
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 October 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- _____

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 Investor Presentation that was uploaded to the Registrant's website on October 23, 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/ Ran Fridrich
Ran Fridrich
Chief Executive Officer and Director

Dated: October 23, 2014

ellomay





CAPITAL LIMITED

NYSE MKT: ELLO




Disclaimer

General:

-  The information contained in this presentation is subject to, and must be read in conjunction with, all other publically available information, including our Annual Report on Form 20-F for the year ended December 31, 2013, and other filings that we make from time to time with the SEC. Any person at any time acquiring securities must do so only on the basis of such person's own judgment as to the merits or the suitability of the securities for its purpose and only based on such information as is contained in such public filings, after having taken all such professional or other advice as it considers necessary or appropriate in the circumstances and not in reliance on the information contained in the presentation. In making this presentation available, we give no advice and make no recommendation to buy, sell or otherwise deal in our shares or in any other securities or investments whatsoever. We do not warrant that the information is either complete or accurate, nor will we bear any liability for any damage or losses that may result from any use of the information.
-  Neither this presentation nor any of the information contained herein constitute an offer to sell or the solicitation of an offer to buy any securities. No offering of securities shall be made in the United States except pursuant to registration under the U.S. Securities Act of 1933, as amended, or an exemption therefrom. No offering of securities shall be made in Israel except pursuant to an effective prospectus under the Israeli Securities Law, 1968 or an exemption from the prospectus requirements under such law.
-  Historical facts and past operating results are not intended to mean that future performances or results for any period will necessarily match or exceed those of any prior year.
-  This presentation and the information contained herein are the sole property of the company and cannot be published, circulated or otherwise used in any way without our express prior written consent.

Information Relating to Forward-Looking Statements:

-  This presentation contains forward-looking statements that involve substantial risks and uncertainties. All statements, other than statements of historical facts, included in this presentation regarding our plans and the objectives 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 and the Israeli Securities Law, 1968. We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements and you should not place undue reliance on our 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. These risks and uncertainties associated with our business are described in greater detail in the filings we make from time to time with SEC, including our Annual Report on Form 20-F. The forward-looking statements are made as of this date and we do not undertake any obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.

Corporate Profile

NYSE MKT; TASE	ELLO
Share Price (10/6/14)	\$9.56
Market Cap (10/6/14)	\$96.03 M
Shares Outstanding	10.7 M
FY 2013 Revenue	\$13.0 M
FY 2013 EBITDA*	\$15.3 M
Revenue for the six months ended June 30, 2014	\$7.5 M
EBITDA for the six months ended June 30, 2014 *	\$4.7 M
Cash (6/30/14)	\$43 M

*See appendix A

Company Overview

Ellomay operates in the energy and infrastructure sectors, including renewable and clean energy, and aims to exploit attractive yield to risk ratios.

Current management/controlling shareholders took control of a public shell with approximately \$80M of cash and began investing/operating in the energy and infrastructure sectors in 2010. In January 2014, the Company raised \$34.3 million by issuing 10-year, 4.6% debentures in Israel to add to the capital base for investments. In June 2014, the Company expanded the Series A Debentures in a private placement to Israeli classified investors, in consideration for \$23 million.

