mr. Agami holds a B.Sc. in Computer Engineering from Technion - Israel Institute of Technology.

Michael Lev has been employed by us since 1994 and serves as our Vice President, Intellectual Property, since April 2007. From 1994 until April 2007 Mr. Lev held various positions with the Company, in the printed circuit board and semiconductor manufacturing and packing areas. Mr. Lev has a M.Sc. in Electrical Communication from Azerbaijan Polytechnic Institute.

Roni Flieswasser established our European branch in September 1995, prior to the establishment of Camtek Europe NV. Prior to joining Camtek, Mr. Flieswasser worked with AOI systems at Orbotech, and was a partner for four years in a software company specializing in business applications.

Roy Porat serves as GM Camtek Ltd. and President of our U.S. subsidiary, Camtek USA Inc., since March 2008. Previously, he has served as President of Camtek Hong Kong since September 2003. From 2001 until September 2003, Mr. Porat served as President of Camtek USA, Inc. From 1999 to 2000, Mr. Porat served as the Chief Executive Officer of Aeronautics Ltd. From 1994 to 1999, Mr. Porat served in various executive positions at our affiliate, PCB Technologies. Mr. Porat has a B.Sc. in Industrial Engineering from Technion - Israel Institute of Technology.

Aharon Sela serves as President of Camtek Hong Kong since March 2008. Previously, from 2004 until March 2008, he served as V.P. Sales of the MEP Division at Camtek Europe and Camtek Hong Kong. From 2002 until 2004 Mr. Sela served as Manager of Camtek Japan and previously he served as Executive V.P. Sales and Marketing at Inspectech Ltd. (which was merged with Camtek in 2001). Mr. Sela holds a B.Sc. in Electrical Engineering from Technion - Israel Institute of Technology.

B. Compensation.

Compensation of Executive Officers and Directors

The aggregate remuneration paid by us in the year ended December 31, 2007 to all the persons listed in Section A above (Directors and Senior Management), was approximately \$2,483,000, which includes amounts paid to provide pension, retirement or similar benefits, as well as amounts expended by us for automobiles made available to all our executive officers, and other fringe benefits commonly reimbursed or paid by companies in Israel. Regulations promulgated under the Israeli Companies Law regulate the annual remuneration and remuneration for participation in meetings of outside directors and the reimbursement of their expenses. Messrs. Rafi Amit and Yotam Stern did not receive any additional compensation for their service as our directors.

Employment Agreements

We maintain written employment agreements with our employees, including all of our executive officers, that contain customary provisions, including non-compete and confidentiality agreements. In recent years, Israeli courts have required employers seeking to enforce non-compete undertakings of a former employee to demonstrate that the competitive activities of the former employee will harm one of a limited number of material interests of the employer. If we cannot demonstrate that we will be harmed by the competitive activities of a former employee, we may be unable to prevent our competitors from benefiting from the expertise of our former employees.

Effective January 1, 1998, we entered into an employment agreement with Mr. Rafi Amit, our Chief Executive Officer. The agreement has a two-year term, which is automatically renewed at the end of every two years thereafter. The agreement contains confidentiality and non-compete provisions for the term of Mr. Amit's employment and for a two-year period after the termination of his employment. Furthermore, the agreement provides that all intellectual property developed by Mr. Amit, or in which he took part, in connection with his employment, is our sole property. Pursuant to his employment agreement, Mr. Amit may dedicate up to 20% of his time to work for Priortech or any of the Priortech entities. Mr. Amit is currently engaged full time in his employment with the Company. The employment agreement may be terminated by either party at any time, or not renewed at the end of any successive two-year extension of its term, by written notice of termination or non-renewal delivered to the other party six months in advance. We may, however, immediately terminate the employment of Mr. Amit in various circumstances, including a breach of fiduciary duty.

Effective January 1, 1998, we entered into an employment agreement with Mr. Yotam Stern, our Executive Vice President, Business & Strategy. The agreement has a two-year term, which is automatically renewed at the end of every two years thereafter. The agreement contains confidentiality and non-compete provisions for the term of Mr. Stern's employment and for a two-year period after the termination of his employment. Pursuant to his employment agreement, Mr. Stern may dedicate up to 25% of his time to work for Priortech or any of the Priortech entities. In May 2005, our shareholders approved an amendment to this agreement under which Mr. Stern may dedicate up to 40% of his time to work for Priortech or any of the Priortech entities. The employment agreement may be terminated by either party at any time, or not renewed at the end of any successive two-year extension of its term, by written notice of termination or non-renewal delivered to the other party six months in advance. We may, however, terminate Mr. Stern's employment immediately upon the occurrence of various circumstances, including a breach of fiduciary duty.

C. Board Practices.

Composition of the Board of Directors

Our Articles provide that our Board of Directors shall consist of not less than five nor more than ten directors, including the outside directors. Currently, our board consists of five directors.

Directors, other than outside directors, are elected by a resolution of the shareholders at the annual general meeting and serve until the conclusion of the next annual general meeting of the shareholders. Directors may be removed at any time by a resolution of the shareholders. Since directors may be elected and removed by a majority vote, Priortech Ltd., which holds a majority of our voting shares, has the power to elect all of our directors, subject to the restrictions placed on the election of outside directors as described below. The Chief Executive Officer is appointed by our Board of Directors. Each of the other officers is appointed by the Chief Executive Officer.

The Chairman of our Board of Directors and Chief Executive Officer is Mr. Rafi Amit, who also serves as our general manager. Under the Israeli Companies Law, the general manager of a public company may not hold the position of Chairman of the Board unless that designation is approved at the general meeting of shareholders, by a vote of at least two-thirds of the non-controlling shareholders attending the meeting and voting on the resolution. This approval requirement need not be met if the total number of shares not held by controlling shareholders of the company which are voted against the resolution represents 1% or less of all of the voting rights. The designation may be approved for a term of up to three years and may be re-approved by the same majority for an additional three-year term each time. At our annual general shareholders meeting held in September 2006, our shareholders authorized Mr. Rafi Amit to continue to hold the position of general manager for an additional period of up to three years.

Our Articles provide that any director may appoint as an alternate director, by written notice to us or to the Chairman of the Board, any individual who is qualified to serve as director and who is not then serving as a director or alternate director for any other director. An alternate director has all of the rights and obligations of a director, excluding the right to appoint an alternate for himself. Currently no alternate directors serve on our board.

Messrs. Rafi Amit, Yotam Stern and Eran Bendoly are each serving a one-year term, which expires at our 2008 annual general meeting of shareholders. Each of our outside directors, Messrs. Gabriela Heller and Rafi Koriat, is serving a three-year term in accordance with the Israeli Companies Law, which will expire at our annual general meeting of shareholders to be held in 2009.

None of the members of our Board of Directors, except Messrs. Rafi Amit and Yotam Stern, is a party to a service contract with us, which would provide them benefits upon termination of employment.

Outside Directors; Independent Directors

Under the Israeli Companies Law, public Israeli companies are required to appoint at least two directors who qualify as outside directors under Israeli law.

The outside directors must not have any relationship with us. For this purpose, relationship means any employment, business or professional relations, either in the present or in the preceding two years. An individual whose relatives, business partners, employers or controlled companies have a relationship with us may not serve as an outside director. In addition, an individual whose other business affairs may cause a conflict of interest with the performance of his duties as an outside director or interfere with his ability to serve as such, may not serve as an outside director. Also, at least one of the outside directors must have financial and accounting expertise and the other must have professional qualifications, as defined in regulations promulgated under the Israeli Companies Law.

Outside directors are elected by a majority of the shares present and voting at the shareholders meeting. In addition, the shares voted in favor of their election must include at least one third of the shareholdings present and voting at the meeting, not counting abstentions, which are not held by controlling shareholders of the company. This minority approval requirement need not be met if the total number of shares not held by controlling shareholders of the company which are voted against the election of an outside director represents 1% or less of all of the voting rights.

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Each of our outside directors serves a three-year term, and may be re-elected to serve in this capacity for one additional term of up to three years, and afterwards, as the Company is a dual listed company, may be re-elected for additional terms of up to three years each, provided that prior to their election by a majority of the shares present and voting at the shareholders meeting, such election is approved by the Company's Audit Committee and Board of Directors, on terms referred to in relevant regulations. An outside director can be removed from office only by either the same percentage of shareholders that may elect him, or by a court order. In either case, an outside director may be removed only if the outside director ceases to meet the statutory qualifications for serving as an outside director or breaches his fiduciary duty. The court may also remove an outside director from office if he or she is unable to perform his or her duties on a regular basis. If at the time an outside director is appointed by the shareholders, all other directors are of the same gender, the outside director to be appointed shall be of the other gender.

Neither we nor our subsidiaries may, prior to the lapse of two years after the termination of membership on our board of any of our outside directors, employ such former outside director, engage him or her to serve as an executive officer or director for us or retain his or her professional services.

Ms. Gabriela Heller and Mr. Rafi Koriat currently serve as our outside directors.

The Sarbanes-Oxley Act of 2002, as well as related rules subsequently implemented by the Securities and Exchange Commission and the Nasdaq Global Market, or Nasdaq, require foreign private issuers, such as us, to comply with various corporate governance practices. Nevertheless, the Company has decided to opt-out of certain of these practices and follows its home country practice pursuant to Nasdaq Rule 4350(a), as disclosed in Item 9C (Markets).

In addition, Nasdaq has adopted amendments to its requirements for companies that are listed on Nasdaq. We believe that we are currently in compliance with, and we intend to take all actions necessary for us to maintain compliance with, the applicable corporate governance requirements of the Sarbanes-Oxley Act, the rules adopted by the Securities and Exchange Commission and the listing standards of Nasdaq.

Under the Nasdaq listing requirements, we are required to have a majority of independent directors on our Board of Directors. Ms. Gabriela Heller and Messrs. Rafi Koriat and Eran Bendoly all qualify as our independent directors under Nasdaq rules.

Internal Auditor

The board of directors of an Israeli public company must appoint an internal auditor proposed by the audit committee. The role of the internal auditor is to examine, among other things, the compliance of the company's conduct with applicable law and orderly business procedures. An internal auditor may not hold any other position in the company, have any business affairs outside of the company which may create a conflict of interest with his or her duties as internal auditor or be an interested party. For this purpose, an interested party is a person who holds 5% or more of the company's shares, serves as or has the power to appoint a director to or the chief executive officer of the company, is otherwise personally employed by the company or serves on its board or is a relative of any of these parties. The only exception to the rule against an internal auditor being employed by the company is that the internal auditor may serve as an ombudsman, provided that this does not interfere with the performance of the duties of the internal auditor. In addition, the internal auditor may not be a member of the company's independent accounting firm. We currently have an internal auditor who meets the independence requirements of Israeli law.

Committees of the Board of Directors

The Israeli Companies Law provides that a public company must appoint an audit committee and may also appoint other committees to the board of directors, unless otherwise specified in the Company's Articles. The board of directors may delegate its powers to such committees of the board of directors as it deems appropriate, subject to the provisions of the Israeli Companies Law. Powers that may not be delegated include, among others, the power to distribute dividends, the determination of general company policy, the issuance of securities, the issuance of shares (unless such issuance is under an employee share option plan) and the approval of financial reports. However, those matters can be delegated to committees for the purpose of making recommendations to the full board of directors. According to the Companies Law, a committee to which powers have been delegated shall be composed only of directors. However, a committee whose purpose is only to make a recommendation can be composed of non-directors unless otherwise specified in the Company's Articles. According to the Companies Law, at least one outside director must be appointed to serve on each committee of the board, excluding the audit committee, which must be comprised of at least three directors, including all of the outside directors of the Company. However, the Sarbanes-Oxley Act and the Nasdaq listing requirements require that all members of the audit committee be independent. The audit committee may not include the chairman of the board, any director who is employed by the company or regularly provides service to it, a controlling shareholder, or a relative of any such individual. Our Board of Directors has an audit committee and a compensation committee.

Audit Committee. The Audit Committee oversees and approves the retention, performance and compensation of our independent registered public accounting firm and establishes and oversees the implementation of procedures concerning our systems of internal accounting and auditing control. The Audit Committee is also responsible for identifying deficiencies in the management of our business and proposing solutions for any such deficiencies, and, in accordance with the Israeli Companies Law and the Sarbanes-Oxley Act, approving certain acts and transactions that involve conflicts of interest or that involve interested parties. The members of our Audit Committee are Ms. Gabriela Heller and Messrs. Eran Bendoly and Rafi Koriat, all of whom are independent directors in accordance with Nasdaq listing requirements. Mr. Bendoly and Ms. Heller qualify as financial experts for purposes of the Sarbanes-Oxley Act and the Nasdaq listing requirements, and Ms. Heller and Mr. Koriat qualify as outside directors under Israeli Companies Law.

Compensation Committee. The Compensation Committee reviews and makes recommendations to our board concerning the terms of the compensation packages provided to our employees, including our executive officers, and the terms of any bonus, share options or other awards to be provided to our employees, including our executive officers. Under Israeli law, all compensation arrangements with a general manager who is not a director require the approval of the board of directors. Arrangements regarding the compensation of directors require approval of the audit committee, the board of directors and the shareholders, in that order, and if the director holds a controlling interest in the company, special shareholder approvals are required. See *Duties of Office Holders and Approval of Transactions under Israeli Law*. The members of our Compensation Committee are Ms. Heller and Messrs. Koriat and Bendoly.

Duties of Office Holders and Controlling Shareholders and Approval of Transactions under Israeli Law

Office Holders

The Israeli Companies Law codifies the duty of care and the fiduciary duties that office holders have towards the company. An office holder's duty of care includes the duty to act as a reasonable office holder would have acted in the same position and under the same circumstances. An office holder's fiduciary duty requires the office holder to act in good faith and for the good of the company, which includes:

avoiding conflicts of interest between the office holder's position with the company and his personal affairs;

avoiding any competition with the company;

avoiding the exploitation of the company's business opportunities for personal gain; and

revealing to the company any information or documents relating to the company's affairs which the office holder has received due to his position.

An office holder, under the Israeli Companies Law, is anyone serving, regardless of formal title, as a director, general manager, chief executive officer, executive vice president, vice president, or any other executive reporting directly to the general manager. Each person listed in the table under *Directors and Senior Management* is one of our office holders. All arrangements as to compensation of office holders who are neither directors nor controlling shareholders are approved by our compensation committee. The compensation of office holders who are directors or controlling shareholders, and any other employee who is a controlling shareholder or a close relative of such controlling shareholder, as defined in the Companies Law, must also be approved by our Audit Committee, our Board of Directors and our shareholders, in that order. Special shareholder voting procedures are required for the approval of compensation of office holders or employees who are also controlling shareholders or any relative thereof.

Disclosure of Personal Interest

The Israeli Companies Law requires an office holder or controlling shareholder of a company to disclose any personal interest in an existing or proposed transaction with the company, no later than at the first board meeting in which the transaction is discussed. A personal interest also includes an interest in any company in which the person, his or her close relative or any entity in which such person or close relative has a personal interest, is a direct or indirect 5% or greater shareholder, is a director or the general manager or has the right to appoint at least one director or the general manager. Board approval is required to approve the transaction, and no transaction that is adverse to the company's interest may be approved. Approval by the company's audit committee and board of directors is required for an extraordinary transaction, meaning any transaction that is not in the ordinary course of business, is not on market terms or is likely to have a substantial effect on the company's profitability, assets or liabilities. A director who has a personal interest in a matter may not be present at a board of directors or audit committee meeting during discussions or vote on the matter. However, a director with a personal interest may be present if the transaction to be discussed is not an extraordinary transaction, or if a majority of the audit committee members or the directors, as the case may be, has a personal interest in the matter. If a majority of the board of directors or the audit committee has a personal interest in the transaction, shareholder approval is also required.

Transactions with Controlling Shareholders

A controlling shareholder is a shareholder who has the ability to direct the activities of a company, including a shareholder who holds 25% or more of the voting rights if no other shareholder holds more than 50% of the voting rights. Under Israeli law, the disclosure requirements regarding personal interests that apply to directors and office holders also apply to a controlling shareholder of a public company.

Required Approval. Extraordinary transactions with a controlling shareholder and a controlling shareholder's close relative or in which a controlling shareholder (or its relative) has a personal interest, and the terms of compensation of a controlling shareholder or a relative of a controlling shareholder who is a director, executive officer or employee, require the approval of the audit committee, the board of directors and the shareholders of the company. This shareholder approval must include the majority of shares voted at the meeting. In addition, either:

the majority must include at least one-third of the shares of disinterested shareholders voted at the meeting; or

the total number of shares of disinterested shareholders voted against the transaction must not exceed one percent of the aggregate voting rights in the company.

A shareholder who participates in this vote must provide notice to the company prior to voting, stating whether such shareholder has a personal interest in the transaction. In the absence of this notice, the shareholder may not vote on the matter, and his or her vote shall not be counted.

Approval of Certain Specific Extraordinary Transactions. According to regulations promulgated under the Israeli Companies Law, the following specific kinds of extraordinary transactions with a controlling shareholder do not require shareholder approval, provided that the audit committee and the board of directors have approved the transaction and determined that it is one of the following:

the extension of an existing transaction which was previously approved in accordance with the Israeli Companies Law, provided no material change has been made to the terms of the extended transaction;

a transaction that benefits only the company;

a transaction made in accordance with the terms of a framework transaction previously approved in accordance with the requirements of the Israeli Companies Law;

a transaction constituting part of a transaction with a third party or a joint offer to contract with a third party, provided that the benefit to the company does not materially differ than that to the controlling shareholder, taking into account the proportional interest of each of the parties; or

a transaction between companies controlled by a common controlling shareholder or between a public company and its controlling shareholder, provided that the transaction is on market terms, is in the ordinary course of business and does not adversely affect the interests of the company.

Insurance, Indemnification and Exemption

Our Articles provide that, subject to the provisions of the Israeli Companies Law, we may:

- (1) Obtain insurance for our office holders covering their liability for any act performed in their respective capacities as an office holder with respect to:

a violation of the duty of care to us or to another person;

a breach of fiduciary duty, provided that the office holder acted in good faith and had reasonable grounds to assume that the act would not cause us harm; and

a monetary liability imposed on an office holder for the benefit of another person.

- (2) Undertake to indemnify our office holders or to indemnify an office holder retroactively for a liability imposed or approved by a court, and for reasonable legal fees incurred by the office holder in his or her capacity as an office holder, in proceedings instituted against the office holder by the company, on its behalf or by a third party, in connection with criminal proceedings in which the office holder was acquitted, or in connection with criminal proceedings or other proceedings in which the office holder was investigated but not indicted, or as a result of a conviction for a crime that does not require proof of criminal intent or as result of proceeding in which a monetary liability was imposed regarding a crime that does not require proof of criminal intent. An advance undertaking to indemnify an office holder must be limited to categories of events that can be reasonably foreseen in light of the Company's activities, and to an amount which is reasonable under the circumstances, as determined by the board of directors.

We may exempt, in advance, an office holder from all or part of his or her responsibility for damages occurring as a result of a breach of his or her duty of care. However, we may not exempt, in advance, an office holder for breach of his or her duty of care in respect of distribution of dividends. We may also approve an action taken by the office holder, even if performed in breach of his or her fiduciary duty, if the office holder was acting in good faith, the action does not adversely affect us and the office holder has revealed to the board his or her personal interest in the action.

Notwithstanding the foregoing, we may not insure, indemnify or exempt an office holder for any breach of his or her fiduciary duty, or for a violation of his or her duty of care (1) if the act was committed recklessly or with intent, or (2) if the act was committed with the intent to realize improper personal gain, or (3) for any fine imposed on the office holder, except as provided above.

As required under Israeli law, our Audit Committee, Board of Directors and shareholders have approved the indemnification and insurance of our office holders, as well as the resolutions necessary both to exempt our office holders in advance from any liability for damages arising from a breach of their duty of care to us, and to provide them with the indemnification undertakings and insurance coverage they have received from us in accordance with our Articles.

D. Employees.
Employees

The following table sets forth for the last three years, the number of our employees engaged in the specified activities at the end of each year:

	As of December 31,		
	2005	2006	2007
Executive management	8	11	10
Research and development	99	119	86
Sales support	117	143	140
Sales and marketing	69	94	75
Administration	46	62	53
Operations	65	105	92
Total	404	534	456

The following table sets forth for the last three years, the number of our employees located in the following geographic regions at the end of each year:

	As of December 31,		
	2005	2006	2007
China (including Hong Kong)	97	125	128
Taiwan	39	44	38
Japan	8	18	14
Other Asia	18	30	23
Europe	11	12	15
North America	19	25	20
Israel	210	280	218
Total	402	534	456

In light of the revenues reduction in 2007 we adjusted our cost structure. As a result, the number of employees decreased during 2007 by 14% from 534 to 456 employees, from which 218 employees are working in Israel and the rest are working in our subsidiaries worldwide.

With respect to our Israeli employees, we have no collective bargaining agreements with our employees. However, by administrative order, certain provisions of the collective bargaining agreements between the Histadrut (General Federation of Labor in Israel) and the Coordination Bureau of Economic Organizations, relating primarily to the length of the work day, minimum wages, pension contributions, insurance for work-related accidents, procedures for dismissing employees, determination of severance pay and other conditions of employment, are applicable to our employees. In accordance with these provisions, the salaries of our Israeli employees are partially indexed to the Consumer Price Index in Israel, depending on the rate of increase of the Consumer Price Index.

We consider our relationship with our employees to be good, and we have never experienced a labor dispute, strike or work stoppage.

E. Share Ownership.

The following table sets forth certain information with respect to the beneficial ownership of our outstanding ordinary shares by our directors and executive officers.

Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and generally means sole or shared power to vote or direct the voting or to dispose or direct the disposition of any ordinary shares. Except as indicated by footnote, the persons named in the table below have sole voting and investment power with respect to all ordinary shares shown as beneficially owned by them. The percentage of beneficial ownership is based upon 30,138,215 ordinary shares outstanding as of June 25, 2008.

