
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of June 2014
Commission File Number: 001-35284

Ellomay Capital Ltd.

(Translation of registrant's name into English)

9 Rothschild Blvd., Tel Aviv 6688112, Israel
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F ☒

Form 40-F ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ____

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ____

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes ☐

No ☒

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- _____

THE IFRS FINANCIAL RESULTS INCLUDED IN EXHIBIT 99.1 OF THIS FORM 6-K ARE HEREBY INCORPORATED BY REFERENCE INTO THE REGISTRANT'S REGISTRATION STATEMENTS ON FORM F-3 (NOS. 333-144171) AND FORM S-8 (NOS. 333-187533, 333-102288 AND 333-92491), AND TO BE A PART THEREOF FROM THE DATE ON WHICH THIS REPORT IS SUBMITTED, TO THE EXTENT NOT SUPERSEDED BY DOCUMENTS OR REPORTS SUBSEQUENTLY FILED OR FURNISHED.

This Report on Form 6-K of Ellomay Capital Ltd. consists of the following document, which is attached hereto and incorporated by reference herein:

99.1 Press Release: "Ellomay Capital Reports First Quarter 2014 Results," dated June 30, 2014.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Ellomay Capital Ltd.

By: /s/ Kalia Weintraub

Kalia Weintraub

Chief Financial Officer

Dated: June 30, 2014



Ellomay Capital Reports First Quarter 2014 Results

Tel-Aviv, Israel, June 30, 2014 – **Ellomay Capital Ltd.** (NYSE MKT: ELLO; TASE: ELOM) (“**Ellomay**” or the “**Company**”) an emerging operator in the renewable energy and energy infrastructure sector, today reported its unaudited financial results for the three month period ended March 31, 2014.

Financial Highlights

- Revenues were approximately \$2.9 million for the three months ended March 31, 2014, and represent seasonal revenues for the winter months of January through March, with significantly lower photovoltaic energy production.
- General and administrative expenses were approximately \$1.2 million for the three months ended March 31, 2014, including nonrecurring expenses in the amount of approximately \$0.4 million, such as payment of bonuses to employees.
- Adjusted EBITDA was approximately \$0.8 million for the three months ended March 31, 2014.
- Financial expenses, net were approximately \$1.4 million for the three months ended March 31, 2014, including interest accrued on the Company’s Series A Debentures issued in January 2014.
- Share of losses of equity accounted investees was approximately \$0.3 million for the three months ended March 31, 2014, primarily due to expenses in connection with the delay in the commencement of operations of the power plant operated by Dorad Energy Ltd., a Company investee (“**Dorad**”).
- Total comprehensive loss was approximately \$1.8 million in the three months ended March 31, 2014.
- Net cash used in operating activities was approximately \$0.4 million for the three months ended March 31, 2014, reflecting the collection of revenues for the winter months of November 2013 – January 2014.
- During the three months ended March 31, 2014, the Company extended an additional aggregate amount of approximately \$3.9 million to Dori Energy Ltd. in connection with Dorad’s funding requirements from Dori Energy pursuant to the agreement between Dorad and its shareholders.
- In May 2014 Ellomay PV Two S.r.l., a wholly-owned Italian subsidiary of the Company, provided a notice to Unicredit S.p.A of its intention to voluntary repay its loan amounting to approximately EUR 4.8 million (approximately \$6.6 million) as of March 31, 2014. The notice of early repayment was provided as this loan was under terms less beneficial to the Company compared to alternative financing resources.
- As of June 15, 2014, the Company held approximately \$22.7 million in cash and cash equivalents and approximately \$6.3 million in restricted cash.
- On June 22, 2014, the Company completed the issuance of NIS 80,341,000 Series A Debentures to Israeli classified investors in a private placement, in consideration for gross proceeds of approximately NIS 81.1 million (approximately \$23.5 million), reflecting a price of NIS 1.01 per NIS 1 principal amount. The gross proceeds include an amount of approximately NIS 1.7 million (approximately US\$0.5) that represents the first interest payment due on these additional Series A Debentures on June 30, 2014.