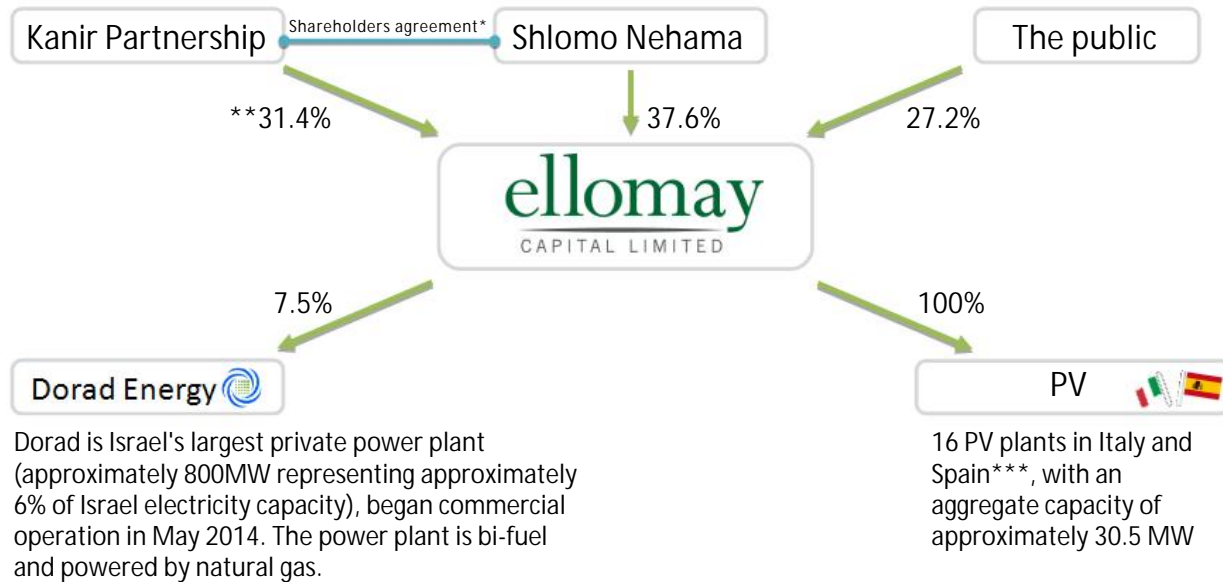
Asset Summary:

- Italy -- 12 PV Plants, totaling installed capacity of approximately 22,635 kWp, currently estimated annual revenues of approximately EUR 10 million.
- Spain -- 3 PV Plants, totaling installed capacity of approximately 5,613 KWp and 85% of a PV Plant, totaling installed capacity of approximately 2,275 kWp, currently estimated annual revenues of approximately EUR 3 million.
- Dorad -- 7.5% interest in a 800 MW Bi-Fuel/Natural Gas Power Station (about 6% of Israel's power capacity), with an option to increase holdings to approximately 9.4% interest.

History:



Corporate Structure



*Mr. Shlomo Nehama owns the shares of Ellomay directly and indirectly. A shareholders agreement was signed between Kanir partnership and a company controlled by Shlomo Nehama that holds 33.2% of Ellomay's shares** Kanir partnership is controlled by Mr. Ran Fridrich and Mr. Hemi Raphael. Kanir's holdings percentage includes holdings by Ran Fridrich and Hemi Raphael directly and indirectly of 1.1% and 4.3%, respectively. Mor brothers who hold the shares of one of Kanir's limited partners, hold 3.8% directly and indirectly (through Bonstar). *** Ellomay owns 85% of one of the Spanish PV plants (with an aggregate installed capacity of approximately 2.3 MW).

Portfolio Summary

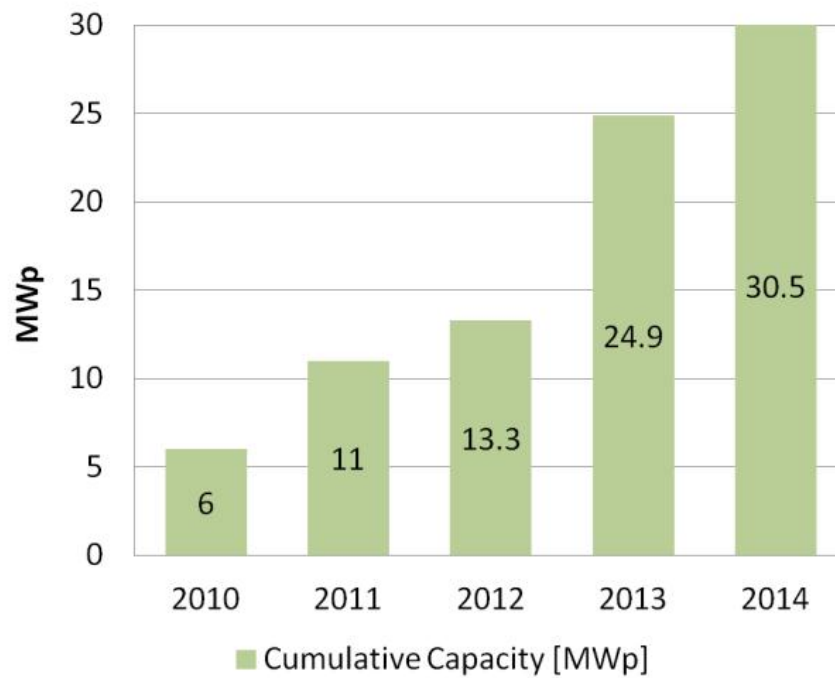
	Spain (PV)	Italy (PV)	Israel
Nominal Capacity	7,888 kWp	22,635 kWp	800 MW
% Ownership	85%-100%	100%	7.5%*
Cost of Property, Plant and Equipment as of June 30, 2014	~ \$7.6 M ***	~ \$96.8 M	
Total capital expenditure in connection with the investment in Dorad as of June 30, 2014			~ \$30.7 M**
License Expiration	2040-2041	~ 2031	2034
# of Power Plants	4	12	1