	Beneficial Ownership	
	Number of Ordinary Shares(1)	Percentage
Rafi Amit(2)	18,657,290	61.9%
Yotam Stern(3)	18,717,230	62.1%
Directors and executive officers as a group (13 persons)(4)	18,924,430	62.8%

-
- (1) Ordinary shares relating to options currently exercisable or exercisable within 60 days of the date of this annual report are deemed outstanding for computing the percentage of the person holding such securities but are not deemed outstanding for computing the percentage of any other person. As of the date of this annual report, the total number of options held by the persons included in the above table, that are currently exercisable or exercisable within 60 days of the date hereof, is 279,940.
- (2) As a result of a voting agreement relating to a majority of Prioritech's voting equity, Mr. Amit may be deemed to control Prioritech. Includes Mr. Amit's interest in ordinary shares beneficially owned by Prioritech. Mr. Amit does not directly own any of our ordinary shares.
- (3) As a result of a voting agreement relating to a majority of Prioritech's voting equity, Mr. Stern may be deemed to control Prioritech. Includes Mr. Stern's interest in ordinary shares beneficially owned by Prioritech. Mr. Stern directly owns 63,000 of our ordinary shares.
- (4) Includes Messrs. Amit's and Stern's interest in ordinary shares beneficially owned by Prioritech. Our directors and executive officers as a group directly own 343,960 of our ordinary shares.

Restricted Share Unit and Option Plans

General. We currently maintain one restricted share unit plan and five share option plans. The purpose of our restricted share unit and option plans is to afford an incentive to our officers, directors, employees and consultants and those of our subsidiaries, to acquire a proprietary interest in us, to increase their efforts on our behalf and to promote the success of our business.

Restricted Share Unit Plan. In August 2007, the Company approved the 2007 Restricted Share Unit Plan (the "RSU Plan"), for the grant of restricted share units, each of which imparts the right to an ordinary share of the Company, to selected employees, officers, directors and consultants of the Company. The RSU Plan is being administered by our Board of Directors

The total number of RSUs to be granted pursuant to the RSU Plan is 180,000, out of which 158,000 have been granted as of the date of this annual report.

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Under the RSU Plan, RSUs are granted for no consideration and the exercise price for each grantee is no more than the underlying share's nominal value, unless otherwise determined by the Board. The RSUs vest according to a four-year vesting schedule, with 25% of the shares vest on the first anniversary of the date of grant and the remaining vesting on a quarterly basis.

We will file a registration statement on Form S-8 under the Securities Act of 1933, as amended, to register the ordinary shares issuable under the RSU Plan. Ordinary shares issued pursuant to the RSU Plan are eligible for resale in the public market.

Option Plans.

General. As of December 31, 2007, there were 807,841 outstanding options to acquire our ordinary shares pursuant to our share option plans at a weighted average exercise price of \$2.78, exercisable at various dates through July 2015. Future options to be granted by us to our employees, officers, directors and consultants or those of our affiliates will only be made pursuant to the 2003 Share Option Plan.

Administration of Our Share Option Plans. Our option plans are administered by our Board of Directors. Under these option plans, options to purchase our ordinary shares may also be granted to our officers, directors, employees or consultants and those of our subsidiaries. The exercise price of options is determined, under our option plans, by our Board of Directors, and is generally set as the fair market value (although some options are exercisable for no additional consideration and are the equivalent of restricted stock grants). The vesting schedule of the options is also determined by the Board of Directors; generally the options vest over a four-year period. Each option granted under the option plans is exercisable between four to ten years from the date of the grant of the option, according to the plan under which they were granted and subject to certain early expiration provisions, such as in the event of termination.

The Share Option Plans. In September 1997, we adopted a share option plan (the 1997 Share Option Plan) under which options to purchase our ordinary shares were granted to employees, as determined by the board from time to time. This plan was amended in 2000 and in 2003, each time in order to comply with new Israeli tax legislation.

In November 2000, we adopted three share option plans: the Executive Share Option Plan, the US Incentive Stock Option Plan and the European Employee Share Option Plan. Under these plans, options were granted to employees, directors, executive officers and consultants of our company and our affiliates around the world.

In October 2003, we adopted our 2003 Share Option Plan and its corresponding Sub-Plan for Grantees Subject to United States Taxation and Sub-Plan for Grantees Subject to Israeli Taxation. The total number of options that may be granted under the 2003 Share Option Plan is 998,800 options.

Options Granted During 2006. During 2006 we granted 60,000 options to employees at a weighted average exercise price of \$5.19, a price that reflected the price of the share in the market at the grant date. These options are subject to the terms of the 2003 Share Option Plan.

Options Granted During 2007. During 2007 we granted 45,000 options to employees at a weighted average exercise price of \$4.32, a price that reflected the price of the share in the market at the grant date. These options are subject to the terms of the 2003 Share Option Plan.

We have filed registration statements on Form S-8 under the Securities Act of 1933, as amended, to register the ordinary shares issuable under all of our option plans. Ordinary shares issued pursuant to these share option plans are eligible for resale in the public market, subject to restrictions on resales by affiliates.

As of December 31, 2007, there were options exercisable and vested for 670,841 ordinary shares (out of the total outstanding options of 807,841) at a weighted average exercise price of \$2.56 per share, and unvested options exercisable for 137,000 ordinary shares at a weighted average exercise price of \$3.84.

Item 7. Major Shareholders and Related Party Transactions.**A. Major Shareholders.**

The following table provides information regarding the beneficial ownership of our ordinary shares as of June 25, 2008, as to each person or entity who beneficially owns more than 5.0% of our outstanding ordinary shares. None of these shareholders has different voting rights than any of the Company's other shareholders.

Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and generally means sole or shared power to vote or direct the voting or to dispose or direct the disposition of any ordinary shares. Except as indicated by footnote, the person named in the table below has sole voting and investment power with respect to all ordinary shares shown as beneficially owned by it. The percentage of beneficial ownership is based upon 30,133,715 ordinary shares outstanding as of June 25, 2008.

	Beneficial Ownership	
	Number of Ordinary Shares*	Percentage
Prioritech Ltd.	18,605,230	61.7%

* A majority of the voting equity in Prioritech Ltd. is subject to a voting agreement. As a result of this agreement, Messrs. Rafi Amit, Yotam Stern and Itzhak Krell may be deemed to control Prioritech Ltd. The voting agreement does not provide for different voting rights for our major shareholder than the voting rights of other holders of our ordinary shares. Prioritech's principal executive offices are located at South Industrial Zone, Migdal Ha Emek 23150, Israel. As of June 25, 2008, there were a total of 9 holders of record of our issued and outstanding ordinary shares, of which 7 were registered with addresses in the United States. Such United States holders were, as of such date, the holders of record of approximately 40.9% of our issued and outstanding ordinary shares. The number of record holders in the United States is not representative of where such beneficial holders are resident because many of these ordinary shares were held of record by brokers or other nominees.

B. Related Party Transactions.**Ordinary Course Transactions and Activities with Prioritech and its Affiliates**

From time to time we have entered into transactions in the ordinary course of business with Prioritech and its affiliates. Our purchases of materials, such as PCBs and assembled PCBs from Prioritech and its affiliates, totaled \$597,000, \$3,244,000 and \$1,876,000 in 2005, 2006 and 2007, respectively. In addition, we purchase bare PCBs and assembled PCBs from a Prioritech subsidiary for the development and manufacture of our systems so long as the price charged and other payment terms is comparable to the best offer we could obtain from a third party. Our total revenues from sales to affiliates of Prioritech totaled \$1,000, \$240,000 and \$27,000 in 2005, 2006 and 2007, respectively. We act jointly with Prioritech with regard to various governmental, administrative and commercial matters, which we believe is to the mutual advantage of both parties. Unpaid balances between Prioritech and us bear interest at 5.5%. As of December 31, 2007, the remaining balance we owed to Prioritech and its affiliates under transactions made in the ordinary course of business with them was \$615,000 and as of March 31, 2008 this balance stood at \$574,000. We believe that these transactions and activities were conducted on terms and conditions as favorable to us as those which we could have entered into with unaffiliated third parties.

Registration Rights Agreement with Prioritech

On March 1, 2004, we entered into a registration rights agreement providing for us to register with the SEC certain of our ordinary shares held by Prioritech. This registration rights agreement may be used in connection with future offerings of our ordinary shares, and includes, among others, the following terms: (a) Prioritech is entitled to make up to three demands that we register our ordinary shares held by Prioritech, subject to delay due to market conditions; (b) Prioritech will be entitled to participate and sell our ordinary shares in any future registration statements initiated by us, subject to delay due to market conditions; (c) we will indemnify Prioritech in connection with any liabilities incurred in connection with such registration statements due to any misstatements or omissions other than information provided by Prioritech, and Prioritech will indemnify us in connection with any liabilities incurred in connection with such registration statements due to any misstatements or omissions in written statements by Prioritech made for the purpose of their inclusion in such registration statements; and (d) we will pay all expenses related to registrations which we have initiated, except for certain underwriting discounts or commissions or legal fees, and Prioritech will pay all expenses related to a registration initiated at its demand in which we are not participating.

On December 30, 2004, the Registration Rights Agreement with Priortech was amended. The amendment concerns primarily the grant of unlimited shelf registration rights thereunder to Priortech with respect to its holdings in us, and the assignability of those shelf registration rights to its transferees.

Employment Agreements with Messrs. Rafi Amit and Yotam Stern

Effective January 1, 1998, we entered into an employment agreement with Mr. Rafi Amit, our Chief Executive Officer. Pursuant to his employment agreement, Mr. Amit may dedicate up to 20% of his time to work for Priortech or any of the Priortech entities (for further details see Employment Agreements).

Also effective January 1, 1998, we entered into an employment agreement with Mr. Yotam Stern, our Executive Vice President, Business & Strategy. Pursuant to his employment agreement, Mr. Stern may dedicate up to 40% of his time to work for Priortech or any of the Priortech entities (for further details see Employment Agreements).

Mr. Rafi Amit works on a full time basis for us and therefore receives a full time salary, while Mr. Yotam Stern receives from us 60% of a full time salary. Mr. Stern is compensated directly by each of the Priortech entities for which he works. Mr. Rafi Amit also serves as the Chairman of Priortech, and Mr. Yotam Stern also serves as the Chief Executive Officer and as a director of Priortech.

Messrs. Amit and Stern do not receive any additional compensation for their service as our directors.

C. *Interests of Experts and Counsel.*

Not Applicable.

Item 8. Financial Information.

A. *Consolidated Statements and Other Financial Information.*

Please see the consolidated financial statements listed in Item 18 for audited consolidated financial statements prepared in accordance with this Item.

Legal Proceedings

On May 10, 2004, a lawsuit was filed against us in the District Court in Nazareth, Israel, by our competitor, Orbotech Ltd., alleging that the Dragon and Falcon systems infringe upon a patent held by Orbotech Ltd. and requesting an injunctive relief and damages. Currently, the issue dealt with by the court is the validity of the asserted patent, which expired in February 2008. We believe that we have substantial defenses against the validity of Orbotech's patent and substantial defenses against Orbotech's claims. We further believe, based on the opinion of our legal advisors, that any liability arising from this law suit is not probable.

On February 23, 2005, a lawsuit was filed against us in the District Court in Jerusalem by Orbotech Ltd., alleging infringement of patent held by Orbotech Ltd. regarding a specific illumination block (an apparatus for illuminating and controlling the illumination of scanned objects), seeking injunctive relief and damages. The court ruled, based on a court's scientific advisor's opinion, that Camtek allegedly infringed the patent, and granted Orbotech a provisional remedy, i.e. interim relief, which prevents Camtek from manufacturing the allegedly infringing illumination block in suit. Following the grant of the provisional remedy by the District Court, the Company filed a motion for leave to appeal (permission from the Israel Supreme Court to appeal the District Court's decision to grant a provisional remedy). The Supreme Court rejected our request since the provisional remedy was granted on the basis of *prime facie* evidence only. The claim is currently in the preliminary stage of discovery and only after evidence is presented and cross examinations are conducted will a final judgment be rendered by the District Court, subject to the right to appeal. The particular illumination block was at the time of the preliminary ruling still in a development stage. The Company's temporary inability to manufacture and sell the specific illumination block, does not affect its ability to manufacture and sell products incorporating other illumination blocks; the Company manufactures its products with several other illumination blocks. In February 2007 the patent referring to the specific illumination block expired. Among others, the Company has filed two motions for the lawsuit to be dismissed, both still pending. We believe that we have good defenses in the infringement aspect of the claim. The Company's estimate, based on the opinion of its legal advisors, is that any liability arising from this law suit is not probable. The Company further believes that it has claims with respect to the validity of the asserted patent, as well as other defenses such as estoppel and lack of good faith on the part of Orbotech. As noted above, this litigation is still in an early stage and the Company's defenses will be presented before the court within the next couple of months.

On July 14, 2005, a lawsuit was filed against the Company in the United States District Court for the District of Minnesota by one of the Company's competitors in the field of semiconductor manufacturing and packaging, August Technology Corporation (today Rudolph Technologies Inc. together with August Technology Corporation), alleging infringement of a patent and seeking injunctive relief and damages. The Company has filed an answer and counterclaims alleging, *inter-alia*, non-infringement, invalidity and unenforceability of the patent. Fact and expert discovery have been completed. On February 2008 the Company filed a motion for summary judgment of invalidity of the asserted patent. A hearing on Camtek's motion for summary judgment was held on April 25, 2008. The Court took the motion under advisement and will issue an order in due course. We believe that we have substantial defenses to August's allegations, and estimate, based on the opinion of our legal advisors, that any liability arising from August's allegations is not probable.

We cannot assure you that we will be successful in our defense against the claims.

On July 2005, the Company, together with our parent company, Priortech Ltd., filed a lawsuit in Israel against our competitor, Orbotech, in the sum of \$4.1 million, in respect of damages incurred by it due to a claim and a motion for injunction filed against the Company by Orbotech in May 2004, in the District Court in Nazareth, and the court's decision in the motion thereof. The Company believes that Orbotech's claim and motion against it were not filed in good faith, but in order to thwart Camtek's secondary public offering that was scheduled few days after the submission of Orbotech's claim and motion and was supposed to infuse the Company and Priortech Ltd. approximately \$40 million. Discovery phase has not been completed yet. Trial is scheduled to continue on or around November 2008.

We are not a party to any other material legal proceedings.

However, On March 7, 2008, a purported class action complaint (the Class Action Complaint), Yuval Lapiner v. Camtek, Ltd. et al., Case No. 08-01327-MMC, was filed in the United States District Court for the Northern District of California on behalf of purchasers of our common stock between November 22, 2005 and December 20, 2006. The Class Action Complaint names the Company and certain of our directors and officers as defendants. It alleges that the defendants violated Sections 10(b) and 20(a) of the Exchange Act, and Rule 10b-5 promulgated thereunder, and breached fiduciary duties by making false and misleading statements in the Company's SEC filings and press releases. The plaintiffs seek unspecified compensatory damages against the defendants, as well as attorneys' fees and costs. At this preliminary stage, before the Company has submitted its response, we do not believe that the Class Action Complaint has merit and intend to defend ourselves vigorously.

B. Significant Changes.

There have been no significant changes since the date of the financial statements included in this annual report.

Item 9. The Offer and Listing.**A. Offer and Listing Details.****Price History of Ordinary Shares**

Since April 22, 2004, the primary trading market for our ordinary shares has been the Nasdaq Global Market, where our ordinary shares are listed and traded under the symbol **CAMT**. From February 5, 2003 through April 21, 2004, our ordinary shares were listed and traded on the Nasdaq SmallCap Market, and from July 28, 2000 through February 4, 2003, our ordinary shares were listed and traded on the Nasdaq National Market.

For the period between November 26, 2001 and October 21, 2003, our ordinary shares were also listed on the Tel Aviv Stock Exchange, or TASE. During such period, the trading activity in our ordinary shares on the TASE was insignificant. At our request, our ordinary shares were de-listed from the TASE. In December 2005, we re-listed our ordinary shares in the TASE.

The following table sets forth, for the periods indicated, the high and low reported sales prices of our ordinary shares:

	TASE ⁽¹⁾		Nasdaq	
	High	Low	High	Low
Annual and Quarterly Market Prices				
Fiscal Year Ended December 31, 2003:			3.64	0.29
Fiscal Year Ended December 31, 2004:			7.80	3.10
Fiscal year ended December 31, 2005:	4.42	4.21	4.70	2.56
2006:				
First Quarter	5.57	4.32	5.49	4.34
Second Quarter	7.96	4.57	8.40	4.75
Third Quarter	6.90	5.79	6.82	5.68
Fourth Quarter	6.86	4.07	6.95	4.08
Fiscal Year Ended December 31, 2006:	7.96	4.07	8.40	4.08
2007:				
First Quarter	4.57	3.84	4.65	3.76
Second Quarter	3.99	2.91	4.01	2.94
Third Quarter	3.86	2.97	3.89	2.76
Fourth Quarter	3.09	1.69	3.10	1.70
Fiscal Year Ended December 31, 2007:	4.57	1.69	4.65	1.70
First Quarter 2008:	1.84	1.03	1.81	1.01
Second Quarter 2008 through June 25, 2008	1.53	1.07	1.49	1.09
Monthly Market Prices for the Most Recent Six Months:				
December 2007	2.50	1.69	2.50	1.70
January 2008	1.84	1.42	1.81	1.37
February 2008	1.63	1.39	1.56	1.34
March 2008	1.53	1.03	1.59	1.01
April 2008	1.35	1.22	1.38	1.15
May 2008	1.53	1.20	1.49	1.17
June 1 until June 25, 2008	1.33	1.07	1.39	1.09

¹⁾ The closing prices of our ordinary shares on the TASE have been translated into U.S. dollars, using the daily representative rate of exchange of the NIS to the U.S. dollar, as published by the Bank of Israel for the applicable day of the high/low amount in the specified period.

B. *Plan of distribution.*

Not applicable.

C. *Markets.*

As noted above, the Company's ordinary shares are traded on the Nasdaq Global Market under the symbol "CAMT". Since December 2005, our ordinary shares are traded also on the Tel-Aviv Stock Exchange and we are subject to the Israeli legislation, which applies to companies that are traded in dual listing.

Pursuant to Rule 4350(a)(1) of the NASDAQ Marketplace Rules, we are relying on our home country practice in lieu of the requirements set out in Rule 4350(l) that all securities listed on Nasdaq be eligible for a direct registration program operated by a registered clearing agency. Our procedures regarding the issuance of stock certificates comply with Israeli law and practice.

The Company has also decided to opt out of the shareholder approval requirements regarding stock option plans and other equity based compensation arrangements as set forth in Nasdaq Rule 4350(i)(1)(A). The Company has complied with the relevant preconditions for the purpose of opting out of shareholder approval, including by certification to Nasdaq by Israeli counsel that the Company's approval practices are not prohibited by Israeli law. Thus, as required under Israeli Companies Law, special shareholder voting procedures were followed for the approval of compensation of office holders or employees who are controlling shareholders or any relative thereof.

D. *Selling Shareholders.*

Not applicable.

E. *Dilution.*

Not applicable.

F. *Expenses of the Issue.*

Not applicable.

Item 10. *Additional Information.*

A. *Share Capital*

Not applicable.

B. Memorandum and Articles

Following is a summary of material information concerning our share capital and a brief description of the material provisions contained in our Memorandum of Association and our Articles.

General

Our authorized share capital consists of one class of shares, which are our ordinary shares. Out of our authorized share capital of 100,000,000 ordinary shares, par value NIS 0.01 per ordinary share, 30,133,715 ordinary shares are outstanding and fully-paid. Under the Agreement with FIMI as described in Item 4.A., we undertook to issue to FIMI ordinary shares in the event of conversion of the \$5 million debentures or any part thereof in accordance with the terms of this agreement. Conversion of the loan, in a whole or in part, is at the lender's option on any given business day after the closing date (August 23rd, 2005). Conversion price is \$5.50 per share, however, in the event that the average closing price of the company's shares as reported on Nasdaq for the sixty consecutive trading days immediately preceding the first and second anniversary of the loan agreement closing is lower than the conversion price in effect on such date, the conversion price in effect on such date shall be reduced to equal the higher of the average closing price and \$2.00. As of December 31, 2007, the conversion price per one ordinary share is \$3.19. As of the date of this Annual Report, no ordinary shares were issued to FIMI as no conversion of the \$5 million debentures or any part thereof has been made in accordance with the terms of this agreement.

The ordinary shares do not have preemptive rights. The ownership and voting of our ordinary shares of Israel are not restricted in any way by our Articles, or by the laws of the State of Israel, except for shareholders who are citizens of countries in a state of war with Israel. Under the Israeli Companies Law, Israeli companies may purchase and hold their own shares, subject to the same conditions that apply to distribution of dividends (see Dividend and Liquidation Rights). These shares do not confer any rights whatsoever for as long as they are held by us. Additionally, a subsidiary may purchase or hold shares of its parent company to the same extent that the parent company is entitled to purchase its own shares, and these shares do not confer any voting rights for as long as they are held by the subsidiary.

Transfer of Shares and Notices

Ordinary shares are issued in registered form. Ordinary shares registered on the books of the transfer agent in the United States may be freely transferred on the transfer agent's books. Each shareholder of record is entitled to receive at least 21 days prior notice for a general meeting of the shareholders.