Ran Fridrich, CEO and a board member of Ellomay commented: “Ellomay is providing its quarterly results for the first time. The results are in line with the Company's expectations and present a standard winter quarter. Ellomay continues to seek attractive investment opportunities. In May 2014 we were able to execute a binding letter of intent for an additional approximate 5.6 MWp transaction in the Spanish market. We believe such efforts will enable Ellomay to continue and maximize shareholder value.”

Information for the Company's Series A Debenture Holders

As of March 31, 2014 (prior to the June 2014 expansion of the Series A Debentures), the Company's Net Financial Debt (as such term is defined in the Series A Debentures Deed of Trust) was approximately \$9.2 million (consisting of approximately \$22.8 million of short-term and long-term debt from banks and other interest bearing financial obligations and approximately \$32.9 million in connection with January 2014 Series A Debentures issuance, net of approximately \$27 million of cash and cash equivalents and net of approximately \$19.5 million of project finance and related hedging transactions of the Company's subsidiaries).

Use of NON-IFRS Financial Measures

Adjusted EBITDA is a non-IFRS measure and is defined as earnings before financial expenses, net, gain on bargain purchase, financial expenses, net, taxes, depreciation and amortization. The Company presents this measure in order to enhance the understanding of the Company's historical financial performance and to enable comparability between periods. While the Company considers Adjusted EBITDA to be an important measure of comparative operating performance, Adjusted EBITDA should not be considered in isolation or as a substitute for net income or other statement of operations or cash flow data prepared in accordance with IFRS as a measure of profitability or liquidity. Adjusted EBITDA does not take into account the Company's commitments, including capital expenditures, and restricted cash and, accordingly, is not necessarily indicative of amounts that may be available for discretionary uses. Not all companies calculate Adjusted EBITDA in the same manner, and the measure as presented may not be comparable to similarly-titled measures presented by other companies. The Company's Adjusted EBITDA may not be indicative of the historic operating results of the Company; nor is it meant to be predictive of potential future results. The Company uses the term "Adjusted EBITDA" to highlight the fact that for the year ended December 31, 2013 the Company deducted the gain on bargain purchase from the net income. The Adjusted EBITDA is otherwise fully comparable to EBITDA information which has been previously provided for prior periods. See the reconciliation between the net income (loss) and the Adjusted EBITDA presented at the end of this Press Release.

About Ellomay Capital Ltd.

Ellomay is an Israeli based company whose shares are registered with the NYSE MKT, under the trading symbol "ELLO" and with the Tel Aviv Stock Exchange under the trading symbol "ELOM." Since 2009, Ellomay Capital focuses its business in the energy and infrastructure sectors worldwide. Ellomay (formerly Nur Macroprinters Ltd.) previously was a supplier of wide format and super-wide format digital printing systems and related products worldwide, and sold this business to Hewlett-Packard Company during 2008 for more than \$100 million.

To date, Ellomay has evaluated numerous opportunities and invested significant funds in the renewable, clean energy and natural resources industries in Israel, Italy and Spain, including:

- Approx. 22.6MW of photovoltaic power plants in Italy and 85% of 2.3MW of photovoltaic power plant in Spain;
- 7.5% indirect interest, with an option to increase its holdings to 9.375%, in Dorad Energy Ltd. Israel's largest private power plant, with production capacity of approximately 800 MW, representing about 8% of Israel's total current electricity consumption;

Ellomay Capital is controlled by Mr. Shlomo Nehama, Mr. Hemi Raphael and Mr. Ran Fridrich.

Mr. Nehama is one of Israel's prominent businessmen and the former Chairman of Israel's leading bank, Bank Hapoalim, and Messrs. Raphael and Fridrich both have vast experience in financial and industrial businesses. These controlling shareholders, along with Ellomay's dedicated professional management, accumulated extensive experience in recognizing suitable business opportunities worldwide. The expertise of Ellomay's controlling shareholders and management enables the company to access the capital markets, as well as assemble global institutional investors and other potential partners. As a result, Ellomay is capable of considering significant and complex transactions, beyond its immediate financial resources.

For more information about Ellomay, visit <http://www.ellomay.com>.