Dividend and Liquidation Rights

Our Board of Directors may, without seeking shareholder approval, declare a dividend to be paid to the holders of ordinary shares out of our retained earnings or our earnings derived over the two most recent years, whichever is higher, as reflected in the last audited or reviewed financial report prepared less than six months prior to distribution, provided that there is no reasonable concern that a payment of a dividend will prevent us from satisfying our existing and foreseeable obligations as they become due. Dividends are distributed to shareholders in proportion to the nominal value of their respective holdings. In the event of our liquidation, after satisfaction of liabilities to creditors, our assets will be distributed to the holders of ordinary shares in proportion to the nominal value of their respective holdings. This right may be affected by the grant of preferential dividend or distribution rights to the holders of any class of shares with preferential rights that may be authorized in the future. Our shareholders would need to approve any class of shares with preferential rights.

Modification of Class Rights

The Israeli Companies Law provides that the articles of a company may not be modified in such a manner that would have a detrimental effect on the rights of a particular class of shares without the vote of a majority of the affected class.

Voting, Shareholders Meetings and Resolutions

Holders of ordinary shares have one vote for each ordinary share held on all matters submitted to a vote of the shareholders. These voting rights may be affected by the grant of special voting rights to the holders of any class of shares with preferential rights that may be authorized in the future; however, currently no holders of our securities have any special voting rights.

An annual meeting of the shareholders must be held every year, and not later than 15 months following the last annual meeting. A special meeting of the shareholders may be convened by the board of directors at its decision to do so or upon the demand of any of: (1) two of the directors or 25% of the then serving directors, whichever is fewer; (2) shareholders owning at least 5% of the issued share capital and at least 1% of the voting rights in the company; or (3) shareholders owning at least 5% of the voting rights in the company. If the board does not convene a meeting upon a valid demand of any of the above, then whoever made the demand, and in the case of shareholders, those shareholders holding more than half of the voting rights of the persons making the demand, may convene a meeting of the shareholders to be held within three months of the demand. Alternatively, upon petition by the individuals making the demand, a court may order that a meeting be convened.

The quorum required for a meeting of shareholders consists of at least two shareholders present in person or by proxy within one half hour of the time scheduled for the beginning of the meeting, who hold or represent together at least 33 1/3% of the voting power in our company. A meeting adjourned due to lack of a quorum is generally adjourned to the same day in the following week at the same time and place or any time and place as the directors designate in a notice to the shareholders. If a quorum is not present at the reconvened meeting, the meeting may be held with any number of participants. However, if the meeting was convened following a demand by the shareholders, the quorum will be that minimum number of shareholders authorized to make the demand.

In any shareholders meeting, a shareholder can vote either in person or by proxy. General meetings of shareholders will be held in Israel, unless decided otherwise by our board.

Most resolutions at a shareholders meeting may be passed by a majority of the voting power of the company represented at the shareholders meeting and voting on the matter. Resolutions requiring special voting procedures include the appointment and removal of outside directors, approval of transactions with controlling shareholders and the approval for the chairman of the board to also serve as chief executive officer. See Management -Duties of Office Holders and Approval of Transactions under the Israeli Law.

Under the Israeli Companies Law, a shareholder has a duty to act in good faith and in a customary manner in exercising his rights and duties towards the company and other shareholders, to refrain from prejudicing the rights of other shareholders and to refrain from abusing his power in the company. The rights and duties apply, among other things, to voting at the general meeting of the shareholders on any of the following matters: (1) amendments to the articles; (2) an increase in the company's authorized share capital; (3) a merger; or (4) an approval of those related party transactions that require shareholder approval.

In addition, any shareholder who: (1) is a controlling shareholder; (2) knows that its vote will determine the outcome of a shareholder vote; or (3) under the provisions of the articles, has the power to appoint or to prevent the appointment of an office holder in the company, is under a duty to act in fairness towards the company. Israeli law does not define the substance of this duty of fairness, however the laws of contracts, regarding breach of contract, shall apply to violations of the duty to act in fairness.

Anti-Takeover Effects of Israeli Laws; Mergers and Acquisitions Under Israeli Law

The Israeli Companies Law allows a merger to be effected without the need for court approval if the merger receives the approval of the boards of directors of each of the merging companies and a majority of the shareholders present and voting at the general shareholders meeting of each of the merging companies. However, such approval by the general shareholders meeting is not required if the merging company is the full owner of the other party to the merger, or if the merger does not require the change of the merging company's articles of association and the merging company is not issuing more than 25% of its share capital as part of the merger and a person will not become a controlling shareholder as result of the merger. Israeli law also provides that in addition to the approval of the merger by the requisite majority at the shareholders general meeting, if either party to the merger or its interested parties hold over 25% of the shares of the other party to the merger, then the majority must also include a majority of the shares held by those shareholders present and voting (excluding abstainees) who do not have an interest in the other party.

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Israeli law does not require court approval of a merger other than in specified situations. However, upon petition by objecting shareholders or a creditor of a merging company, the court may delay or prevent the consummation of the merger, if it deems there to be a reasonable concern that as a result of the merger, the surviving company will not be able to meet the obligation to creditors of either of the merging companies.

A merger may not be completed until 50 days have passed from the time that the merger proposal was filed with the Israeli Registrar of Companies and until all required approvals have been obtained and submitted to the Registrar of Companies.

In addition, the Israeli Companies Law contains provisions dealing with arrangements between a company and its shareholders. These arrangements may be used to effect squeeze-out transactions in which the target company becomes a wholly-owned subsidiary of the acquirer. These provisions generally require that the merger be approved by at least 75% of the shares of participating shareholders and a majority of the shareholders voting at a shareholders meeting. In addition to shareholder approval, court approval of the transaction is required, which entails further delay.

The Israeli Companies Law also provides that an acquisition of shares in a public company must be made by means of a tender offer if, as a result of the acquisition, the purchaser would become a holder of 25% or more of the company's voting power. This rule does not apply if there is already another holder of 25% or more of the voting power of the company. Similarly, the Israeli Companies Law provides that an acquisition of shares of a public company must be made by means of a tender offer if, as a result of the acquisition, the purchaser would become a holder of more than 45% of the voting power of the company. This rule does not apply if someone else already holds 45% of the voting power of the company or if such acquisition of shares is made in a private offering, following the consent of the Company's general meeting of shareholders or if the acquisition of shares is from a controlling shareholder following which the purchaser will become a controlling shareholder.

An acquisition of shares following which the purchaser would become a holder of more than 90% of a public company's shares must be made by a tender offer for the purchase of all the remaining shares; if a tender offer is not accepted by holders of less than 5% of the company's issued shares, then the holders of the remaining shares must sell their shares to the acquirer on the terms of the tender offer, although they may petition the court to raise the offered price on the basis that it is an unfair price. However, the acquirer will not be permitted to acquire tendered shares, to the extent that the acquisition of those shares would bring the acquirer's holdings to 95% or less and more than 90% of the target company's shares, in which case the acquirer may only purchase the balance which will bring the acquirer's holdings to 90%. In addition, a shareholder who holds more than 90% of the shares of a public company may not purchase additional shares as long as the shareholder holds more than 90%. Shares acquired in violation of these provisions become dormant and cease to confer any rights upon their holder; and all rights are suspended as long as the shares are held by the acquirer.

In addition, our technology developed pursuant to the terms of the Law for the Encouragement of Industrial Research and Development, 1984, may not be sold or transferred to third parties without the prior approval of a governmental committee. Approval for the sale or transfer of technology may be granted only if the recipient undertakes to abide by all of the provisions of the Law for the Encouragement of Industrial and Research Development and its associated regulations, including the restrictions on the transfer of know-how, the obligation to manufacture in Israel and the obligation to pay royalties in an amount that might be increased. These requirements could inhibit the acquisition of us by others. However, an amendment to the Law for the Encouragement of Industrial Research and Development enables the transfer of know-how outside of Israel, and the manufacture outside of Israel, under very limited and specific conditions, including additional payment of certain amounts.

Finally, Israeli tax law treatment of certain acquisitions, such as stock-for-stock swap between an Israeli company and a foreign company, may be less favorable than the treatment that may be applicable under U.S. tax law. For example, Israeli tax law may subject a shareholder who exchanges his ordinary shares for shares in a foreign corporation to immediate taxation. However, a stock-for-stock swap of listed securities will not be subject to taxation until the earlier of: (1) the time at which the shares will be sold; or (2) for 50% of the stock, the lapse of two years from the date of the transaction, and for the remaining 50%, the lapse of four years from the date of the transaction.

Transfer Agent

The transfer agent and registrar for the ordinary shares is the American Stock Transfer & Trust Company, New York, New York.

C. Material Contracts.

None.

D. Exchange Controls

Nonresidents of Israel who purchase our shares may exchange any NIS received as dividends, if any, thereon, and any amounts payable upon the dissolution, liquidation or winding up of our affairs, as well as the proceeds of any sale in Israel of the ordinary shares to an Israeli resident, into freely repatriable dollars, at the rate of exchange prevailing at the time of exchange, pursuant to regulations issued under the Currency Control Law, 1978, provided that Israeli income tax has been withheld with respect to amounts that are being repatriated to the extent applicable or an exemption has been obtained. Israeli residents are eligible, subject to reporting requirements, to purchase securities in foreign currencies.

E. Taxation

U.S. Federal Income Tax Considerations

Subject to the limitations described herein, this discussion summarizes material U.S. federal income tax consequences of the purchase, ownership and disposition of our ordinary shares to a U.S. holder. A U.S. holder is a holder of our ordinary shares who is:

an individual citizen or resident of the United States for U.S. federal income tax purposes;

a corporation (or another entity taxable as a corporation for U.S. federal income tax purposes) created or organized under the laws of the United States, any political subdivision thereof or the District of Columbia;

an estate, the income of which may be included in gross income for U.S. federal income tax purposes regardless of its source; or

a trust (i) if, in general, a U.S. court is able to exercise primary supervision over its administration and one or more U.S. persons have the authority to control all of its substantial decisions or (ii) that has in effect a valid election under applicable U.S. Treasury Regulations to be treated as a U.S. person.

Unless otherwise specifically indicated, this discussion does not consider the U.S. tax consequences to a person that is not a U.S. holder (a non-U.S. holder) and considers only U.S. holders that will own the ordinary shares as capital assets (generally, for investment).

This discussion is based on current provisions of the Internal Revenue Code of 1986, as amended (the Code), current and proposed Treasury Regulations promulgated under the Code and administrative and judicial interpretations of the Code, all as currently in effect and all of which are subject to change, possibly with retroactive effect. This discussion does not address all aspects of U.S. federal income taxation that may be relevant to any particular U.S. holder based on the U.S. holder's particular circumstances. In particular, this discussion does not address the U.S. federal income tax consequences to U.S. holders who are broker-dealers or who own, directly, indirectly or constructively, 10% or more of our outstanding voting shares, U.S. holders who have elected mark-to-market accounting, U.S. holders holding the ordinary shares as part of a hedging, straddle or conversion transaction, U.S. holders that received ordinary shares as a result of exercising employee stock options or otherwise as compensation, U.S. holders whose functional currency is not the U.S. dollar, insurance companies, tax-exempt organizations, financial institutions or financial services entities, grantor trusts, real estate investment trusts, regulated investment companies, certain former citizens or former long-term residents of the United States and persons subject to the alternative minimum tax, who may be subject to special rules not discussed below. If a partnership (or any other entity treated as a partnership for U.S. federal income tax purposes) holds our ordinary shares, the tax treatment of the partnership and a partner in such partnership will generally depend on the status of the partner and the activities of the partnership. Such a partner or partnership should consult its tax advisor as to its tax consequences.

You are advised to consult your tax advisor with respect to the specific U.S. federal, state, local and foreign income tax consequences to you of purchasing, holding or disposing of our ordinary shares.

Taxation of Distributions on the Ordinary Shares

Subject to the discussion below under Tax Consequences if we are a Passive Foreign Investment Company, the amount of a distribution with respect to the ordinary shares will equal the amount of cash and the fair market value of any property distributed and will also include the amount of any non-U.S. taxes withheld from such distribution. A distribution paid by us with respect to the ordinary shares to a U.S. holder will be treated as dividend income to the extent that the distribution does not exceed our current and accumulated earnings and profits, as determined for U.S. federal income tax purposes. Dividends that are received by U.S. holders that are individuals, estates or trusts will be taxed at the rate applicable to long-term capital gains (currently a maximum rate of 15% for taxable years beginning on or before December 31, 2010), provided that such dividends meet the requirements of qualified dividend income. For this purpose, qualified dividend income generally includes dividends paid by a non-U.S. corporation if certain holding period and other requirements are met and either (a) the stock of the non-U.S. corporation with respect to which the dividends are paid is readily tradable on an established securities market in the U.S. (e.g., the NASDAQ Global Market) or (b) the non-U.S. corporation is eligible for benefits of a comprehensive income tax treaty with the U.S. which includes an information exchange program and is determined to be satisfactory by the U.S. Secretary of the Treasury. The United States Internal Revenue Service (IRS) has determined that the U.S.-Israel income tax treaty is satisfactory for this purpose. Dividends that fail to meet such requirements, and dividends received by corporate U.S. holders, are taxed at ordinary income rates. No dividend received by a U.S. holder will be a qualified dividend (1) if the U.S. holder held the ordinary share with respect to which the dividend was paid for less than 61 days during the 121-day period beginning on the date that is 60 days before the ex-dividend date with respect to such dividend, excluding for this purpose, under the rules of Code Section 246(c), any period during which the U.S. holder has an option to sell, is under a contractual obligation to sell, has made and not closed a short sale of, is the grantor of a deep-in-the-money or otherwise nonqualified option to buy, or has otherwise diminished its risk of loss by holding other positions with respect to, such ordinary share (or substantially identical securities); or (2) to the extent that the U.S. holder is under an obligation (pursuant to a short sale or otherwise) to make related payments with respect to positions in property substantially similar or related to the ordinary share with respect to which the dividend is paid. If we were to be a passive foreign investment company (as such term is defined in the Code) for any taxable year, dividends paid on our ordinary shares in such year or in the following taxable year would not be qualified dividends. See discussion below regarding our PFIC status at Tax Consequences If We Are a Passive Foreign Investment Company. In addition, a non-corporate U.S. holder will be able to take a qualified dividend into account in determining its deductible investment interest (which is generally limited to its net investment income) only if it elects to do so; in such case the dividend will be taxed at ordinary income rates.

The amount of any distribution which exceeds the amount treated as a dividend will be treated first as a non-taxable return of capital, reducing the U.S. holder's tax basis in its ordinary shares to the extent thereof, and then as capital gain from the deemed disposition of the ordinary shares. Corporate holders will not be allowed a deduction for dividends received in respect of the ordinary shares.

Dividends paid by us in NIS will be included in the income of U.S. holders at the dollar amount of the dividend (including any non-U.S. taxes withheld therefrom), based upon the spot rate of exchange in effect on the date the distribution is included in income. U.S. holders will have a tax basis in the NIS for U.S. federal income tax purposes equal to that dollar value. Any subsequent gain or loss in respect of the NIS arising from exchange rate fluctuations will generally be taxable as U.S. source ordinary income or loss.

Subject to the limitations set forth in the Code and the Treasury Regulations thereunder, U.S. holders may elect to claim as a foreign tax credit against their U.S. federal income tax liability for non-U.S. income taxes withheld from dividends received in respect of the ordinary shares. The conditions and limitations on claiming a foreign tax credit include, among others, computation rules under which foreign tax credits allowable with respect to specific classes of income cannot exceed the U.S. federal income taxes otherwise payable with respect to each such class of income. In this regard, dividends paid by us generally will be foreign source passive income for U.S. foreign tax credit purposes. U.S. holders that do not elect to claim a foreign tax credit may instead claim a deduction for the non-U.S. income taxes withheld if such U.S. holders itemize their deductions for U.S. federal income tax purposes. The rules relating to foreign tax credits are complex, and you should consult your tax advisor to determine whether and to what extent you would be entitled to this credit. A U.S. holder will be denied a foreign tax credit for non-U.S. income taxes withheld from a dividend received on the ordinary shares (i) if the U.S. holder has not held the ordinary shares for at least 16 days of the 31-day period beginning on the date which is 15 days before the ex-dividend date with respect to such dividend or (ii) to the extent the U.S. holder is under an obligation to make related payments with respect to positions in substantially similar or related property. Any days during which a U.S. holder has substantially diminished its risk of loss on the ordinary shares are not counted toward meeting the required 16-day holding period.

The discussion above is subject to the discussion below entitled Tax Consequences if we are a Passive Foreign Investment Company .

Taxation of the Disposition of Ordinary Shares

Subject to the discussion below under Tax Consequences if We are a Passive Foreign Investment Company, upon the sale, exchange or other disposition of our ordinary shares, a U.S. holder will recognize capital gain or loss in an amount equal to the difference between the amount realized on the disposition and the U.S. holder's tax basis in such ordinary shares. The gain or loss recognized on the disposition of such ordinary shares will be long-term capital gain or loss if the U.S. holder held the ordinary shares for more than one year at the time of the disposition. Long-term capital gains of certain non-corporate shareholders are subject to a maximum rate of 15% for taxable years beginning on or before December 31, 2010. Gain or loss recognized by a U.S. holder on a sale, exchange or other disposition of ordinary shares generally will be treated as U.S. source income or loss for U.S. foreign tax credit purposes.

A U.S. holder that uses the cash method of accounting calculates the dollar value of the proceeds received on the sale as of the date that the sale settles. However, a U.S. holder that uses the accrual method of accounting is required to calculate the value of the proceeds of the sale as of the trade date and may therefore realize foreign currency gain or loss. A U.S. holder may avoid realizing foreign currency gain or loss by electing to use the settlement date to determine the proceeds of sale for purposes of calculating the foreign currency gain or loss. In addition, a U.S. holder that receives foreign currency upon disposition of ordinary shares and converts the foreign currency into dollars after the settlement date or trade date (whichever date the U.S. holder is required to use to calculate the value of the proceeds of sale) will have foreign exchange gain or loss based on any appreciation or depreciation in the value of the foreign currency against the dollar, which will generally be U.S. source ordinary income or loss.

Tax Consequences if we are a Passive Foreign Investment Company

For U.S. federal income tax purposes, we will be a passive foreign investment company, or PFIC, if either (1) 75% or more of our gross income in a taxable year is passive income; or (2) 50% or more of the value, determined on the basis of a quarterly average, of our assets in a taxable year produce or are held for the production of passive income. If we own (directly or indirectly) at least 25% by value of the stock of another corporation, we will be treated for purposes of the foregoing tests as owning our proportionate share of that other corporation's assets and as directly earning our proportionate share of that other corporation's income. If we are a PFIC, a U.S. holder must determine under which of three alternative taxing regimes it wishes to be taxed:

The QEF regime applies if the U.S. holder elects to treat us as a qualified electing fund (QEF) for the first taxable year in which the U.S. holder owns our ordinary shares or in which we are a PFIC, whichever is later, and if we comply with certain reporting requirements. If the QEF regime applies, then each taxable year that we are a PFIC such U.S. holder will include in its gross income a proportionate share of our ordinary earnings (which is taxed as ordinary income) and net capital gain (which is taxed as long-term capital gain), subject to a separate election to defer payment of taxes, which deferral is subject to an interest charge. These amounts would be included in income by an electing U.S. holder for its taxable year in which our taxable year ends, whether or not such amounts are actually distributed to the U.S. holder. A U.S. holder's basis in our ordinary shares for which a QEF election has been made would be increased to reflect the amount of any taxed but undistributed income. Generally, a QEF election allows an electing U.S. holder to treat any gain realized on the disposition of his ordinary shares as capital gain.

Once made, the QEF election applies to all subsequent taxable years of the U.S. holder in which it holds our ordinary shares and for which we are a PFIC and can be revoked only with the consent of the IRS. A shareholder makes a QEF election by attaching a completed IRS Form 8621, including the information provided in the PFIC annual information statement, to a timely filed United States federal income tax return. Even if a QEF election is not made, a U.S. person who is a shareholder in a PFIC must file a completed IRS Form 8621 every year.

If a QEF election is made after the first taxable year in which a U.S. holder holds our ordinary shares and we are a PFIC, then special rules would apply.

A second regime, the mark-to-market regime, may be elected so long as our ordinary shares are marketable stock (e.g., regulatory traded on the NASDAQ Global Market). Pursuant to this regime, an electing U.S. holder's ordinary shares are marked-to-market each taxable year and the U.S. holder recognizes as ordinary income or loss an amount equal to the difference as of the close of the taxable year between the fair market value of our ordinary shares and the U.S. holder's adjusted tax basis in our ordinary shares. Losses are allowed only to the extent of net mark-to-market gain previously included by the U.S. holder under the election for prior taxable years. An electing U.S. holder's adjusted basis in our ordinary shares is increased by income recognized under the mark-to-market election and decreased by the deductions allowed under the election.

Under the mark-to-market election, gain on the sale of our ordinary shares is treated as ordinary income, and loss on the sale of our ordinary shares, to the extent the amount of loss does not exceed the net mark-to-market gain previously included, is treated as ordinary loss. The mark-to-market election applies to the taxable year for which the election is made and all later taxable years, unless the ordinary shares cease to be marketable stock or the IRS consents to the revocation of the election.

If the mark-to-market election is made after the first taxable year in which a U.S. holder holds our ordinary shares and we are a PFIC, then special rules would apply.

A U.S. holder making neither the QEF election nor the mark-to-market election is subject to the excess distribution regime. Under this regime, excess distributions are subject to special tax rules. An excess distribution is either (1) a distribution with respect to our ordinary shares that is greater than 125% of the average distributions received by the U.S. holder from us over the shorter of either the preceding three taxable years or such U.S. holder's holding period for our ordinary shares prior to the distribution year or (2) gain from the disposition of our ordinary shares.

Excess distributions must be allocated ratably to each day that a U.S. holder has held our ordinary shares. A U.S. holder must include amounts allocated to the current taxable year and any taxable year prior to the first taxable year in which we were a PFIC, its gross income as ordinary income for that year. All amounts allocated to other taxable years of the U.S. holder would be taxed at the highest tax rate for each such year applicable to ordinary income and the U.S. holder also would be liable for interest on the deferred tax liability for each such year calculated as if such liability had been due with respect to each such year. The portions of gains and distributions that are not characterized as excess distributions are subject to tax in the current taxable year as ordinary income under the normal tax rules of the Code.

A U.S. person who inherits shares in a foreign corporation that was a PFIC in the hands of the decedent, is generally denied the otherwise available step-up in the tax basis of such shares to fair market value at the date of death.

Based on an analysis of our assets and income, we believe that we were not a PFIC for our taxable year ended December 31, 2007. We currently expect that we will not be a PFIC in 2008. However, PFIC status is determined as of the end of the taxable year and is dependent on a number of factors, including the relative value of our passive assets and our non-passive assets, our market capitalization and the amount and type of our gross income. There can be no assurance that we will not become a PFIC for the current taxable year ending December 31, 2008 or in a future year. We will notify U.S. holders in the event we conclude that we will be treated as a PFIC for any taxable year to enable U.S. holders to consider whether or not to elect to treat us as a QEF for U.S. federal income tax purposes to mark-to-market the ordinary shares or to become subject to the excess distribution regime, and we expect that in such event we will provide U.S. holders with the information needed to make a QEF election.

U.S. holders are urged to consult their tax advisors regarding the application of the PFIC rules, including eligibility for and the manner and advisability of making, the QEF election or the mark-to-market election.

Non-U.S. Holders of Ordinary Shares

Except as described below, a non-U.S. holder of ordinary shares will not be subject to U.S. federal income or withholding tax on the receipt of dividends on, and the proceeds from the disposition of, an ordinary share, unless, in the case of U.S. federal income taxes, that item is effectively connected with the conduct by the non-U.S. holder of a trade or business in the United States and, in the case of a resident of a country which has an income tax treaty with the United States, that item is attributable to a permanent establishment in the United States or, in the case of an individual, a fixed place of business in the United States. In addition, gain recognized by an individual non-U.S. holder on the disposition of ordinary shares will be subject to tax in the United States if the non-U.S. holder is present in the United States for 183 days or more in the taxable year of the sale and certain other conditions are met.

Information Reporting and Backup Withholding

A U.S. holder (except for certain exempt recipients, such as corporations) generally is subject to information reporting and may be subject to backup withholding at rate of up to 28% with respect to dividends paid in the United States on, and the receipt of the proceeds from the disposition of, the ordinary shares. A U.S. holder of our ordinary shares who does not provide a correct tax payer identification number may be subject to penalties imposed by the I.R.S. Backup withholding will not apply if a U.S. holder provides a correct tax payer identification number certifies that such holder is not subject to backup withholding or otherwise establishes an exemption. Non-U.S. holders generally will not be subject to information reporting or backup withholding with respect to the payment of dividends on, or proceeds from the distribution of, our ordinary shares provided the non-U.S. holder provides its taxpayer identification number, certifies to its foreign status or otherwise establishes an exemption. Backup withholding is not an additional tax and may be claimed as a credit against the U.S. federal income tax liability of a holder, or alternatively, the holder may be eligible for a refund of any excess amounts withheld under the backup withholding rules, in either case, provided that the required information is furnished to the IRS.

ISRAELI TAXATION

The following summary describes the current tax structure applicable to companies in Israel, with special reference to its effect on us. It also discusses Israeli tax consequences material to persons purchasing our ordinary shares. We recommend that you consult your tax advisor as to the particular tax consequences of an investment in our ordinary shares.

General Corporate Tax Structure

Until December 31, 2003, the regular tax rate applicable to income of companies (which are not entitled to benefits due to investments in approved enterprise, as described below) was 36%. In June 2004 and in July 2005, the Knesset (Israeli parliament) passed amendments to the Income Tax Ordinance (No. 140 and Temporary Provision), 2004 and (No. 147), 2005 respectively, which determine, among other things, that the corporate tax rate is to be gradually reduced to the following tax rates: 2004 35%, 2005 34%, 2006 31%, 2007 29%, 2008 27%, 2009 26% and 2010 and thereafter 25%.

However, the effective tax rate payable by a company that derives income from an approved enterprise, discussed further below, may be considerably less. See Law for the Encouragement of Capital Investments, 1959.

Taxation Under Inflationary Conditions

The Income Tax Law (Inflationary Adjustments), 1985, or the Inflationary Adjustments Law, was intended to neutralize the erosion of capital investments and to prevent tax benefits resulting from deduction of inflationary expenses. This law applied a supplementary set of inflationary adjustments to the normal taxable profits and losses computed under the regular cost principles.

On February 26, 2008, the Israeli Income Tax Law (Inflationary Adjustments) (Amendment No. 20) (Restriction of Period of Application) 2008 (the Amendment) was passed by the Knesset. According to the Amendment, the Inflationary Adjustments Law will no longer be applicable subsequent to the 2007 tax year, except for certain transitional provisions.

Further, according to the Amendment, commencing with the 2008 tax year, the adjustment of income for the effects of inflation for tax purposes will no longer be calculated. Additionally, depreciation on fixed assets and tax loss carryforwards will no longer be linked to future changes in the CPI, such that these amounts will continue to be linked only to the CPI as of the end of the 2007 tax year and will not be linked to CPI changes after this date.

Tax benefits under the Law for Encouragement of Capital Investments, 1959 (the Investment Law)

The Company's production facility has been granted Approved Enterprise status under the Investment Law. The Company participates in the Alternative Benefits Program and, accordingly, income from its approved enterprises will be tax exempt for a period of 10 years, commencing in the first year in which the approved enterprise first generates taxable income; this is due to the fact that the Company operates in Zone A in Israel.

On April 1, 2005, an amendment to the Investment Law came into effect (the Amendment) and has significantly changed the provisions of the Investment Law. The Amendment limits the scope of enterprises which may be approved by the Investment Center by setting criteria for the approval of a facility as a Beneficiating Enterprise, such as provisions generally requiring that at least 25% of the Beneficiating Enterprise's income will be derived from export. Additionally, the Amendment enacted major changes in the manner in which tax benefits are awarded under the Investment Law so that companies no longer require Investment Center approval in order to qualify for tax benefits.

In addition, the Investment Law provides that terms and benefits included in any certificate of approval already granted will remain subject to the provisions of the law as they were on the date of such approval. Therefore, the Company's existing Approved Enterprise will generally not be subject to the provisions of the Amendment. As a result of the Amendment, tax-exempt income generated under the provisions of the Amendment, as part of a new Beneficiating Enterprise, will subject the Company to taxes upon distribution or liquidation.

The Company has been granted the status of Approved Enterprise, under the Investment Law, for investment programs for the periods ending in 2007 and 2010, and the status of Beneficiating Enterprise according to the Amendment, for the period ending in 2014 (Programs).

Out of the Company's retained earnings as of December 31, 2006, approximately \$19.4 million are tax-exempt earnings attributable to its Approved Enterprise programs and approximately \$2.8 million are tax-exempt earnings attributable to its Beneficiating Enterprise program. The tax-exempt income attributable to the Approved and Beneficiating Enterprise cannot be distributed to shareholders without subjecting the Company to taxes. If these retained tax-exempt profits are distributed, the Company will be taxed at the reduced corporate tax rate applicable to such profits (currently - 25% according to the implementation of the Investment Law; effectively 33%). According to the Amendment, tax-exempt income generated under the Beneficiating Enterprise status will be taxed upon dividend distribution or complete liquidation, whereas tax exempt income generated under the Approved Enterprise status will be taxed only upon dividend distribution. As of December 31, 2006, if the income attributed to the Approved Enterprise was distributed as dividend, the Company would incur a tax liability of approximately \$4.9 million. If income attributed to the Beneficiating Enterprise was distributed as dividend, including upon liquidation, the Company would incur a tax liability in the amount of approximately \$ 0.7 million.

These amounts will be recorded as an income tax expense for the period in which the Company declares the dividend.

The Company intends to reinvest the amount of its tax-exempt income and not distribute any amounts of its undistributed tax exempt income as dividend. Accordingly, no deferred income taxes have been provided on income attributable to the Company's Approved and Beneficiating Enterprise programs, as the undistributed tax exempt income is essentially permanent in duration.

The entitlement to the above benefits is conditional upon the Company's fulfilling the conditions stipulated by the Investment Law, regulations published there under and the certificates of approval for the specific investments in approved enterprises.

Should the Company fail to meet such requirements in the future, income attributable to its Programs could be subject to the statutory Israeli corporate tax rate and the Company could be required to refund a portion of the tax benefits already received, with respect to such program. The Company's management believes that the Company is meeting the aforementioned conditions.

Law for the Encouragement of Industrial Research and Development, 1984

Under the Law for the Encouragement of Industrial Research and Development, 1984, research and development programs approved by a governmental committee of the Office of the Chief Scientist (OCS) are eligible for grants, in exchange for payment of royalties from revenues generated by the products developed in accordance with the programs. Once a project is approved, the OCS will award grants between 20-50% of the project's approved budget, in exchange for royalties at a rate of 2% to 6%, depending on the date of approval of the project, of the proceeds from the sales of the products that are developed from projects funded by the OCS. These royalties must be paid starting from commencement of sales of those products and ending when 100% of the dollar value of the grant was repaid or, for projects approved after January 1, 1999, the dollar amount of the grant plus interest at the rate LIBOR for dollar deposits in a twelve-month period.

The terms of this Israeli governmental participation also require that the products developed with government grants be manufactured in Israel, unless a special governmental committee, in its discretion, consents to manufacturing abroad. In addition, in the event that any of the manufacturing rights are sold or transferred to parties or performed outside of Israel, if approved by the special governmental committee, a company may be required to pay royalties at a higher rate and be liable to an increased aggregate pay back amount depending on the portion of manufacturing performed outside of Israel, up to a maximum of 300% of the dollar amount of the grant, unless the amount of production outside Israel is less than 10% of the original rate of production of the products developed with these grants. In this particular case, although the OCS may resist the transfer of production within 30 days from the receipt of an announcement to that effect, this law does not impose obligation to pay enlarged royalties to the OCS. Prior to the recent amendment of this law, the technology developed pursuant to the terms of these grants could not have been sold or transferred outside of Israel under any circumstances, and could not have been sold or transferred to third parties within Israel without the prior approval of the governmental committee. However, pursuant to an amendment of this law, which entered into force on March 30th, 2005, the special governmental committee may, in special cases, approve the transfer or sale of the technology outside of Israel. Such sale or transfer, even if approved, may impose on a company a substantial payment, which generally may be as high as the amount of the grants received by a company, increased in proportion to the increase of the value of the technology or the company less any royalty payments already paid to the government. This approval is not required for the export of any products resulting from that research development. Approval of the sale or transfer of technology within Israel may be granted only if the recipient abides by all of the provisions of this law and the regulations promulgated there under, including the restrictions on the sale or transfer of know-how and the obligation to pay royalties in an amount that may be increased. There can be no assurance that this consent, if requested, will be granted.

Each application to the OCS is reviewed separately, and grants are based on the program's approval by the research committee of the OCS. Expenditures supported under other incentive programs of the State of Israel are not eligible for OCS grants.

In March 2001, we reached an arrangement with the OCS whereby we were to repay the outstanding balance of the grants we received, not including grants received by Inspectech prior to its merger into us, at a quarterly rate equal to 4.5% of the revenues derived in connection with products we develop as a result of research and development funded by OCS participations, up to a maximum amount of \$250,000 per quarter. We have not received any additional grants from the OCS since 2000, and As of June 1, 2005 we had no additional payment obligations in connection with these grants.

Net Operating Loss Carryover

As of December 31, 2007, we had a net operating loss, or NOL, of \$7.8 million carryforward for Israeli tax purposes. In addition, we had a net operating tax loss from Approved enterprise and Beneficiating enterprise which will be available for offset versus income derived from these enterprises only in the amount of \$14.9 million.

Law for the Encouragement of Industry (Taxes), 1969

We believe that we currently qualify as an Industrial Company within the meaning of the Law for the Encouragement of Industry (Taxes), 1969, or the Industry Encouragement Law. According to the Industry Encouragement Law, an Industrial Company is a company resident in Israel, 90% or more of the income of which in any tax year, other than of income from defense loans, capital gains, interest and dividends, is derived from an Industrial Enterprise owned by it. An Industrial Enterprise is defined as an enterprise whose major activity in a given tax year is industrial production.

The following corporate tax benefits are available to Industrial Companies:

amortization of the cost of purchased know-how and patents over an eight-year period for tax purposes;

amortization of expenses incurred in some cases in connection with a public issuance of publicly traded securities over a three-year period; and

accelerated depreciation rates on equipment and buildings.

Eligibility for the benefits under the Industry Encouragement Law is not subject to receipt of prior approval from any governmental authority. No assurance can be given that we qualify or will continue to qualify as an Industrial Company or that the benefits described above will be available in the future.

Taxation of Shareholders Capital Gains

Israeli law imposes a capital gains tax on the sale of capital assets. The law distinguishes between the Real Gain and the Inflationary Surplus. The Real Gain is the difference between the total capital gain and the Inflationary Surplus. The Inflationary Surplus is computed on the basis of the difference between the Israeli consumer price index in the month of sale and the month of purchase. The Inflationary Surplus accumulated after January 1, 1994 is exempt from capital gains tax. A foreign resident may reduce the tax rate used for the Inflationary Surplus to zero if calculated according to the exchange rate of the foreign currency lawfully invested in shares of the Israeli resident company, instead of the Israeli consumer price index. Real Gains accrued after January 1, 2003 are subject to capital gains tax of 25%, whereas assets acquired before January 1, 2003 are subject to a blended tax rate based on the relative periods of time that the assets were held before and after January 1, 2003. Real Gains derived on or after January 1, 2003 from the sale of ordinary shares traded on the Tel Aviv Stock Exchange or on a foreign stock exchange recognized by the Israeli Ministry of Finance are subject to capital gains tax of 15%. According to the 2006 Tax Reform, an individual will subject to a 20% tax on real capital gains on the sales of securities, including debentures, warrants and shares, so long the individual is not a controlling shareholder (generally a shareholder with 10% or more in the right to profits, right to nominate a director and voting rights) in the company issuing the securities. This implies an increase in the tax rate on the gains from publicly traded securities from 15%, which was applicable to sales before January 1, 2006 to 20%. Non-residents are generally exempt from tax on gains from the sale of such shares, provided that the Real Gains are not derived by a non-resident's permanent establishment in Israel. We note that Nasdaq was recognized by the Israeli Ministry of Finance as a foreign stock exchange.

Application of the U.S.-Israel Tax Treaty to Capital Gains Tax

Subject to the U.S.-Israel Tax Treaty, the sale, exchange or disposition of the ordinary shares by a person who qualifies as a resident of the United States and who is entitled to claim the benefits afforded to that resident, which is called a Treaty U.S. Resident, generally will not be subject to Israeli capital gains tax unless (i) that Treaty U.S. Resident held, directly or indirectly, shares representing 10% or more of our voting power during any part of the 12-month period preceding the sale, exchange or disposition; (ii) the U.S. resident is present in Israel for a total of 183 days or more during the tax years; or (iii) the capital gains from such sale can be allocated to a permanent establishment in Israel. However, under the U.S.-Israel Tax Treaty, this Treaty U.S. Resident should be permitted to claim credit for these taxes against U.S. income tax imposed with respect to such sale, exchange or disposition, subject to the complex limitations set in U.S. laws applicable to foreign tax credits.

Taxation of Non-Residents on Receipt of Dividends

Nonresidents of Israel are subject to Israeli income tax on the receipt of dividends paid on the ordinary shares at the rate of 25%, which tax will be withheld at source, unless the dividends are paid from income derived from an Approved Enterprise during the applicable benefit period, or a different rate is provided in a treaty between Israel and the shareholder's country of residence. Under the U.S.-Israel Tax Treaty, the maximum tax on dividends paid to a holder of the ordinary shares who is a Treaty U.S. Resident will be 25%. However, when dividends are paid from income derived during any period for which the Israeli company is not entitled to the reduced tax rate applicable to an Approved Enterprise under Israel's Law for the Encouragement of Capital Investments-1959, the maximum tax will be 12.5% if the holder is a company holding shares representing 10% or more of the voting power during the part of the taxable year preceding the date of payment of dividends and during the whole of its prior taxable year, if any, and, if the company has not derived more than 25% of its revenues from passive income. When dividends are paid from income derived during any period for which the Israeli company is entitled to the reduced tax rate applicable to an Approved Enterprise, then the tax will be 15%.

F. Dividends and Paying Agents.

Not applicable.

G. Statement by Experts.

Not applicable.

H. Documents on Display.

We file annual and special reports and other information with the Securities and Exchange Commission, or SEC. You may inspect and copy such material at the public reference facilities maintained by the SEC, 450 Fifth Street, N.W., Washington, D.C. 20549. You may also obtain copies of such material from the SEC at prescribed rates by writing to the Public Reference Section of the SEC, 450 Fifth Street, N.W., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room.

The SEC maintains an Internet Web site at <http://www.sec.gov> that contains reports and other material that are filed through the SEC's Electronic Data Gathering, Analysis and Retrieval, or EDGAR, system.

Our ordinary shares are quoted on the NASDAQ Global Market. You may inspect reports and other information concerning us at the offices of the National Association of Securities Dealers, Inc., 9513 Key West Avenue, Rockville, Maryland 20850. Information about us is also available on our site at <http://www.camtek.co.il>. Such information on our site is not part of this annual report.

As a foreign private issuer, we are exempt from the rules under the Securities Exchange Act of 1934, as amended, or Exchange Act, prescribing the furnishing and content of proxy statements, and our officers, directors and principal shareholders are exempt from the reporting and short-swing profit recovery provisions contained in Section 16 of the Exchange Act. In addition, we are not required under the Exchange Act to file periodic reports and financial statements with the SEC as frequently or as promptly as United States companies whose securities are registered under the Exchange Act. A copy of each report submitted in accordance with applicable United States law is available for public review at our principal executive offices.

I. Subsidiary Information.

Not applicable.

Item 11. Quantitative and Qualitative Disclosures About Market Risk

Interest Rate Risk

Until recently, we were engaged in hedging, in order to manage risks relating to foreign currency exchange rate or interest rate fluctuations. As of December 31, 2007, we had no outstanding derivative financial instruments of any kind. Our non-NIS denominated loans bear interest based on the LIBOR, and our NIS denominated loans are based on the Israeli prime interest rate. From time to time, we use short-term loans. As of December 31, 2007, we had no short-term loans except for current maturity of convertible loan in the sum of \$1.67 million.

Most of our investments are comprised of short-term bank deposits, which bear fixed interest rates. In addition, we are invested in corporate debt and option rate securities.

Foreign Currency Rate Fluctuations

The currency of the primary economic environment in which our operations are conducted is the dollar, as most of our revenues are derived in dollars, and the prices of part of our materials and components are purchased in dollars or are linked to changes in the dollar/NIS exchange rate effective on the date of delivery of the goods to our factory. Also, most of our marketing expenses are denominated in dollars or are dollar linked, and our product prices in most countries outside of Europe and Japan are denominated in dollars. However, most of our service income is denominated in local currency. In Europe or Japan, if there is a significant revaluation in the local currency as compared to the dollar, which was the case in Europe in 2006 and 2007, the prices of our products will decrease relative to that local currency and may be more competitive. The opposite effect occurs when the dollar increases in value in comparison to these currencies, which was the case in 2005. As the majority of our revenues are denominated in dollars, we believe that inflation and fluctuations in the NIS/dollar exchange rate have no material effect on our revenues. However, a major portion of the costs of our Israeli operations, such as personnel, subcontractors, materials and facility-related, are incurred in NIS. As a result, we bear the risk that our NIS costs, as expressed in dollars, increase to the extent by which the continued appreciation of the NIS in relation to the dollar, as experienced in the last couple of months, will increase our costs expressed in NIS and have an effect on our net income.

An increasing portion of our payroll expenses is incurred in the People's Republic of China. The Chinese currency is currently linked to the dollar. The Chinese government has been under increasing international pressure to permit the Yuan to enter a full or limited free float. Should this linkage be discontinued by the Chinese government, and if the Chinese currency rises in value in relation to the dollar, our results of operations, in dollar terms, would be adversely affected.

In our consolidated financial statements, transactions and balances originally denominated in dollars are presented at their original amounts. Gains and losses arising from non-dollar transactions and balances are included in the determination of net income as part of financial expenses, net.

Our balance sheet exposure to fluctuations in the exchange rate between the U.S. dollar and other currencies are primarily from NIS denominated balances. As of December 31, 2007, we had net liabilities of approximately \$6.5 million, denominated in NIS. Any fluctuation in the exchange rate between the NIS and the U.S. dollar of 1% will cause us expenses of \$65,000 or income for the same amount in case of increase or decrease in rates, respectively.

Item 12. Description of Securities Other than Equity Securities.

Not applicable.

PART II

Item 13. Defaults, Dividend Arrearages and Delinquencies.

None.

Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds.

Not Applicable.

Item 15T. Controls and Procedures

a. Disclosure Controls and Procedures

We have established disclosure controls and procedures to ensure that material information relating to us, including our consolidated subsidiaries, is made known to the officers who certify our financial reports and to other members of senior management and the Board of Directors.

Our chief executive officer and chief financial officer, after evaluating the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) of the Securities Exchange Act of 1934, as amended) as of December 31, 2007, have concluded that, as of such date, our disclosure controls and procedures were effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our chief executive officer and chief financial officer, to allow timely decisions regarding required disclosure and is recorded, processed, summarized and reported within the periods specified by the SEC's rules and forms.

b. Management's Annual Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over our financial reporting. Internal control over financial reporting is designed to provide reasonable assurance to our management and the board of directors regarding the reliability of financial reporting and the preparation and fair presentation of published financial statements. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurances with respect to financial statement preparation and presentation. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may decline. Our management evaluated the effectiveness of our internal control over financial reporting established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, management has assessed the effectiveness of our internal control over financial reporting, as at December 31, 2007, and concluded that such internal control over financial reporting is effective.

This annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our registered public accounting firm pursuant to temporary rules of the Securities Exchange Commission that permit us to provide only management's report in this annual report.

c. Changes In Internal Control Over Financial Reporting

There have been no changes in our internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f) of the Securities Exchange Act of 1934, as amended) during the period covered by this report that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 16A. Audit Committee Financial Expert

Our Board of Directors has determined that each of Mr. Eran Bendoly and Ms. Gabriela Heller is qualified as an audit committee financial expert as defined in Item 401(h) of Regulation S-K.

Item 16B. Code of Ethics

On May 3, 2004, we adopted a Code of Ethics, which is applicable to all of our directors, officers and employees, including our principal executive, financial and accounting officers and persons performing similar functions. The Code of Ethics has recently been updated and signed by all of our directors, officers and employees.

A copy of the Code of Ethics is available on our website, www.camtek.co.il. We will also provide a copy of the Code of Ethics to any person, without charge, upon written request addressed to our Chief Financial Officer at our corporate headquarters in Israel.

Item 16C. Principal Accounting Fees and Services

Our Audit Committee maintains a policy of approving and recommending only those services to be performed by our external auditors which are permitted under the Sarbanes-Oxley Act of 2002 and the applicable rules of the Securities and Exchange Commission relating to auditor's independence, and which are otherwise consistent with and will encourage, and are remunerated at levels that accord with, the basic principles of auditor independence.

The following table presents the aggregate amount of fees for professional services rendered to the Company by our principal accountant Somekh Chaikin, a member firm of KPMG International, for the years ended December 31, 2006 and 2007:

Fee Category	For Services Rendered during 2006	For Services Rendered during 2007
Audit Fees	\$123,000	\$180,000

Audit Fees: Consist of the aggregate fees billed for professional services rendered for the audit of our annual financial statements and services that are normally provided by independent registered public accounting firm in connection with statutory and regulatory filings or engagements.

Audit related fees, tax fees and all other fees were rendered by Goldstein Sabo Tevet, an unaffiliated firm.

Our Audit Committee has adopted a policy for pre-approval of audit and permitted non-audit services. Under the policy, the Audit Committee will pre-approve all auditing services and permitted non-audit services (including the fees and other terms) to be performed for the Company by its independent auditor to the extent required by law. In addition, the Audit Committee may adopt policies and procedures to permit delegation of authority to subcommittees consisting of one or more members when appropriate, including the authority to grant pre-approvals of audit and permitted non-audit services. Decisions of the subcommittee to grant pre-approvals will be presented to the full Audit Committee at its next scheduled meeting.

Item 16D. Exemptions from the Listing Standards for Audit Committees.

Not applicable to registrant.

Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers.

Not applicable to registrant.

PART III

Item 17. Consolidated Financial Statements.

The Company has elected to furnish financial statements and related information specified in Item 18.

Item 18. Consolidated Financial Statements.

Our consolidated financial statements and report of independent registered public accounting firm in connection therewith, as appear below, are hereby incorporated into this annual report.

**CAMTEK LTD.
and its subsidiaries**

**Consolidated Financial Statements
As of and for the year
ended December 31, 2007**

CAMTEK LTD. and its subsidiaries

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

	<u>Page</u>
<u>Report of Independent Registered Public Accounting Firm</u>	F 2
<u>Consolidated Balance Sheets</u>	F 3
<u>Consolidated Statements of Operations</u>	F 4
<u>Consolidated Statements of Comprehensive Income (Loss)</u>	F 5
<u>Consolidated Statements of Shareholders' Equity</u>	F 6
<u>Consolidated Statements of Cash Flows</u>	F 7 to F 8
<u>Notes to Consolidated Financial Statements</u>	F 9 to F 33

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of
Camtek Ltd.

We have audited the accompanying consolidated balance sheets of Camtek Ltd. and subsidiaries (the Company) as of December 31, 2007 and 2006, and the related consolidated statements of operations, comprehensive income (loss), shareholders' equity and cash flows for the years then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Camtek Ltd. and subsidiaries as of December 31, 2007 and 2006, and the results of their operations and their cash flows for the years then ended in conformity with U.S. generally accepted accounting principles.

As discussed in Note 2Q to the consolidated financial statements, effective January 1, 2006, the Company adopted the fair value method of accounting for stock-based compensation as required by Statement of Financial Accounting Standard No. 123R - Share Based Payment .

Somekh Chaikin
 Certified Public Accountants (Israel)
 Member firm of KPMG International

Tel Aviv, Israel

June 30, 2008

F 2

CAMTEK LTD. and its subsidiaries

Consolidated Balance Sheets

(In thousands)

	December 31,	
	2007	2006
	U.S. Dollars (In thousands)	
Assets		
Current assets		
Cash and cash equivalents	18,601	23,358
Marketable securities (Note 3)	1,395	2,099
Accounts receivable, net (Note 11B,C)	23,500	29,434
Inventories (Note 4)	34,243	41,414
Due from affiliates	251	180
Other current assets (Note 5)	2,616	2,372
Deferred tax asset (Note 17)	124	65
Total current assets	80,730	98,922
Fixed assets (Note 6)		
Cost	21,632	15,927
Less - Accumulated depreciation	6,307	5,198
Fixed assets, net	15,325	10,729
Marketable securities (Note 3)	1,075	-
Deferred tax asset (Note 17)	612	584
Other assets, net (Note 7)	723	571
	2,410	1,155
Total assets	98,465	110,806

Liabilities and shareholder's equity

Current liabilities		
Accounts payable trade	7,960	11,801
Due to affiliates	866	814
Convertible loan current portion	1,667	-
Other current liabilities (Note 8)	11,465	12,831
	21,958	25,446
Total current liabilities		
Long term liabilities		
Convertible loan (Note 9), net of current portion	3,333	5,000
Liability for employee severance benefits (Note 10)	268	222
	25,559	30,668
Total liabilities		
Commitments and contingencies (Note 11)		
Shareholders equity		
Ordinary shares NIS 0.01 par value, authorized 100,000,000 shares, issued 31,145,334 in 2007 and 31,052,474 in 2006, outstanding 30,133,715 in 2007 and 30,040,855 in 2006	132	132
Additional paid-in capital	59,878	59,420
Accumulated other comprehensive loss	-	(1)
Retained earnings	13,889	21,580
	73,899	81,131
Treasury stock, at cost (1,011,619 shares in 2007 and 2006)	(993)	(993)
	72,906	80,138
Total shareholders equity		
Total liabilities and shareholders equity	98,465	110,806

See accompanying notes to consolidated financial statements

F 3

CAMTEK LTD. and its subsidiaries

Consolidated Statements of Operations

	Year Ended December 31,		
	2007	2006	2005
U.S. Dollars (In thousands, except per share data)			
Revenues:			
Sales of products	59,654	92,470	56,987
Service fees	11,315	7,585	6,045
	70,969	100,055	63,032
Total revenues (Note 15)			

Cost of revenues:			
Cost of products sold	32,769	42,600	28,262
Cost of services	9,171	5,842	4,519
	<hr/>	<hr/>	<hr/>
Total cost of revenues	41,940	48,442	32,781
	<hr/>	<hr/>	<hr/>
Gross profit	29,029	51,613	30,251
	<hr/>	<hr/>	<hr/>
Research and development costs	12,111	11,831	8,469
Selling, general and administrative expenses (Note 16A)	24,119	27,850	18,760
	<hr/>	<hr/>	<hr/>
Total operating expenses	36,230	39,681	27,229
	<hr/>	<hr/>	<hr/>
Operating (loss) income	(7,201)	11,932	3,022
	<hr/>	<hr/>	<hr/>
Financial expenses, net (Note 16B)	(128)	(288)	(320)
	<hr/>	<hr/>	<hr/>
Income (loss) before income taxes	(7,329)	11,644	2,702
Income tax expense (Note 17)	(362)	(41)	-
	<hr/>	<hr/>	<hr/>
Net income (loss)	(7,691)	11,603	2,702
	<hr/>	<hr/>	<hr/>
Earnings (loss) per ordinary share (Note 14):			
Basic	(0.25)	0.40	0.10
	<hr/>	<hr/>	<hr/>
Diluted	(0.25)	0.39	0.10
	<hr/>	<hr/>	<hr/>
Weighted average number of ordinary shares outstanding:			
Basic	30,145	29,176	27,253
	<hr/>	<hr/>	<hr/>
Diluted	30,145	29,553	27,586
	<hr/>	<hr/>	<hr/>
See accompanying notes to consolidated financial statements			

	Year Ended December 31,		
	2007	2006	2005
	U.S. Dollars (In thousands)		
Net income (loss)	(7,691)	11,603	2,702
Other comprehensive income:			
Realization of loss on available for sale securities, net of taxes (nil)	1	2	-
Unrealized holding loss on available for sale securities arising during the year, net of taxes (nil)	-	(1)	(2)
Comprehensive income (loss)	(7,690)	11,604	2,700

See accompanying notes to consolidated financial statements

F 5

CAMTEK LTD. and its subsidiaries

Consolidated Statements of Shareholders Equity

	Ordinary Shares NIS 0.01 par value		Number of treasury shares	Additional paid-in capital	Deferred share compensation	Accumulated other comprehensive income (loss)	Retained earnings	Treasury stock	Total shareholders equity
	Shares	U.S. Dollars (In thousands)							
Balances at December 31, 2004	28,085,766	125	(1,011,619)	43,732	(363)	-	7,275	(993)	49,776
Exercise of share options	9,750	-	-	15	-	-	-	-	15
Cancellation of share options	-	-	-	(15)	15	-	-	-	-
Amortization of deferred share options based compensation	-	-	-	-	127	-	-	-	127
Unrealized loss on marketable securities	-	-	-	-	-	(2)	-	-	(2)

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Net income	-	-	-	-	-	-	2,702	-	2,702
Balances at December 31, 2005	28,095,516	125	(1,011,619)	43,732	(221)	(2)	9,977	(993)	52,618
Adoption of SFAS 123-R	-	-	-	(221)	221	-	-	-	-
Share issuance, net of issuance expenses*	2,525,252	6	-	14,442	-	-	-	-	14,448
Exercise of share options	431,706	1	-	701	-	-	-	-	702
Share based compensation expense	-	-	-	766	-	-	-	-	766
Realization of loss on marketable securities	-	-	-	-	-	2	-	-	2
Unrealized loss on marketable securities	-	-	-	-	-	(1)	-	-	(1)
Net income	-	-	-	-	-	-	11,603	-	11,603
Balances at December 31, 2006	31,052,474	132	(1,011,619)	59,420	-	(1)	21,580	(993)	80,138
Exercise of share options	92,860	**	-	32	-	-	-	-	32
Share based compensation expense	-	-	-	426	-	-	-	-	426
Realization of loss on marketable securities	-	-	-	-	-	1	-	-	1
Net Loss	-	-	-	-	-	-	(7,691)	-	(7,691)
Balances at December 31, 2007	31,145,334	132	(1,011,619)	59,878	-	-	13,889	(993)	72,906

* Net of issuance expenses of \$560 thousand.

** Less than \$ 1 thousand.

See accompanying notes to consolidated financial statements

F 6

CAMTEK LTD. and its subsidiaries

Consolidated Statements of Cash Flows

Year Ended December 31,		
2007	2006	2005
U.S. Dollars (In thousands)		

Cash flows from operating activities:

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Net income (loss)	(7,691)	11,603	2,702
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Depreciation and amortization	1,307	794	658
Loss (gain) on disposal of fixed assets	(40)	24	(6)
Gain from marketable securities, net	(25)	(6)	-
Deferred tax expense (benefit)	(59)	(434)	-
Share based compensation expense	426	766	127
Provision for bad debts	583	778	680
Changes in operating assets and liabilities:			
Accounts receivable	5,148	(4,230)	(4,864)
Inventories	4,522	(16,472)	(50)
Due to / from affiliates	(19)	924	189
Other current assets	(273)	(229)	(724)
Accounts payable trade	(3,841)	3,123	463
Other current liabilities	(1,366)	4,110	626
Liability for employee severance benefits	46	-	-
Net cash (used in) provided by operating activities	(1,282)	751	(199)
Cash flows from investing activities:			
Purchase of marketable securities	(6,770)	(3,891)	(2,103)
Proceeds from sale of marketable securities	6,425	3,900	-
Purchase of fixed assets	(3,236)	(1,582)	(673)
Purchase of intangible assets	(169)	(114)	-
Proceeds from disposal of fixed assets	40	-	18
Net cash used in investing activities	(3,710)	(1,687)	(2,758)
Cash flows from financing activities:			
Decrease in short-term bank credit	-	-	(2,335)
Net proceeds from issuance of ordinary shares	-	14,448	-
Proceeds from exercise of share options	32	702	15
Proceeds from long-term convertible loan	-	-	5,000
Net cash provided by financing activities	32	15,150	2,680
Effect of exchange rate changes on cash	203	430	(150)
Net (decrease) increase in cash and cash equivalents	(4,757)	14,644	(427)
Cash and cash equivalents at beginning of the year	23,358	8,714	9,141
Cash and cash equivalents at end of the year	18,601	23,358	8,714

See accompanying notes to consolidated financial statements

	Year ended December 31,		
	2007	2006	2005
	U.S. Dollars (In thousands)		
Supplementary cash flows information:			
A. Cash paid during the year for:			
Interest	\$ 320	422	405
Income taxes	\$ 308	27	216
B. Non-cash transactions:			
Transfer of inventory to fixed assets	\$ 2,649	-	-

See accompanying notes to consolidated financial statements.

F 8

CAMTEK LTD. and its subsidiaries

Notes to Consolidated Financial Statements As of December 31, 2007

NOTE 1 BUSINESS

Camtek Ltd. (Camtek), an Israeli corporation, is a majority owned (61.7%) subsidiary of Priortech Ltd. (Parent), an Israeli corporation listed on the Tel-Aviv Stock Exchange. Camtek designs, develops manufactures and markets automatic optical inspection systems (AOI systems) and related products. Camtek s AOI systems are used for yield enhancement for various applications in the electronic supply chain industry. The main applications along this supply chain are the production of Microelectronics, Printed Circuit Boards (PCB) and Electronic packaging. Camtek s activities are conducted in one reportable business segment.

NOTE 2 SIGNIFICANT ACCOUNTING POLICIES

A. Principles of Consolidation

The accompanying consolidated financial statements, which include the accounts of Camtek and its subsidiaries (collectively the Company), are prepared in accordance with U.S. generally accepted accounting principles. All material intercompany balances and transactions have been eliminated in consolidation.

B. Use of Estimates

The preparation of the consolidated financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates.

C. Foreign currency transactions:

The functional currency of the Company is the U.S. Dollar. Most of the revenue generated by the Company is from outside of Israel and a majority thereof is received in U.S. Dollars. In addition, materials and components purchased and marketing expenses incurred are either paid for in U.S. Dollars or in New Israeli Shekels (NIS) linked to changes in the U.S. Dollar/NIS exchange rate. A significant portion of the Company s expenses are incurred in Israel and paid for in NIS. Transactions not denominated in U.S. Dollar are recorded upon their initial recognition according to the exchange rate in effect on the date of the transaction. Exchange rate differences arising

upon the settlement of monetary items or upon reporting the Company's monetary items at exchange rates different from that by which they were initially recorded during the period, or reported in previous financial statements, are charged to financial income or expense.

D. Cash equivalents

All highly liquid investments purchased with original maturities of three months or less are considered to be cash equivalents.

E. Marketable securities

The Company accounts for its investments in marketable securities in accordance with Statement of Financial Accounting Standard (SFAS) No. 115 Accounting for Certain Investments in Debt and Equity Securities.

As of December 31, 2007 all marketable securities are designated as available-for-sale and accordingly are recorded at fair value.

F 9

CAMTEK LTD. and its subsidiaries

Notes to Consolidated Financial Statements As of December 31, 2007

NOTE 2 SIGNIFICANT ACCOUNTING POLICIES (Cont d)

E. Marketable securities (cont d)

Unrealized holding gains and losses, net of the related tax effect, on available-for-sale securities are excluded from earnings and are reported as a separate component of other comprehensive income (loss) until realized.

F. Allowance for doubtful accounts

The allowance for doubtful accounts represent Management's best estimate of the probable loss inherent in existing accounts receivable balances as a result of possible non-collection. In determining the appropriate allowance, Management bases its estimate on information available about specific debtors, including aging of the balance, assessment of the underlying security received, the history of write-offs, relationships with the customers and the overall creditworthiness of the customers.

G. Inventories

Inventories consist of completed AOI systems, AOI systems partially completed and components, and are recorded at the lower of cost, determined by the moving average cost method basis, or market.

Inventory write-downs are recorded for damaged, obsolete, excess and slow-moving inventory.

H. Fixed assets

Fixed assets are stated at cost less accumulated depreciation, and are depreciated over their estimated useful lives on a straight-line basis.

Annual rates of depreciation are as follows:

Building	2%
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Machinery and equipment	10% - 33%
Office furniture and equipment	6% - 20%
Automobiles	15%

Leasehold improvements are amortized by the straight-line method over the lower of the lease term or the estimated useful economic life of such improvements

I. Intangible assets

Intangible assets, comprised of patents registration costs, are capitalized at cost and amortized, beginning with the first year of utilization, over its expected life of ten years.

J. Long-lived assets

The Company applies SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets. This Statement requires that long-lived assets be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to undiscounted future cash flows expected to be generated by the asset. If the carrying amount of the long lived asset exceeds its estimated undiscounted future cash flows, an impairment charge is recognized as computed by subtracting the fair market value of the asset from its carryipt; DISPLAY: block; MARGIN-LEFT: 0pt; MARGIN-RIGHT: 1.6pt" align="right">721,912

Research and development		375,124	145,820
Loss on impairment of intangible assets and capitalized software		-	548,962
(Gain) on legal settlements		(177,169)	(614,592)
Loss on disposal of assets, net		5,585	-
Total operating expenses		1,860,808	2,716,266
LOSS FROM OPERATIONS		(2,083,938)	(2,993,309)
OTHER INCOME (EXPENSE):			
Interest expense, net		(1,308,372)	(955,633)
Change in market value of settlement related financial instrument (See note 3)		(147,500)	-
Total other expense		(1,455,872)	(955,633)
NET LOSS	\$	(3,539,810)	\$ (3,948,942)
NET LOSS PER COMMON SHARE:			
Basic and fully diluted	\$	(0.19)	\$ (0.22)
WEIGHTED-AVERAGE NUMBER OF SHARES USED IN COMPUTING NET LOSS PER COMMON SHARE:			
Basic and fully diluted		18,352,542	18,342,542

The accompanying notes are an integral part of these financial statements.

F-3

SMART ONLINE, INC.

STATEMENTS OF CASH FLOWS

	Year Ended December 31, 2011	Year Ended December 31, 2010
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (3,539,810)	\$ (3,948,942)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	44,119	115,229
Bad debt expense	-	519,956
Stock-based compensation	47,894	33,730
Loss on disposal of assets	5,585	-
Loss on impairment of intangible assets	-	548,962
Changes in assets and liabilities:		
Accounts receivable	2,301	(458,536)
Notes receivable	-	(57,295)
Prepaid expenses	111,619	186,848
Other assets	(11,836)	(2,501)
Accounts payable	(45,909)	33,450
Deferred revenue	10,597	(24,934)
Accrued and other expenses	(1,228,405)	(905,179)
Net cash used in operating activities	(4,603,845)	(3,959,212)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Restricted cash placed at IDB Bank		(250,000)
Purchases of property and equipment	(11,438)	(7,872)
Patent development costs	(9,151)	-
Purchase of software license	(33,534)	-
Capitalized software	(172,510)	-
Net cash used in investing activities	(226,633)	(257,872)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Restricted cash used to pay IDB interest and fees	179,553	-
Proceeds from debt borrowings	3,975,000	11,840,519
Repayments of debt borrowings	(19,145)	(6,883,022)
Net cash provided by financing activities	4,135,408	4,957,497
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(695,070)	740,413
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	860,209	119,796
CASH AND CASH EQUIVALENTS, END OF YEAR	\$ 165,139	\$ 860,209
Supplemental disclosures of cash flow information:		
Cash paid during the year for:		
Interest	\$ 1,271,286	\$ 1,014,521

The accompanying notes are an integral part of these financial statements.

F-4

SMART ONLINE, INC.

STATEMENTS OF STOCKHOLDERS' DEFICIT
FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

	Common Stock	\$0.001	Additional	Accumulated	Totals
	Shares	Par Value	Paid-In Capital	Deficit	
BALANCES, DECEMBER 31, 2009	18,332,542	18,333	\$ 67,036,836	\$ (82,448,948)	\$ (15,393,779)
Equity-based compensation	10,000	10	33,732	-	33,742
Net loss				(3,948,942)	(3,948,942)
BALANCES, DECEMBER 31, 2010	18,342,542	18,343	\$ 67,070,568	\$ (86,397,890)	\$ (19,308,979)
Equity-based compensation	10,000	10	47,884	-	47,894
Net loss				(3,539,810)	(3,539,810)
BALANCES, DECEMBER 31, 2011	18,352,542	18,353	\$ 67,118,452	\$ (89,937,700)	\$ (22,800,895)

The accompanying notes are an integral part of these financial statements.

NOTES TO FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

1. SUMMARY OF BUSINESS AND DESCRIPTION OF GOING CONCERN

Description of Business and Going Concern - Smart Online, Inc. (the "Company") was incorporated in the State of Delaware in 1993. The Company develops and markets software products and services targeted to small businesses that are delivered via a Software-as-a-Service ("SaaS") model. The Company's principal products and services include:

- SaaS applications for business management, web marketing, and e-commerce;
- Software business tools that assist customers in developing written content;
- Services that are designed to complement our product offerings and allow us to create custom business solutions that fit our end users' and channel partners' needs;
- Services that assist not-for-profit organizations in their fundraising efforts; and
- Mobile phone applications used to provide specialized communications and e-commerce opportunities for businesses and not-for-profit organizations.