Information Relating to Forward-Looking Statements

This press release contains forward-looking statements that involve substantial risks and uncertainties, including statements that are based on the current expectations and assumptions of the Company's management. All statements, other than statements of historical facts, included in this press release regarding the Company's plans and objectives, expectations and assumptions of management are forward-looking statements. The use of certain words, including the words "estimate," "project," "intend," "expect," "believe" and similar expressions are intended to identify forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The Company may not actually achieve the plans, intentions or expectations disclosed in the forward-looking statements and you should not place undue reliance on the Company's forward-looking statements. Various important factors could cause actual results or events to differ materially from those that may be expressed or implied by our forward-looking statements including changes in regulation, seasonality of the PV business and market conditions. These and other risks and uncertainties associated with the Company's business are described in greater detail in the filings the Company makes from time to time with Securities and Exchange Commission, including its Annual Report on Form 20-F. The forward-looking statements are made as of this date and the Company does not undertake any obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.

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Condensed Consolidated Statements of Financial Position as at

	March 31, 2014 (Unaudited)	December 31, 2013 (Audited)
	US\$ in thousands	
Assets		
Current assets		
Cash and cash equivalents	27,038	9,738
Short-term deposits	-	2,653
Restricted cash	1,852	5,653
Trade receivables	184	134
Other receivables and prepaid expenses	5,185	4,357
	<u>34,259</u>	<u>22,535</u>
Non-current assets		
Investments in equity accounted investees	28,074	24,601
Financial asset	455	389
Property, plant and equipment	92,520	93,671
Restricted cash	4,320	4,315
Other assets	1,637	1,419
	<u>127,006</u>	<u>124,395</u>
Total assets	<u>161,265</u>	<u>146,930</u>
Liabilities and Equity		
Current liabilities		
Loans and borrowings	1,825	19,454
Current maturities of debentures	3,327	-
Trade payable	1,924	2,154
Accrued expenses and other payables	5,915	5,311
	<u>12,991</u>	<u>26,919</u>
Non-current liabilities		
Finance lease obligations	6,724	6,814
Long-term bank loans	10,941	11,050
Other long-term liabilities	3,041	2,386
Debentures	29,598	-
	<u>50,304</u>	<u>20,250</u>
Total liabilities	<u>63,295</u>	<u>47,169</u>
Equity		
Share capital	26,180	26,180
Share premium	76,932	76,932
Treasury shares	(522)	(522)
Reserves	4,264	4,154
Accumulated deficit	(8,918)	(7,011)
Total equity attributed to shareholders of the Company	97,936	99,733
Non-Controlling Interest	34	28
Total equity	<u>97,970</u>	<u>99,761</u>
Total liabilities and equity	<u>161,265</u>	<u>146,930</u>

Condensed Consolidated Interim Statements of Comprehensive Income (loss)

	For the three Months ended March 31, 2014 (Unaudited)	For the Year ended December 31, 2013 (Audited)
	US\$ thousands (except per share amounts)	
Revenues	2,894	12,982
Operating expenses	647	2,381
Depreciation expenses	1,303	4,021
Gross profit	944	6,580
General and administrative expenses	1,172	3,449
Gain on bargain purchase	-	10,237
Operating (loss) profit	(228)	13,368
Financing income	158	204
Financial income (expenses) in connection with derivatives, net	(673)	1,501
Financing expenses	(921)	(4,201)
Financing income (expenses), net	(1,436)	(2,496)
Company's share of losses of investees accounted for at equity	(281)	(540)
Profit (loss) before taxes on income	(1,945)	10,332
Tax benefit (taxes on income)	44	(245)
Net income (loss) for the period	(1,901)	10,087
Income (loss) attributable to:		
Shareholders of the Company	(1,907)	10,068
Non-controlling interests	6	19
Net income (loss) for the period	(1,901)	10,087
Other comprehensive income :		
Foreign currency translation adjustments	110	6,038
Total other comprehensive income	110	6,038
Total comprehensive income (loss) for the period	(1,791)	16,125
Income (Loss) per share		
Basic Income (Loss) per share	(0.18)	0.94
Diluted Income (Loss) per share	(0.18)	0.94