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. During the years ended December 31, 2011 and 2010, the Company incurred net losses as well as negative cash flows, and at December 31, 2011 and 2010, had deficiencies in working capital. These factors indicate that the Company may be unable to continue as a going concern. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts or classification of liabilities that might be necessary should we be unable to continue as a going concern.

The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts or classification of liabilities that might be necessary should the Company be unable to continue as a going concern. The Company's continuation as a going concern depends upon its ability to generate sufficient cash flows to meet its obligations on a timely basis, to obtain additional financing as may be required, and ultimately to attain profitable operations and positive cash flows. At December 31, 2011, the Company does have a commitment from its secured subordinated noteholders to purchase up to an additional \$4.625 million in convertible notes, of which \$1,075,000 was issued through March 14, 2012 (Note 6). The Company's future plans include the introduction of its new industry-standard platform, the development of additional new products and applications, and further enhancement of its existing small-business applications and tools.

2. SIGNIFICANT ACCOUNTING POLICIES

Fiscal Year - The Company's fiscal year ends December 31. References to fiscal 2011, for example, refer to the fiscal year ended December 31, 2011.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States ("US GAAP") requires management to make estimates and assumptions in the Company's financial statements and notes thereto. Significant estimates and assumptions made by management include the determination of the provision for income taxes, the fair market value of stock awards issued, the period over which revenue is generated and the determination of allowances on our deferred tax assets. Actual results could differ materially from those estimates.

Fair Value of Financial Instruments - US GAAP requires disclosures of fair value information about financial instruments, whether or not recognized in the balance sheet, for which it is practicable to estimate that value. Due to

the short period of time to maturity, the carrying amounts of cash equivalents, accounts receivable, accounts payable, accrued liabilities, and notes payable reported in the financial statements approximate the fair value.

Cash and Cash Equivalents - All highly liquid investments with an original maturity of three months or less are considered to be cash equivalents.

F-6

Concentration of Credit Risk - Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of cash and accounts receivable. The Company places its cash and cash equivalents on deposit with financial institutions in the United States. The Federal Deposit Insurance Corporation (FDIC) covers \$250,000 for substantially all depository accounts and temporarily provides unlimited coverage through December 31, 2012 qualifying and participating non-interest bearing transaction accounts. The Company from time to time may have amounts on deposit in excess of the insured limits. As of December 31, 2011, the Company did not exceed these insured amounts. See Note 10, “Major Customers and Concentration of Credit Risk,” for further discussion of risk within accounts receivable.

Allowance for Doubtful Accounts - The Company maintains an allowance for doubtful accounts for estimated losses resulting from the inability, failure, or refusal of its customers to make required payments. The need for an allowance for doubtful accounts is evaluated based on specifically identified amounts that management believes to be potentially uncollectible. If actual collections experience changes, revisions to the allowance may be required.

Prepaid Expenses - Prepaid expenses consist primarily of advance payments to registries for domain name registrations, and miscellaneous payments made in advance of the period to which they relate. Prepaid expenses are amortized to expense on a straight-line basis over the period covered by the expenses. In the case of prepaid registry fees, the amortization period is consistent with the revenue recognition of the related domain name registration.

Property and Equipment In 2009 we sold our computer hardware, furniture and fixtures and office equipment (“Personal Property”) to our noteholders in exchange for a reduction in the outstanding note balances of \$200,000. The Personal Property and equipment was then leased back from the noteholders under a ten (10) year lease. The leased assets are capitalized and depreciated. Personal Property and equipment are stated at the cost, as established under the lease and are depreciated over the term of the lease using the straight-line method. We continue to own and depreciate leasehold improvements that are stated at cost and depreciated over the term of the office lease as follows:

Computer hardware	10 years
Computer software	10 years
Furniture and fixtures	10 years
Office equipment	10 years
Leasehold improvements	Shorter of the estimated useful life or the lease term

Intangible Assets and Goodwill - Intangible assets consist of the fee paid for the perpetual license for critical software and costs associated with our patent filings. The Company also owns several copyrights and trademarks related to products, names, and logos used throughout its non-acquired product lines. Management has reviewed the value of each asset and fair values are reflected in our financial statements as of December 31, 2011.

Impairment of Long-Lived Assets - The Company evaluates the recoverability of its long-lived assets in accordance with US GAAP. Management tests for the impairment of goodwill and other indefinite lived assets annually. Management evaluates other long-lived assets whenever events and circumstances indicate that the value may be impaired. There was no impairment in 2011.

In addition to the recoverability assessment, the Company routinely reviews the remaining estimated useful lives of its long-lived assets. Any reduction in the useful-life assumption will result in increased depreciation and amortization expense in the period when such determinations are made, as well as in subsequent periods.

In 2010, management determined to rebrand the product line that previously used the iMart trade name. Based upon that decision the value of the iMart trade name was impaired and therefore the remaining value of \$150,000 was

written off and recognized as an operating expense in 2010.

F-7

Revenue Recognition – We derive revenue primarily from subscription fees charged to customers accessing our SaaS applications; professional service fees, consisting primarily of consulting; the perpetual or term licensing of software platforms or applications; and hosting and maintenance services. These arrangements may include delivery in multiple-element arrangements if the customer purchases a combination of products and/or services. We license, sell, lease, or otherwise market computer software that is more than incidental to the underlying customer arrangement

In accordance with Financial Accounting Standard Board (“FASB”) and Securities and Exchange Commission (“SEC”) Staff Accounting guidance on revenue recognition the Company considers revenue earned and realizable when: (a) persuasive evidence of the sales arrangement exists, (b) the arrangement fee is fixed or determinable, (c) service delivery or performance has occurred, (d) customer acceptance has been received, if contractually required, and (e) collectability of the arrangement fee is probable. The Company typically uses signed contractual agreements as persuasive evidence of a sales arrangement. We apply the provisions of the relevant FASB accounting pronouncements when making estimates or assumptions related to transactions involving the license of software where the software deliverables are considered more than inconsequential to the other elements in the arrangement. For contracts that contain multiple deliverables, we analyze the revenue arrangements when making estimates or assumptions in accordance with the appropriate authoritative guidance, which provides criteria governing how to determine whether goods or services that are delivered separately in a bundled sales arrangement should be considered as separate units of accounting for the purpose of revenue recognition. Deliverables are accounted for separately if they meet all of the following criteria: (a) the delivered item has value to the customer on a stand-alone basis; (b) there is objective and reliable evidence of the fair value of the undelivered items; and (c) if the arrangement includes a general right of return relative to the delivered items, the delivery or performance of the undelivered items is probable and substantially controlled by the Company

If at the inception of an arrangement the fee is not fixed or determinable, we defer revenue until the arrangement fee becomes due and payable. If we determine collectability is not probable, we defer revenue until we receive payment or collection becomes probable, whichever is earlier. The determination of whether fees are collectible requires judgment of our management, and the amount and timing of revenue recognition may change if different assessments are made.

We account for consulting, website design fees and application development services separately from the license of associated software platforms when these services have value to the customer and there is objective and reliable evidence of fair value of each deliverable. When accounted for separately, we recognize revenue as the services are rendered for time and material contracts, and when milestones are achieved and accepted by the customer for fixed price or long-term contracts. The majority of our consulting service contracts are on a time and material basis, and we typically bill our customers monthly based upon standard professional service rates.

Application development services are typically fixed price and of a longer term. As such, we account for them as long-term construction contracts that require us to recognize revenue based on estimates involving total costs to complete and the stage of completion. Our assumptions and estimates made to determine the total costs and stage of completion may affect the timing of revenue recognition, with changes in estimates of progress to completion and costs to complete accounted for as cumulative catch-up adjustments. If the criteria for revenue recognition on construction-type contracts are not met, we capitalize the associated costs of such projects and include them in costs in excess of billings on the balance sheet until such time that we are permitted to recognize revenue.

Subscription fees primarily consist of sales of subscriptions through private-label marketing partners to end users. We typically have a revenue-share arrangement with these marketing partners in order to encourage them to market our products and services to their customers. Subscriptions are generally payable on a monthly basis and are typically paid via credit card of the individual end user. We accrue any payments received in advance of the subscription period as deferred revenue and amortize them over the subscription period. In accordance with our policy to periodically review our accounting policies we determined that certain contracts require the reporting of subscription revenue on a gross basis and others on a net basis according to US GAAP. On that basis, we continue to report subscription revenue from certain contracts on a gross basis and others on a net basis.

Because our customers generally do not have the contractual right to take possession of the software we license or market at any time, we recognize revenue on hosting and maintenance fees as we provide the services in accordance with US GAAP.

Deferred Revenue - Deferred revenue consists of billings or payments received in advance of revenue recognition, and it is recognized as the revenue recognition criteria are met. Deferred revenue also includes certain professional services fees and licensing revenues where all the revenue recognition criteria described above were not met. Deferred revenue that will be recognized over the succeeding 12-month period is recorded as current and the remaining portion is recorded as noncurrent.

Cost of Revenues - Cost of revenues primarily is composed of salaries associated with maintaining and supporting customers, the cost of domain name and e-mail registrations, and the cost of external facilities where the Company's and its customers' customized applications are hosted.

Software Development Costs - The Company capitalizes certain costs of software developed in accordance with US GAAP, which requires capitalization of certain software development costs subsequent to the establishment of technological feasibility, with costs incurred prior to this time expensed as research and development. Technological feasibility is established when all planning, designing, coding, and testing activities that are necessary to establish that the product can be produced to meet its design specifications have been completed. The Company's policy provides for the capitalization of certain outside contractors' fees and payroll and payroll-related costs for employees who are directly associated with the development of the Company's software. Capitalized costs are ratably amortized based on the greater of the revenue method or the straight-line method over the estimated useful life of the software, generally seven years. Management evaluates the recoverability of its capitalized software at the earlier of annually in the fourth quarter or whenever events or changes in circumstances indicate that, the carrying amount of such assets may not be recoverable by comparing the amount capitalized to the estimated net realizable value of the software. If such evaluations indicate that the unamortized software development costs exceed the net realizable value, the Company writes down the carrying cost to net realizable value.

Historically, the Company had not developed detailed design plans for its SaaS applications, and the costs incurred between the completion of a working model of these applications and the point at which the products were ready for general release had been insignificant. These factors, combined with the historically low revenue generated by the sale of the applications that do not support the net realizable value of any capitalized costs, resulted in the continued expensing of underlying costs as research and development.

The Company began capitalizing the development of the costs associated with the SmartOn Mobile platform on October 1, 2011. The Company demonstrated technological feasibility through the presentation of its working model of the software product. During the three-month period ending December 31, 2011, the company capitalized \$172,510 of costs incurred to continue the development of its platform. The Company will continue to capitalize costs associated with the further development of additional app blocks for its platform. We officially released the product platform on February 28, 2012 and began amortizing the capitalized costs at that date on a straight-line basis over a seven-year period.

Beginning in May 2008, the Company determined that it was strategically desirable to develop an industry-standard platform and to enhance the current SaaS applications. A detailed design plan indicated that the product was technologically feasible. As of December 31, 2009, the total capitalized amount was \$450,782. During 2010, management reviewed the market possibilities for the sale of the software and the potential additional investment that may be required in the future. The decision was made to abandon the product line and therefore the entire amount was expensed during 2010.

US GAAP establishes accounting and reporting standards for research and development. Costs incurred to search for new revenue producing products or services, to significantly improve an existing product, and to formulate design plans in an effort to establish technological feasibility are expensed in the period they are incurred.

Advertising Costs The Company expenses all advertising costs as they are incurred. The amounts charged to sales and marketing expense during 2011 and 2010 were \$53,509 and \$114,586, respectively.

Stock-Based Compensation The Company follows US GAAP for the recognition of stock based compensation. Total stock-based compensation expense recognized was \$47,894 and \$33,730 for the years ended December 31, 2011 and 2010, respectively.

In computing the impact of stock-based compensation expense, the fair value of each award is estimated on the date of grant based on the Black-Scholes option-pricing model utilizing certain assumptions for a risk-free interest rate, volatility, and expected remaining lives of the awards. The assumptions used in calculating the fair value of

share-based payment awards represent management's best estimates, but these estimates involve inherent uncertainties and the application of management's judgment. As a result, in future grants, if factors change and the Company uses different assumptions, the Company's stock-based compensation expense could be materially different. In addition, the Company is required to estimate the expected forfeiture rate and only recognize expense for those shares expected to vest. In estimating the Company's forfeiture rate, the Company analyzed its historical forfeiture rate, the remaining lives of unvested options, and the amount of vested options as a percentage of total options outstanding. If the Company's actual forfeiture rate is materially different from its estimate, or if the Company reevaluates the forfeiture rate in the future, the stock-based compensation expense could be significantly different from what the Company has recorded in the current period.

F-10

The fair value of option grants under the Company's equity compensation plan during the years ended December 31, 2011 and 2010 were estimated using the following weighted average assumptions:

	Year Ended December 31,	
	2011	2010
Dividend yield	0.0%	0.0%
Expected volatility	73.27%	96.1%
Risk-free interest rate	2.04%	2.65%
Expected lives (years)	4.0	4.0

Dividend yield – The Company has never declared or paid dividends on its common stock and does not anticipate paying dividends in the foreseeable future.

Expected volatility – Volatility is a measure of the amount by which a financial variable such as share price has fluctuated (historical volatility) or is expected to fluctuate (expected volatility). Expected volatility is partially based on the historical volatility of the Company's common stock since the end of the prior fiscal year as well as management's expectations for future volatility.

Risk free interest rate – The risk-free interest rate is based on the published yield available on U.S. Treasury issues with an equivalent term remaining equal to the expected life of the option.

Expected lives – The expected lives of the options represent the estimated period of time until exercise or forfeiture and are based on historical experience of similar awards.

Net Loss Per Share - Basic net loss per share is computed by dividing net loss by the weighted average number of common shares outstanding during the periods. Diluted net loss per share is computed using the weighted average number of common and dilutive common equivalent shares outstanding during the periods. Common equivalent shares consist of convertible notes, stock options, and warrants that are computed using the treasury stock method. Shares issuable upon the exercise of stock options, totaling 301,900 and 283,000 shares on December 31, 2011 and 2010, respectively, were excluded from the calculation of common equivalent shares, as the impact was anti-dilutive.

Recently Issued Accounting Pronouncements - No new significant accounting policies were adopted during 2011.

In 2011, the following standards were issued but were not applicable to our 2011 reporting, as they were not applicable:

Multiple-Deliverable Revenue Arrangements: In October 2009, FASB issued ASU 2009-13 to provide amendments to the criteria in Subtopic 609-24 of the Codification for separating consideration into multiple-deliverable revenue arrangements. ASU 2009-13 establishes a selling price hierarchy for determining the selling price of each specific deliverable, which includes vendor-specific objective evidence ("VSOE") if available, third party evidence if VSOE is not available or estimated selling price if neither VSOE nor third party evidence is available. ASU 2009-13 also eliminates the residual method for allocating revenue between the elements of an arrangement and requires that arrangement consideration be allocated at the inception of the arrangement to all deliverables using the relative selling price method, which allocates any discount in the arrangement proportionally to each deliverable on the basis of each deliverable's selling price. This Update expands the disclosure requirements regarding a vendor's multiple-deliverable revenue arrangements. ASU 2009-13 is effective prospectively for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010, with early adoption permitted. This standard became effective beginning in January 2011 and will impact the timing of revenue recognition and the allocation of discounts for multiple element sales. ASU 2009-13 requires the discount on a multiple element sale to be allocated ratably,

which may accelerate the timing of recognizing revenue on certain elements.

F-11

Certain Revenue Arrangements That Include Software Elements: In October 2009, FASB issued ASU 2009-14, which includes a consensus of the FASB Emerging Issues Task Force.” This Update removes tangible products containing software components and nonsoftware components that function together to deliver the tangible product’s essential functionality from the scope of the software revenue guidance in Subtopic 985-605 of the Codification. Additionally, ASU 2009-14 provides guidance on how a vendor should allocate arrangement consideration to deliverables in an arrangement that includes both tangible products and software that is not essential to the product’s functionality. ASU 2009-14 requires the same expanded disclosures that are included within ASU 2009-13. ASU 2009-14 is effective prospectively for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010, with early adoption permitted. A company is required to adopt the amendments in both ASU 2009-13 and ASU 2009-14 in the same period using the same transition method. This update may allow some companies to recognize revenue on transactions that involve multiple deliverables earlier than under previous standards. This standard became effective beginning in January 2011 and may have a significant impact on the Company’s financial statements depending upon our future product development and customer sales agreements.

Fair Value Measurements: In May 2011, new accounting guidance was issued to provide a consistent definition of fair value and to ensure that the fair value measurement and disclosure requirements are similar between generally accepted accounting principles in the United States and International Financial Reporting Standards. The guidance changes certain fair value measurement principles and enhances the disclosure requirements, particularly for Level 3 fair value measurements. This guidance is effective beginning January 1, 2012. Management will continue to evaluate the impact of adopting this guidance on the Company’s financial statements.

Segment reporting

In accordance with US GAAP, the Company has determined that it has a single reporting segment and operating unit structure, specifically the software products and services targeted to small businesses that are delivered via a Software-as-a-Service (“SaaS”) model.

Fair Value Measurement

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The value hierarchy prescribed by the accounting literature contains three levels as follows:

Level 1 – Quoted prices in active markets for identical assets or liabilities.

Level 2 – Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimations.

The Company reviews property, equipment and intangible asset impairment whenever events or changes in circumstances indicate the carrying amount of an asset may not be recoverable. During 2011 and 2010, the Company recognized impairment charges of \$0 and \$548,962 respectively, based on Level 3 analysis. In 2010, impairment charges were recognized in full against customer lists because of the loss of significant customers. (See Note 5

“Intangible Assets”)

3. BALANCE SHEET ACCOUNTS

Accounts Receivable

	December 31	
	2011	2010
Accounts receivable	\$ 682,019	\$ 744,320
Allowance for doubtful accounts	(675,389)	(735,389)
	\$ 6,630	\$ 8,931

F-12

Settlement Related Financial Instrument Liability

The Company generally does not use derivative instruments to hedge exposures to cash-flow risks or market-risks that may affect the fair values of its financial instruments. However, in connection with the Company's Class Action lawsuit settlement approved by the United States District Court for the Middle District of North Carolina (the "District Court") on July 1, 2011 (the "Class Action") (see Note 7, "Commitments and Contingencies – Legal Proceedings"), we are required to issue 1,475,000 shares of our common stock to the Class Action class. Through July 1, 2011, our liability related to these shares was accounted for as an accrued liability on our balance sheet and changes in the value of the shares were generally not reflected on our statements of operations, absent certain significant events, such as the approval of the settlement. Now that the Class Action has been settled, because we have not yet issued the shares, the liability is now accounted for as a financial instrument liability on our balance sheet and, until the shares are issued, changes in their value will be reflected on our statements of operations as losses or gains, as applicable. The number of shares to be issued will not change, and these losses or gains are not cash items that will impact our income or loss from operations.

The following tabular presentation reflects the components of derivative assets and liabilities as of December 31, 2011 and December 31, 2010:

	December 31, 2011	December 31, 2010
Shares into which financial instrument liability can be settled:		
Unrestricted shares of common stock, when issued	1,475,000	-
Settlement related Financial Instrument liability at fair value:		
Fair value of unrestricted shares of common stock	\$ 1,770,000	\$ -

The following tabular presentation reflects the (loss) in the fair value of financial instruments for the twelve-month periods ended December 31, 2011 and 2010:

	Year ended December 31, 2011	Year ended December 31, 2010
Change in market value of settlement related financial instruments in the accompanying statement of operations is related to the Class Action settlement approved by the District Court on July 1, 2011		
Unrestricted shares of common stock	\$ (147,500)	\$ -

Accrued Liabilities

	Year ended December 31, 2011	Year ended December 31, 2010
Accrued liability - development of the Company's custom accounting application	\$75,436	\$75,436
Legal reserves for settlement of legal fees on behalf of former officers and employees, Michael Nouri and Eric Reza Nouri	217,227	1,400,000
Estimated Class Action settlement costs		1,874,500
Interest due on Convertible Notes	179,569	141,985
Accrued legal fees - other		152,657
Accrued Payroll		3,406

Other accrued items	48,735	24,139
	\$520,967	\$3,672,123

F-13

Deferred Revenue

Deferred revenue is comprised of the following items:

- Subscription fees – Short-term and long-term portions of cash received related to one- or two-year subscriptions for domain names and/or e-mail accounts.
- Professional service fees –Customers purchased licenses and paid professional service fees during 2011 and 2010 to develop a customized mobile application. The applications were in process at December 31, 2011 and not delivered. This deferred revenue represents the difference between earned fees and professional service fees that were recognized as professional service fees revenue in 2011 and 2010.

The components of deferred revenue for the periods indicated were as follows:

	December 31, 2011	December 31, 2010
Subscription fees	\$ 13,326	\$ 22,565
Professional service fees	19,837	-
Totals	\$ 33,163	\$ 22,565
Current portion	\$ 31,658	\$ 22,271
Non-current portion	1,505	294
Totals	\$ 33,163	\$ 22,565

4. PROPERTY AND EQUIPMENT AND CAPITALIZED SOFTWARE

Property and equipment consists of the following:

	December 31, 2011	December 31, 2010
Computer hardware	\$ 151,450	\$ 145,829
Computer software	40,967	291,436
Furniture and fixtures	88,946	88,946
Office equipment	14,218	17,006
Leasehold improvements	53,279	53,279
	348,860	596,496
Less accumulated depreciation	(184,203)	(393,574)
Property and equipment, net	\$ 164,657	\$ 202,922

Capitalized software consists of the following:

	December 31, 2011	December 31, 2010
Capitalized software	\$ 172,510	\$ -
Less accumulated amortization	-	-
Capitalized software, net	\$ 172,510	\$ -

Depreciation expense for the years ended December 31, 2011 and 2010 was \$44,119 and \$63,409, respectively.