Condensed Consolidated Interim Statements of Changes in Equity

	Attributable to shareholders of the Company							
	Share capital	Share premium	Accumulated deficit	Treasury shares	Translation reserve from Foreign Operations	Total	Non-controlling interests	Total Equity
	US\$ in thousands							
Balance as at January 1, 2013	26,180	76,410	(17,079)	(522)	(1,884)	83,105	9	83,114
Profit for the year	-	-	10,068	-	-	10,068	19	10,087
Other comprehensive income	-	-	-	-	6,038	6,038	*	6,038
Total comprehensive income	-	-	10,068	-	6,038	16,106	19	16,125
Transactions with owners of the Company, recognized directly in equity:								
Cost of share-based payments	-	522	-	-	-	522	-	522
Balance as at December 31, 2013	<u>26,180</u>	<u>76,932</u>	<u>(7,011)</u>	<u>(522)</u>	<u>4,154</u>	<u>99,733</u>	<u>28</u>	<u>99,761</u>
	Attributable to owners of the Company							
	Share capital	Share premium	Accumulated deficit	Treasury shares	Translation reserve from Foreign Operations	Total	Non-controlling interests	Total Equity
	US\$ in thousands							
For the three months ended March 31, 2014 (unaudited)								
Balance as at January 1, 2014	26,180	76,932	(7,011)	(522)	4,154	99,733	28	99,761
Loss for the Period	-	-	(1,907)	-	-	(1,907)	6	(1,901)
Other comprehensive income	-	-	-	-	110	110	-	110
Total comprehensive income(loss)	-	-	(1,907)	-	110	(1,797)	6	(1,791)
Balance as at March 31, 2014	<u>26,180</u>	<u>76,932</u>	<u>(8,918)</u>	<u>(522)</u>	<u>4,264</u>	<u>97,936</u>	<u>34</u>	<u>97,970</u>

Condensed Consolidated Interim Statements of Cash Flows

	For the three Months ended March 31, 2014 (Unaudited)	For the year ended December 31, 2013 (Audited)
	US\$ in thousands	
Cash flows from operating activities		
Net income (loss)	(1,901)	10,087
<u>Adjustments for:</u>		
Financing expenses, net	1,436	2,496
Gain on bargain purchase	-	(10,237)
Depreciation	1,303	4,021
Cost of share-based payment	-	522
Company's share of losses of investee accounted for at equity	281	540
Decrease (increase) in trade receivables	(49)	218
Decrease (increase) in other receivables and prepaid expenses	(962)	1,783
Decrease in other assets	1	12
Increase (decrease) in accrued severance pay, net	(28)	22
Increase (decrease) in accounts payable	(155)	376
Increase (decrease) in other payables and accrued expenses	233	(1,450)
Taxes on income (Tax benefit)	(159)	245
Taxes on income paid	-	(458)
Interest received	16	137
Interest paid	(409)	(1,925)
	<u>1,508</u>	<u>(3,698)</u>
Net cash provided by (used in) operating activities	<u>(393)</u>	<u>6,389</u>

Condensed Consolidated Interim Statements of Cash Flows (cont'd)

	For the three Months ended March 31, 2014 (Unaudited) US\$ in thousands	For the year ended December 31, 2013 (Audited)
Cash flows from investing activities:		
Purchase of property and equipment	(92)	(9,152)
Acquisition of subsidiary, net of cash acquired	-	(30,742)
Investment in equity accounted investees	(3,861)	(4,372)
Proceeds from deposits, net	2,652	137
Settlement of forward contract	-	(169)
Deposit from restricted cash, net	3,801	1,519
Net cash provided by (used in) investing activities	2,500	(42,779)
Cash flows from financing activities:		
Repayment of long-term loans and financial lease obligation	(17,835)	(7,818)
Proceeds from debentures and loans, net	32,762	17,692
Net cash provided by financing activities	14,927	9,874
Exchange differences on balances of cash and cash equivalents	266	462
Increase (decrease) in cash and cash equivalents	17,300	(26,054)
Cash and cash equivalents at the beginning of period	9,738	33,292
Cash and cash equivalents at the end of the period	27,038	7,238

Reconciliation of Net income (loss) to Adjusted EBITDA (in US\$ thousands)

	For the three Months ended March 31, 2014	For the year ended December 31, 2013
	Unaudited	Unaudited
Net income (loss) for the period	(1,907)	10,068
Financing expenses (income), net	1,436	2,496
Gain on bargain purchase	-	(10,237)
Taxes on income (benefit)	(44)	245
Depreciation	1,303	4,021
Adjusted EBITDA	788	6,593