F-14

The Company began capitalizing the development of the costs associated with the SmartOn Mobile platform on October 1, 2011. The Company demonstrated technological feasibility through the presentation of its working model of the software product. During the three-month period ending December 31, 2011, the Company capitalized \$172,510 of costs incurred to continue the development of its platform. The Company will continue to capitalize costs associated with the further development of additional app blocks for its platform. The Company officially released the product platform on February 28, 2012 and began amortizing the capitalized costs at that date on a straight-line basis over a seven-year period.

The amount of the capitalized software on the balance sheet prior to December 31, 2010 was written off as an impairment of assets during 2010; the Company recognized \$51,820 of amortization expense for the year ended December 31, 2010.

5. INTANGIBLE ASSETS

The following table summarizes information about intangible assets at December 31, 2011:

Asset Category	Value Assigned	Weighted Average Amortization Period (in Years)	Impairments	Accumulated Amortization	Carrying Value (Net of Impairments)
Acquired license and costs	108,534	7	-	-	108,534
Patent development and application costs	9,151	20	-	-	9,151
Totals	\$ 117,685		\$ -	\$ -	\$ 117,685

The following table summarizes information about intangible assets at December 31, 2010:

Asset Category	Value Assigned	Weighted Average Amortization Period (in Years)	Impairments	Accumulated Amortization	Carrying Value (Net of Impairments)
Customer base	\$ 1,944,347	6.2	\$ (626,685)	\$ 1,317,662	\$ -
Acquired technology	501,264	3	-	501,264	-
Totals	\$ 2,445,611		\$ (626,685)	\$ 1,818,926	\$ -

In December 2011, the Company acquired a perpetual software license for \$100,000 plus associated legal fees. The intellectual property acquired enabled the Company to reduce the cost to bring new products to market.

For the years ended December 31, 2011 and 2010, the aggregate amortization expense on the above intangibles was approximately \$0 and \$51,820, respectively. The aggregate amortization expense for the years ending December 31, 2012 through 2016 is expected to be \$23,000 for each respective year.

6. NOTES PAYABLE

As of December 31, 2011, the Company had notes payable totaling \$20,662,890. The detail of these notes is as follows:

Note Description	Short-Term	Long-Term	Total	Maturity	Rate
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	Portion	Portion				
IDB Bank	\$ 5,000,000	\$ -	5,000,000	May 2012	4	%
Insurance premium note	21,421	-	21,421	June 2012	6.1	%
Various capital leases	16,394	150,075	166,469	Various	8.0-18.9	%
Convertible notes	-	15,475,000	15,475,000	Nov 2013	8.0	%
Totals	\$ 5,037,815	\$ 15,625,075	\$ 20,662,890			

F-15

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As of December 31, 2010, the Company had notes payable totaling \$16,707,033. The detail of these notes is as follows:

Note Description	Short-Term Portion	Long-Term Portion	Total	Maturity	Rate
IDB Bank	\$ -	\$ 4,000,000	\$ 4,000,000	May 2012	4 %
Insurance premium note	21,778	-	21,778	Jun 2011	7 %
Various capital leases	18,786	166,469	185,255	Various	8.0-18.9 %
Convertible notes	-	12,500,000	12,500,000	Nov 2013	8.0 %
Totals	\$ 40,564	\$ 16,666,469	\$ 16,707,033		

Convertible Notes

On November 14, 2007, in an initial closing, the Company sold \$3.3 million aggregate principal amount of initial convertible secured subordinated notes due November 14, 2010 (the "Notes"). In addition, the noteholders committed to purchase on a pro rata basis up to \$5.2 million aggregate principal of convertible secured subordinated Notes in future closings upon approval and call by our Board of Directors. On August 12, 2008, we exercised our option to sell \$1.5 million aggregate principal of additional Notes due November 14, 2010 to existing noteholders, with substantially the same terms and conditions as the Notes sold in 2007. In connection with the sale of the additional Notes, the noteholders holding a majority of the aggregate principal amount of the convertible secured subordinated Notes then outstanding agreed to increase the aggregate principal amount of convertible secured subordinated Notes that they are committed to purchase from \$8.5 million to \$15.3 million.

As of December 31, 2011					
Note Buyer	Date of Purchase	Amount of Convertible Note	Interest Rate	Original Due Date	Restated due Date
Atlas Capital	November 14, 2007	\$ 2,050,000		8% 11/14/2010	11/14/2013
Crystal Management	November 14, 2007	\$ 500,000		8% 11/14/2010	11/14/2013
William Furr	November 14, 2007	\$ 250,000		8% 11/14/2010	11/14/2013
Blueline Fund	November 14, 2007	\$ 500,000		8% 11/14/2010	11/14/2013
Atlas Capital	August 12, 2008	\$ 1,250,000		8% 11/14/2010	11/14/2013
Crystal Management	August 12, 2008	\$ 250,000		8% 11/14/2010	11/14/2013
UBP, Union Bancaire Privee	November 21, 2008	\$ 250,000		8% 11/14/2010	11/14/2013
HSBC Private Bank (Suisse), SA	November 21, 2008	\$ 250,000		8% 11/14/2010	11/14/2013
Atlas Capital	January 6, 2009	\$ 500,000		8% 11/14/2010	11/14/2013
Atlas Capital	February 24, 2009	\$ 500,000		8% 11/14/2010	11/14/2013
Atlas Capital	April 3, 2009	\$ 500,000		8% 11/14/2010	11/14/2013
Atlas Capital	June 2, 2009	\$ 500,000		8% 11/14/2010	11/14/2013
Atlas Capital	July 16, 2009	\$ 250,000		8% 11/14/2010	11/14/2013
Atlas Capital	August 26, 2009	\$ 250,000		8% 11/14/2010	11/14/2013

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Atlas Capital	September 8, 2009	\$	250,000	8% 11/14/2010	11/14/2013
Atlas Capital	October 5, 2009	\$	250,000	8% 11/14/2010	11/14/2013
UBP, Union Bancaire Privee	October 9, 2009	\$	250,000	8% 11/14/2010	11/14/2013
Atlas Capital	November 6, 2009	\$	500,000	8% 11/14/2010	11/14/2013
Atlas Capital	December 23, 2009	\$	750,000	8% 11/14/2010	11/14/2013
Atlas Capital	February 11, 2010	\$	500,000	8% 11/14/2010	11/14/2013
Atlas Capital	April 1, 2010	\$	350,000	8% 11/14/2013	
Atlas Capital	June 2, 2010	\$	600,000	8% 11/14/2013	
Atlas Capital	July 1, 2010	\$	250,000	8% 11/14/2013	
Atlas Capital	August 13, 2010	\$	100,000	8% 11/14/2013	
Atlas Capital	August 30, 2010	\$	200,000	8% 11/14/2013	
Atlas Capital	September 14, 2010	\$	300,000	8% 11/14/2013	
Atlas Capital	September 30, 2010	\$	300,000	8% 11/14/2013	
Atlas Capital	November 9, 2010	\$	300,000	8% 11/14/2013	
Atlas Capital	February 7, 2011	\$	250,000	8% 11/14/2013	
Atlas Capital	March 4, 2011	\$	325,000	8% 11/14/2013	
Atlas Capital	April 6, 2011	\$	400,000	8% 11/14/2013	
UBP, Union Bancaire Privee	May 4, 2011	\$	400,000	8% 11/14/2013	
Atlas Capital	September 6, 2011	\$	500,000	8% 11/14/2013	
Atlas Capital	October 11, 2011	\$	300,000	8% 11/14/2013	
Atlas Capital	November 7, 2011	\$	300,000	8% 11/14/2013	
UBP, Union Bancaire Privee	December 14, 2011	\$	500,000	8% 11/14/2013	
Less – lease conversion	September 4, 2009	\$	(200,000)		
Total Convertible Notes			15,475,000		

On February 24, 2009, the maturity date definition for each of the Notes was changed from November 14, 2010 to the date upon which the note is due and payable, which is the earlier of (1) November 14, 2013, (2) a change of control, or (3) if an event of default occurs, the date upon which noteholders accelerate the indebtedness evidenced by the Notes. The formula for calculating the conversion price of the Notes was also amended such that the conversion price of each outstanding note and any additional note sold in the future would be the same and set at the lowest applicable conversion price, as described below.

On September 4, 2009, the Company entered into a sale transaction whereby it sold its computer equipment, furniture, fixtures and certain personal property located at its principal executive offices in Durham, North Carolina (collectively, the "Equipment") on an "as-is, where-is" basis to the holders of the Company's Notes, on a ratable basis in proportion to their respective holdings of Notes, for \$200,000 ("Purchase Price"). The Purchase Price was paid through a \$200,000 reduction, on a ratable basis, in the outstanding aggregate principal amount of the Notes, which principal amount was \$7.8 million immediately before giving effect to this sale. The Purchase Price represented the fair market value of the Equipment based on an independent appraisal of the Equipment by Dynamic Office Services and Coastal Computers, which are not affiliated with the Company.

The foregoing Equipment served as a portion of the collateral securing the Company's obligations under the Notes. The Noteholders and their collateral agent consented to the partial release of collateral consisting of the Equipment in order to effectuate the sale.

On March 5, 2010, the Company and the holder of a majority of the aggregate outstanding principal amount of Notes, among other noteholders extended the original maturity date of the Notes from November 14, 2010 to November 14, 2013, and amended the Note Purchase Agreement to reflect this extension, as reported on the Current Report on Form 8-K filed by the Company on March 10, 2010.

On the earlier of the maturity date of November 14, 2013 or a merger or acquisition or other transaction pursuant to which our existing stockholders hold less than 50% of the surviving entity, or the sale of all or substantially all of our assets, or similar transaction, or event of default, each noteholder in its sole discretion shall have the option to:

- convert the principal then outstanding on its Notes into shares of our common stock, or
- receive immediate repayment in cash of the Notes, including any accrued and unpaid interest.

If a noteholder elects to convert its Notes under these circumstances, the conversion price will be the lowest "applicable conversion price" determined for each Note. The "applicable conversion price" for each Note shall be calculated by multiplying 120% by the lowest of

- the average of the high and low prices of the Company's common stock on the OTC Bulletin Board averaged over the five trading days prior to the closing date of the issuance of such Note,
- if the Company's common stock is not traded on the Over-The-Counter market, the closing price of the common stock reported on the Nasdaq National Market or the principal exchange on which the common stock is listed, averaged over the five trading days prior to the closing date of the issuance of such Note, or
- the closing price of the Company's common stock on the OTC Bulletin Board, the Nasdaq National Market, or the principal exchange on which the common stock is listed, as applicable, on the trading day immediately preceding the date such Note is converted, in each case as adjusted for stock splits, dividends or combinations, recapitalizations, or similar events.

The Company is obligated to pay interest on the Notes at an annualized rate of 8% payable in quarterly installments commencing three months after the purchase date of the Notes. The Company is not permitted to prepay the Notes without approval of the holders of at least a majority of the principal amount of the Notes then outstanding.

Payment of the Notes will be automatically accelerated if the Company enters voluntary or involuntary bankruptcy or insolvency proceedings.

F-17

The Notes and the common stock into which they may be converted have not been registered under the Securities Act or the securities laws of any other jurisdiction. As a result, offers and sales of the Notes were made pursuant to Regulation D or in reliance on Section 4(2) of the Securities Act of 1933 (the "Securities Act") and only made to accredited investors. The noteholders of the initial Notes include (i) The BlueLine Fund, which originally recommended Philippe Pouponnot, one of our former directors, for appointment to the Board of Directors; (ii) Atlas, an affiliate that originally recommended Shlomo Elia, one of our current directors, for appointment to the Board of Directors; (iii) Crystal Management Ltd., which is owned by Doron Roethler, the former Chairman of our Board of Directors and former Interim Chief Executive Officer and who currently serves as the noteholders' bond representative; and (iv) William Furr, who is the father of Thomas Furr, who, at the time, was one of our directors and executive officers. The noteholders of the additional Notes are Atlas and Crystal Management Ltd. As of December 31, 2011, \$11.775 million of the Notes were owned by affiliates of the Company.

If the Company proposes to file a registration statement to register any of its common stock under the Securities Act in connection with the public offering of such securities solely for cash, subject to certain limitations, the Company shall give each noteholder who has converted its Notes into common stock the opportunity to include such shares of converted common stock in the registration. The Company has agreed to bear the expenses for any of these registrations, exclusive of any stock transfer taxes, underwriting discounts, and commissions.

No fees to third parties are payable in connection with the sale of Notes.

Lines of Credit

On February 20, 2008, the Company entered into a revolving credit arrangement with Paragon Commercial Bank ("Paragon") and delivered to Paragon a secured promissory note, dated February 20, 2008 (the "Paragon Note"). As subsequently amended and modified, the Paragon Note was extended from February 11, 2010 to November 2010. The Paragon line of credit was paid in its entirety in November 2010.

On December 6, 2010, the Company entered into (i) a \$6,500,000 Promissory Note (the "IDB Note"), as borrower, and (ii) a Letter Agreement for the \$6,500,000 Term Loan Facility (the "Letter Agreement"), each with Israel Discount Bank of New York ("IDB") as lender.

Under the IDB Note and Letter Agreement, IDB will make available to the Company one or more term loan advances in the maximum aggregate principal amount of \$6,500,000 (the "IDB Credit Facility"). The IDB Credit Facility is secured by two irrevocable standby letters of credit issued by UBS Switzerland in favor of IDB in the aggregate amount of \$6,500,000 (the "SBLC"), each issued with Atlas Capital S.A. ("Atlas") as account party. Atlas and the Company anticipate finalizing in the near future the terms of the Company's reimbursement of Atlas for any future drawdowns on the SBLC. Any advances drawn on the IDB Credit Facility must be repaid on the earlier of (a) May 31, 2012, or (b) 180 days prior to the expiration date of the SBLC. Interest on each advance under the IDB Credit Facility accrues, at the Company's election, at either LIBOR plus 300 basis points or IDB's prime rate plus 100 basis points, provided that the rate of interest for each advance shall never be less than four percent. Interest accrued on each advance is due quarterly and payable in arrears on the last day of each February, May, August and November commencing on the last day of February 2011. The IDB Credit Facility includes a provision that the total of all amounts borrowed under the agreement must be drawn by June 10, 2011. The Company only borrowed \$5,000,000 during the term of the loan. The loan is due May 31, 2012. We are currently working with IDB to extend our IDB Credit Facility for an additional one-year period with similar terms as those currently in place. We believe that we will be successful in our efforts.

The IDB Credit Facility replaced the Company's revolving line of credit (the "Paragon Credit Facility"), with Paragon, which was extended by Paragon to November 30, 2010, at which time the Paragon Credit Facility expired and

Paragon drew upon the letter of credit securing the Paragon Credit Facility satisfying all of the obligations of the Company to Paragon. The Company reimbursed Atlas for Paragon's draw upon the Paragon Letter of Credit in cash out of the proceeds of the IDB Credit Facility, as elected by Atlas pursuant to the Reimbursement Agreement, dated November 10, 2006, between the Company and Atlas, as subsequently amended. The Company continues to maintain a banking relationship with Paragon through the maintenance of certain operating accounts.

F-18

7. COMMITMENTS AND CONTINGENCIES

Lease Commitments

The Company leases computers, office equipment and office furniture under capital lease agreements that expire through August 2019. Total amounts financed under these capital leases were \$166,469 and \$185,255 at December 31, 2011 and 2010, respectively, net of accumulated amortization of \$33,531 and \$37,539, respectively. The current and non-current portions of the capital leases have been recorded in current and long-term portions of notes payable on the balance sheets as of December 31, 2011 and 2010. See also Note 6, "Notes Payable."

In 2008, the Company entered into a non-cancellable sublease to relocate its North Carolina headquarters to another facility near Research Triangle Park in Durham, N.C., under which the Company prepaid rent in the total amount of \$450,080 and purchased existing furniture and fixtures for an additional \$49,920, which furniture and fixtures were capitalized for depreciation purposes. Effective May 1, 2010, the sublease was restructured as a direct lease with the owner of the property, with a termination date of September 30, 2011 (the "Lease"). On April 28, 2011, the Company entered into the Lease Amendment (the "Lease Amendment") with Nottingham Hall IC, LLC ("Nottingham"), extending the termination date of the Lease from September 30, 2011 to November 15, 2013. Current monthly rents are \$15,370.31.

Rent expense for the years ended December 31, 2011 and 2010 was \$197,094 and \$208,443, respectively.

Development Agreement

In August 2005, the Company entered into a software assignment and development agreement with the developer of a customized accounting software application. In connection with this agreement, the developer would be paid up to \$512,500 and issued up to 32,395 shares of the Company's common stock based upon the developer attaining certain milestones. This agreement was modified on March 26, 2008 to adjust the total number of shares issuable under the agreement to 29,014 shares. As of December 31, 2011, the Company had paid \$484,834 and issued 3,473 shares of common stock related to this obligation.

Legal Proceedings

The Company is subject to claims and suits that arise from time to time in the ordinary course of business.

On June 18, 2010, the Company entered into a Stipulation and Agreement of Settlement (the "Stipulation") with the lead plaintiff in the securities class action involving the Company in the case captioned Mary Jane Beauregard vs. Smart Online, Inc., et al., filed in the District Court. The Stipulation provides for the settlement of the Class Action on the terms described below. The District Court issued an order preliminarily approving the settlement on January 13, 2011. The final settlement hearing was held on May 11, 2011. As of March 14, 2012, the 1,475,000 shares of common stock had not been issued and, according to U.S. GAAP, the Company now carries the obligation as a Financial Instrument on its balance sheet (see Note 3).

The Stipulation provides for the certification of a class consisting of all persons who purchased the Company's publicly traded securities between May 2, 2005 and September 28, 2007, inclusive. As per the terms of the Stipulation, the settlement class has received total consideration of a cash payment of \$350,000 made by the Company, and a cash payment of \$112,500 made by Maxim Group. In addition, Henry Nouri is required to transfer 25,000 shares of Company common stock to the settlement class and the Company is required to issue 1,475,000 shares of Company common stock to the class. Under the terms of the Stipulation, counsel for the settlement class may sell some or all of the common stock received in the settlement before distribution to the class, subject to the limitation that it cannot sell more than 10,000 shares in one day or 50,000 shares in 30 calendar days. Subject to the terms of the Stipulation, we paid the lead plaintiff \$75,000 on July 14, 2010, \$100,000 on September 15, 2010, \$100,000 on December 14, 2010 and \$75,000 on March 14, 2011. On July 1, 2011, the District Court issued the Final Judgment and Order of Partial Dismissal with Prejudice in the Class Action case. The Court approved the Stipulation and directed that the terms of how the Stipulation should be consummated. On July 1, 2011 we recorded the Class Action obligation as a financial instrument liability of \$1,917,500 based upon the trading price of the Company's stock at that date, see note 3.

On June 18, 2010, the Company entered into a Settlement Agreement (the "Settlement Agreement") with Dennis Michael Nouri, Reza Eric Nouri, Henry Nouri and Ronna Loprete Nouri (collectively, the "Nouri Parties") in settlement of claims filed by the Nouri Parties against the Company in the Court of Chancery of the State of Delaware for advancement of legal expenses and indemnification. The Settlement Agreement provides for the payment by the Company of up to \$1,400,000 for the benefit of the Parties.

On January 13, 2011 (the "Effective Date"), the District Court issued the Order Preliminarily Approving Settlement and Providing Notice. Based upon the Nouri Settlement Agreement and the January 13, 2011 District Court Order Preliminarily Approving Settlement and Providing Notice, the following amounts were paid for the benefit of the Nouri Parties: the amount of \$500,000 was paid on January 22, 2011 and \$75,000 was paid on March 16, 2011, April 15, 2011, June 14, 2011, July 14, 2011, August 15, 2011, September 14, 2011, October 14, 2011, November 14, 2011, December 14, 2011, January 14, 2012 and February 14, 2012; \$7,773 was paid on May 12, 2011, and an additional \$217,227 is payable in four fixed monthly installments of \$75,000 based on the Effective Date, with the last four scheduled installments totaling \$300,000 subject to reduction to the extent that fees and disbursements for the Nouris' appeal are below certain levels or if the appeal is not taken to final adjudication. The Company was ordered by a court of proper jurisdiction to withhold \$67,227 for future payment of adjudicated debt owed by the Nouris. The Settlement Agreement provides for the exchange of mutual releases by the parties.

8. STOCKHOLDERS' EQUITY

Common Stock

The Company is authorized to issue 45,000,000 shares of common stock, \$0.001 par value per share. As of December 31, 2011, it had 18,352,542 shares of common stock outstanding. Holders of common stock are entitled to one vote for each share held.

F-20

Preferred Stock

The Board of Directors is authorized, without further stockholder approval, to issue up to 5,000,000 shares of \$0.001 par value preferred stock in one or more series and to fix the rights, preferences, privileges, and restrictions applicable to such shares, including dividend rights, conversion rights, terms of redemption, and liquidation preferences, and to fix the number of shares constituting any series and the designations of such series. There were no shares of preferred stock outstanding at December 31, 2011 and 2010.

Warrants

As part of the commission paid to Canaccord Adams, Inc. (“CA”), the Company’s placement agent in a transaction that closed in February 2007, CA was issued a warrant to purchase 35,000 shares of the Company’s common stock at an exercise price of \$2.55 per share. This warrant expired February 21, 2012.

As of December 31, 2011, warrants to purchase up to 35,000 shares were outstanding.

Equity Compensation Plans

2004 Equity Compensation Plan

The Company adopted its 2004 Equity Compensation Plan (the “2004 Plan”) as of March 31, 2004. The 2004 Plan provides for the grant of incentive stock options, non-statutory stock options, restricted stock, and other direct stock awards to employees (including officers) and directors of the Company as well as to certain consultants and advisors. The total number of shares of common stock reserved for issuance under the 2004 Plan is 5,000,000 shares, subject to adjustment in the event of a stock split, stock dividend, recapitalization, or similar capital change.

On February 1, 2010, the Board of Directors approved the grant of an option to purchase 75,000 shares to Mr. Bob Dieterle, newly hired General Manager and Vice President of Operations, with an initial vesting date of February 1, 2011, as a result \$10,660 and \$0 of expense was recognized in 2011 and 2010, respectively.

On March 26, 2010, the Board of Directors approved the grant of an option to purchase 30,000 shares to Mr. Dror Zoreff, Chairman of the Board of Directors and Interim Chief Executive Officer, and the option to purchase 20,000 shares to Mr. Amir Elbaz, Chairman of the Audit Committee and member of the Board of Directors with an initial vesting date of June 30, 2010; as a result \$12,688 and \$22,485 of expense was recognized in 2011 and 2010, respectively.

On October 21, 2010, the Board of Directors approved the grant of additional options to current employees who have been with the Company for six months or longer as of October 1, 2010. The number of options approved, representing the right to purchase an aggregate of 68,000 shares, varied by employee, responsibility and length of service. The initial vesting date for the majority of the options is January 15, 2011; as a result, \$9,371 was recognized in 2011.

On August 1, 2011, the Board of Directors approved the grant of additional options to certain current employees who have been with the Company for six months or longer. The number of options approved, representing the right to purchase an aggregate of 8,400 shares, varied by employee, responsibility and length of service. The initial vesting date for the majority of the options is November 1, 2011; as a result, \$163 was recognized in 2011.

On September 14, 2011, the Board of Directors approved the grant of an option to purchase 20,000 shares to Mr. Robert M. Brinson, Jr., Chairman of the Innovation Committee and member of the Board of Directors with an initial vesting date of December 15, 2011 as a result \$1,163 of expense was recognized in 2011.

A total of 9,500 incentive stock options were canceled during the year ended December 31, 2011 due to resignations and terminations.

During the second quarter of 2011, we issued 10,000 restricted shares of stock to Mr. Shlomo Elia for his services as a member of the Board of Directors as a result \$13,850 of expense was recognized in 2011. No other shares of restricted stock were issued. There were no shares of restricted stock canceled during 2011 due to terminations and payment of employee tax obligations resulting from share vesting. At December 31, 2011, there was \$2,850 of unvested expense yet to be recorded related to all restricted stock outstanding.

F-21

2001 Equity Compensation Plan

The Company adopted the 2001 Equity Compensation Plan (the “2001 Plan”) as of May 31, 2001. The 2001 Plan provided for the grant of incentive stock options, non-statutory stock options, restricted stock, and other direct stock awards to employees (including officers) and directors of the Company as well as to certain consultants and advisors. The total number of shares of common stock reserved for issuance under the 2001 Plan is 795,000 shares, subject to adjustment in the event of a stock split, stock dividend, recapitalization, or similar change. The Company cannot make any further grants under the 2001 Plan.

1998 Stock Option Plan

At December 31, 2011, no options to purchase shares of common stock were outstanding under the Company’s 1998 Equity Compensation Plan (the “1998 Plan”). There are no remaining authorized shares to be issued under the 1998 Plan.

The exercise price for incentive stock options granted under the above plans is required to be no less than the fair market value of the common stock on the date the option is granted, except for options granted to 10% stockholders, which are required to have an exercise price of not less than 110% of the fair market value of the common stock on the date the option is granted. Incentive stock options typically have a maximum term of ten years, except for option grants to 10% stockholders, which are subject to a maximum term of five years. Non-statutory stock options have a term determined by either the Board of Directors or the Compensation Committee. Options granted under the plans are not transferable, except by will and the laws of descent and distribution.

A summary of the status of the stock option issuances as of December 31, 2011 and 2010, and changes during the periods ended on these dates is as follows:

	Shares	Weighted Average Exercise Price
BALANCE, December 31, 2009	132,500	\$ 4.43
Granted	193,000	1.13
Exercised	-	-
Canceled	(42,500)	3.31
BALANCE, December 31, 2010	283,000	2.34
Granted	28,400	1.21
Exercised	-	-
Canceled	(9,500)	1.10
BALANCE, December 31, 2011	301,900	\$ 2.25

The following table summarizes information about stock options outstanding at December 31, 2011:

Exercise Price	Number of Options Outstanding	Average Remaining Contractual Life (Years)	Weighted Average Exercise Price	Currently Exercisable	
				Number of Shares	Weighted Average Exercise Price
\$.90	8,400	9.6	\$.90	-	\$ -
\$ 1.10	58,500	8.8	\$ 1.10	14,625	\$ 1.10
\$ 1.14	125,000	8.1	\$ 1.14	68,750	\$ 1.14

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\$	1.35	20,000	9.8	\$	1.35	5,000	\$	1.35
From \$2.50 to								
\$3.50		45,000	3.4	\$	3.31	45,000	\$	3.31
\$	5.00	25,000	3.3	\$	5.00	25,000	\$	5.00
\$	8.61	20,000	3.6	\$	8.61	20,000	\$	8.61
Totals		301,900	6.6	\$	3.06	178,375	\$	3.07

At December 31, 2011 and 2010, unvested expense yet to be recorded related to all incentive stock options outstanding were \$77,320 and 125,884 respectively. The expenses will be recognized through 2014. The outstanding options have no intrinsic value at December 31, 2011 and 2010.

Dividends - The Company has not paid any cash dividends through December 31, 2011.

F-22

9. INCOME TAXES

The Company accounts for income taxes under the asset and liability method in accordance with the requirements of US GAAP. Under the asset and liability method, deferred income taxes are recognized for the tax consequences of “temporary differences” by applying enacted statutory tax rates applicable to future years to differences between the financial statement carrying amounts and the tax bases of existing assets and liabilities.

The balances of deferred tax assets and liabilities are as follows:

	December 31, 2011	December 31, 2010
Net current deferred income tax assets related to:		
Allowance for doubtful accounts	\$ 260,000	\$ 324,000
Depreciation	114,000	113,000
Stock-based expenses	226,000	226,000
Accrued liabilities – litigation expenses	768,000	1,264,000
Other	8,000	7,000
Net operating loss carryforwards	24,692,000	21,485,000
Total	26,068,000	23,419,000
Less valuation allowance	(26,068,000)	(23,419,000)
Net current deferred income tax	\$ -	\$ -

Under US GAAP, a valuation allowance is provided when it is more likely than not that the deferred tax asset will not be realized.

Total income tax expense differs from expected income tax expense (computed by applying the U.S. federal corporate income tax rate of 34% to profit (loss) before taxes) as follows:

	Year Ended December 31, 2011	Year Ended December 31, 2010
Tax benefit computed at statutory rate of 34%	\$ (1,097,000)	\$ (1,343,000)
State income tax benefit, net of federal effect	(161,000)	(180,000)
Change in valuation allowance	1,273,000	1,323,000
Permanent differences:		
Stock based compensation	(16,000)	(13,000)
Intangible impairment	-	212,000
Other permanent differences	1,000	1,000
Totals	-	-

As of December 31, 2011, the Company had U.S. federal net operating loss (“NOL”) carryforwards of approximately \$66 million, which expire between 2012 and 2029. For state tax purposes, the NOL carryforwards expire between 2012 and 2023. In accordance with Section 382 of the Internal Revenue Code of 1986, as amended, a change in equity ownership of greater than 50% of the Company within a three-year period can result in an annual limitation on the Company’s ability to utilize its NOL carryforwards that were created during tax periods prior to the change in ownership.

The Company has reviewed its tax positions and has determined that it has no significant uncertain tax positions at December 31, 2011.

F-23

10. MAJOR CUSTOMERS AND CONCENTRATION OF CREDIT RISK

Financial instruments that potentially subject the Company to credit risk principally consist of trade receivables. The Company believes the concentration of credit risk in its trade receivables is substantially mitigated by ongoing credit evaluation processes, relatively short collection terms, and the nature of the Company's customer base, primarily mid- and large-size corporations with significant financial histories. Collateral is not generally required from customers. The need for an allowance for doubtful accounts is determined based upon factors surrounding the credit risk of specific customers, historical trends, and other information.

A significant portion of revenues is derived from certain customer relationships. The following is a summary of customers that represent greater than 10% of total revenues:

	Revenue Type	Year Ended December 31, 2011		
		Revenues	% of Total Revenues	
Customer A	Subscription fees/Other revenue	\$ 376,860	81	%
Customer B	Subscription fees/Other revenue	86,685	18	%
Others	Others	3,763	1	%
Total		\$ 467,308	100	%

	Revenue Type	Year Ended December 31, 2010		
		Revenues	% of Total Revenues	
Customer A	Subscription fees/Other revenue	\$ 399,764	39	%
Customer B	Subscription fees/Other revenue	171,107	17	%
Customer C	Professional services	305,000	30	%
Others	Other revenue	153,008	14	%
Total		\$ 1,028,879	100	%

As of December 31, 2011, one customer accounted for 87% of accounts receivable. As of December 31, 2010, one customer accounted for 100% of accounts receivable.

11. EMPLOYEE BENEFIT PLAN

All full time employees who meet certain age and length of service requirements are eligible to participate in the Company's 401(k) Plan. The plan provides for contributions by the Company in such amounts as the Board of Directors may annually determine, as well as a 401(k) option under which eligible participants may defer a portion of their salaries. The Company contributed a total of \$16,346 and \$9,625 to the plan during 2011 and 2010, respectively.

12. SUBSEQUENT EVENTS

Based upon the Nouri Settlement Agreement, and the January 13, 2011, Order Preliminarily Approving Settlement and Providing Notice, the following amounts were paid to the Nouri law firm: the amount of \$75,000 was paid on January 14, 2012 and February 14, 2012.

On January 5, 2012, the Company sold a Note to Atlas in the principal amount of \$350,000, on February 10, 2012, the Company sold a Note to Atlas in the principal amount of \$350,000, and on March 9, 2012, the Company sold a Note to UBP, Union Bancaire Privee in the amount of \$375,000, each due November 14, 2013, upon substantially the same terms and conditions as the previously issued Notes.

F-24

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Not applicable.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Interim Chief Executive Officer and Chief Financial Officer has evaluated the effectiveness of our disclosure controls and procedures for the quarter ended December 31, 2011. The term “disclosure controls and procedures,” as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company’s management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, as ours are designed to do, and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on such evaluation our Interim Chief Executive Officer and Chief Financial Officer concluded that, as of December 31, 2011, our disclosure controls and procedures were effective at the reasonable assurance level.

Changes in Internal Control Over Financial Reporting

We routinely review our internal control over financial reporting and from time to time make changes intended to enhance the effectiveness of our internal control over financial reporting.

We will continue to evaluate the effectiveness of our disclosure controls and procedures and internal control over financial reporting on an ongoing basis and will take action as appropriate. There has been no change to our internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act, during the three months ended December 31, 2011 that has materially affected, or that is reasonably likely to materially affect, our internal control over financial reporting.

Management’s Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Our internal control system was designed to provide reasonable assurance to our management and Board of Directors regarding the preparation and fair presentation of published financial statements.

Our internal control over financial reporting includes those policies and procedures that:

- (i) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets;
- (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts

and expenditures are being made only in accordance with authorizations of our management and directors; and

- (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

In making the assessment of internal control over financial reporting, our management used the criteria issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control-Integrated Framework. Based on that assessment and those criteria, management believes that our internal control over financial reporting was effective as of December 31, 2011.

A material weakness is a deficiency or a combination of deficiencies in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

ITEM 9B.
OTHER
INFORMATION

None.

PART III

Information called for in Items 10, 11, 12, 13, and 14 is incorporated by reference from our definitive Proxy Statement relating to our Annual Meeting of Stockholders, which will be filed with the SEC within 120 days after the end of fiscal 2011.

ITEM 10.
DIRECTORS,
EXECUTIVE
OFFICERS AND
CORPORATE
GOVERNANCE

ITEM 11.
EXECUTIVE
COMPENSATION

ITEM 12.
SECURITY
OWNERSHIP OF
CERTAIN
BENEFICIAL
OWNERS AND
MANAGEMENT
AND RELATED
STOCKHOLDER
MATTERS

ITEM 13.
CERTAIN
RELATIONSHIPS
AND RELATED
TRANSACTIONS,
AND DIRECTOR
INDEPENDENCE

ITEM 14.
PRINCIPAL
ACCOUNTING
FEES AND
SERVICES

PART IV

ITEM 15.
EXHIBITS,
FINANCIAL
STATEMENT
SCHEDULES

(a)(1) and (2). The financial statements and report of our independent registered public accounting firm are filed as part of this report (see “Index to Financial Statements,” at Part II, Item 8). The financial statement schedules are not included in this Item as they are either not applicable or are included as part of the financial statements.

(a)(3) The following exhibits have been or are being filed herewith and are numbered in accordance with Item 601 of Regulation S-K:

Exhibit No. Description

3.1	Amended and Restated Certificate of Incorporation (incorporated herein by reference to Exhibit 3.1 to our Registration Statement on Form SB-2, as filed with the SEC on September 30, 2004)
3.2	Sixth Amended and Restated Bylaws (incorporated herein by reference to Exhibit 3.1 to our Current Report on Form 8-K, as filed with the SEC on January 20, 2010)
4.1	Specimen Common Stock Certificate (incorporated herein by reference to Exhibit 4.1 to our Registration Statement on Form SB-2, as filed with the SEC on September 30, 2004)
4.2	Convertible Secured Subordinated Note Purchase Agreement, dated November 14, 2007, by and among Smart Online, Inc. and certain investors (incorporated herein by reference to Exhibit 4.1 to our Quarterly Report on Form 10-Q, as filed with the SEC on November 14, 2007)
4.3	Form of Convertible Secured Subordinated Promissory Note (incorporated herein by reference to Exhibit 4.2 to our Quarterly Report on Form 10-Q, as filed with the SEC on November 14, 2007)
4.4	First Amendment to Convertible Secured Subordinated Note Purchase Agreement, dated August 12, 2008, by and among Smart Online, Inc. and certain investors (incorporated herein by reference to Exhibit 4.1 to our Quarterly Report on Form 10-Q, as filed with the SEC on November 12, 2008)
4.5	Second Amendment and Agreement to Join as a Party to Convertible Secured Subordinated Note Purchase Agreement and Registration Rights Agreement, dated November 21, 2008, by and among Smart Online, Inc. and certain investors (incorporated herein by reference to Exhibit 4.5 to our Annual Report on Form 10-K, as filed with the SEC on March 30, 2009)
4.6	Third Amendment to Convertible Secured Subordinated Note Purchase Agreement and Registration Rights Agreement and Amendment to Convertible Secured Subordinated Promissory Notes, dated February 24, 2009, by and among Smart Online, Inc. and certain investors (incorporated herein by reference to Exhibit 4.6 to our Annual Report on Form 10-K, as filed with the SEC on March 30, 2009)
4.7	Form of Convertible Secured Subordinated Promissory Note to be issued post January 2009 (incorporated herein by reference to Exhibit 4.7 to our Annual Report on Form 10-K, as filed with the

SEC on March 30, 2009)

- 4.8 Fourth Amendment to Convertible Secured Subordinated Note Purchase Agreement, Second Amendment to Convertible Secured Subordinated Promissory Notes and Third Amendment to Registration Rights Agreement, dated March 5, 2010, by and among Smart Online, Inc. Atlas Capital S.A. and Crystal Management Ltd. (incorporated herein by reference to Exhibit 99.1 to our Current Report on Form 8-K, as filed with the SEC on March 8, 2010).
- 4.9 Form of Convertible Secured Subordinated Promissory Note to be issued post March 5, 2010 (incorporated herein by reference to Exhibit 99.1 to our Current Report on Form 8-K, as filed with the SEC on March 8, 2010).
- 10.1* 2004 Equity Compensation Plan (incorporated herein by reference to Exhibit 10.1 to our Registration Statement on Form SB-2, as filed with the SEC on September 30, 2004)
- 10.2* Form of Incentive Stock Option Agreement under 2004 Equity Compensation Plan (incorporated herein by reference to Exhibit 10.2 to our Annual Report on Form 10-K, as filed with the SEC on July 11, 2006)
- 10.3* Form of Incentive Stock Option Agreement under Smart Online, Inc.'s 2004 Equity Compensation Plan (incorporated herein by reference to Exhibit 10.7 to our Quarterly Report on Form 10-Q, as filed with the SEC on May 15, 2007)
- 10.4* Form of Non-Qualified Stock Option Agreement under 2004 Equity Compensation Plan (incorporated herein by reference to Exhibit 10.3 to our Annual Report on Form 10-K, as filed with the SEC on July 11, 2006)

- 10.5* Form of Non-Qualified Stock Option Agreement under Smart Online, Inc.'s 2004 Equity Compensation Plan (incorporated herein by reference to Exhibit 10.8 to our Quarterly Report on Form 10-Q, as filed with the SEC on May 15, 2007)
- 10.6* Form of revised Non-Qualified Stock Option Agreement under Smart Online, Inc.'s 2004 Equity Compensation Plan (incorporated herein by reference to Exhibit 10.6 to our Annual Report on Form 10-K, as filed with the SEC on April 15, 2010)
- 10.7* Form of Restricted Stock Agreement under Smart Online, Inc.'s 2004 Equity Compensation Plan (incorporated herein by reference to Exhibit 10.6 to our Quarterly Report on Form 10-Q, as filed with the SEC on May 15, 2007)
- 10.8* Form of Restricted Stock Award Agreement (for Employees) under Smart Online, Inc.'s 2004 Equity Compensation Plan (incorporated herein by reference to Exhibit 10.1 to our Current Report on Form 8-K, as filed with the SEC on August 21, 2007)
- 10.9* Form of Restricted Stock Agreement for Employees (incorporated herein by reference to Exhibit 10.1 to Amendment No. 1 to our Current Report on Form 8-K, as filed with the SEC on February 11, 2008)
- 10.10* Form of Restricted Stock Agreement (Non-Employee Director) under Smart Online, Inc.'s 2004 Equity Compensation Plan (incorporated herein by reference to Exhibit 10.1 to our Current Report on Form 8-K, as filed with the SEC on May 31, 2007)
- 10.11* Form of Restricted Stock Agreement (Non-Employee Directors) (incorporated herein by reference to Exhibit 10.3 to our Current Report on Form 8-K, as filed with the SEC on December 3, 2007)
- 10.12* Form of revised Restricted Stock Agreement under Smart Online, Inc.'s 2004 Equity Compensation Plan (Non-Employee Director) (incorporated herein by reference to Exhibit 10.12 to our Annual Report on Form 10-K, as filed with the SEC on April 15, 2010)
- 10.13* Cash Bonus Program (incorporated herein by reference to Exhibit 10.4 to our Current Report on Form 8-K, as filed with the SEC on December 3, 2007)
- 10.14* Equity Award Program (incorporated herein by reference to Exhibit 10.5 to Amendment No. 1 to our Current Report on Form 8-K, as filed with the SEC on February 11, 2008)
- 10.15* Smart Online, Inc. Revised Board Compensation Policy, effective March 26, 2010 (incorporated herein by reference to Exhibit 10.21 to our Annual Report on Form 10-K, as filed with the SEC on April 15, 2010)
- 10.16* Indemnification Agreement, dated April 14, 2006, by and between Smart Online, Inc. and Tom Furr (incorporated herein by reference to Exhibit 10.44 to our Annual Report on Form 10-K, as filed with the SEC on July 11, 2006)
- 10.17 Warrant to Purchase Common Stock of Smart Online, Inc., and Registration Rights Agreement, dated February 27, 2007, by and between Smart Online, Inc. and Canaccord Adams Inc. (incorporated herein by reference to Exhibit 10.47 to our Registration Statement on Form S-1, as filed with the SEC on April 3, 2007)

10.18

Registration Rights Agreement, dated November 14, 2007, by and among Smart Online, Inc. and certain investors (incorporated herein by reference to Exhibit 10.6 to our Quarterly Report on Form 10-Q, as filed with the SEC on November 14, 2007)

10.19 Security Agreement, dated November 14, 2007, among Smart Online, Inc. and Doron Roethler, as agent for certain investors (incorporated herein by reference to Exhibit 10.7 to our Quarterly Report on Form 10-Q, as filed with the SEC on November 14, 2007)

- 10.20 Web Services Agreement dated October 10, 2010, between UR Association, LLC and Smart Online, Inc. (incorporated herein by reference to Exhibit 10.23 to our Annual Report on Form 10-K, as filed with the SEC on March 31, 2011)
- 10.21 Office Lease Agreement dated May 1, 2010, between Smart Online, Inc. and Nottingham Hall LLC (incorporated herein by reference to Exhibit 10.24 to our Annual Report on Form 10-K, as filed with the SEC on March 31, 2011)
- 10.22 Promissory Note dated December 6, 2010, made by Smart Online, Inc. for the benefit of Israel Discount Bank of New York, as lender (incorporated herein by reference to Form 8-K, as filed with the SEC on December 6, 2010)
- 10.23 Letter Agreement for \$6,500,000.00 Term Facility dated December 6, 2010, by Israel Discount Bank of New York, and agreed and accepted by Smart Online, Inc. (incorporated herein by reference to Form 8-K, as filed with the SEC on December 6, 2010)
- 10.24 First Amendment to Office Lease Agreement dated April 28, 2011, between Smart Online, Inc. and Nottingham Hall LLC.
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