* Ellomay has an option to increase its indirect holdings to approximately 9.4%

** Ellomay's part of the total investment in the Dorad power plant (overall Capex of the plant is approximately \$1.2 Billion)

***Excluding the purchase price of 3 PV Plants acquired in July 2014 for an aggregate consideration of Euro 9.5 million (approximately \$13 million), subject to certain purchase price adjustments.

Growing Capacity of Ellomay's PV Portfolio



Italian PV Market

The Italian government adopted the European most common incentive scheme- Feed In Tariff (FiT). The energy authority in Italy (GSE) pays a long-term nominal rate per every kilo-watt hour that is produced by a PV plant on top of the price of electricity the PV plant receives on electricity that is transferred to the grid .

FiT rate depends on:

- Connection date
- Size of the plant
- Location
- The FiT is guaranteed for 20 years, starting at the connection date. *

Italy has high level of radiance in European terms (1,200-1,600 kWh/kWp).

The most attractive regions are in the center and south of Italy, where the radiance is the highest and the regional regulation is less stringent.

* Please see further details below



Italian PV Plants

Project name	Installed Capacity (kWp)	Acquisition Year	Acquisition Cost per MWp (in millions)	Technology	Region	2014 FIT* Eurocent/KWh
Del Bianco	734	2010	2.9€	Fix	Marche	34.57
Costantini	734	2010	2.9€	Fix	Marche	34.57
Giacchè	730	2010	3.8€	Trackers	Marche	34.57
Massaccesi	749	2010	3.8€	Trackers	Marche	34.57
Troia 8	996	2010	3.5€	Fix	Puglia	34.57
Troia 9	996	2010	3.5€	Fix	Puglia	34.57
Galatina	999	2011	3.9€	Fix	Puglia	34.57
Pedale	2,994	2011	3.95€	Trackers	Puglia	28.9
D'angella	931	2011	3.25€	Fix	Puglia	29.1
Acquafresca	948	2011	3.25€	Fix	Puglia	29.1
Soleco	5,924	2013	2.0€	Fix	Veneto	23.8
Tecnoenergy	5,900	2013	2.0€	Fix	Veneto	23.8

* All plants are connected to the Grid. In addition to the FIT payments, the plants are entitled to sell the electricity in the SPOT price, approximately 5 Eurocents/KWh. Pursuant to new Italian legislation adopted in August 2014, a decrease of 7%-8% in the FIT guaranteed to the plants is expected commencing on January 1, 2015 (based on one of the alternatives provided under the new legislation).

PV Plants in Spain

Project name	Location	Installed Capacity (kWp)	Connection Date	Remuneration period	Technology	Date Acquired	Acquisition Cost per MWp (millions)	Expected annual revenues (€ thousand)
Rodríguez I	Murcia	1,675	November 2011	30 years	Fix	July 2014	1.55€	~ 570
Rodríguez II	Murcia	2,690	November 2011	30 years	Fix	July 2014	1.78€	~ 960
Fuente Librilla	Murcia	1,248	June 2011	30 years	Fix	July 2014	1.68€	~ 470
Rinconada II *	Cordoba	2,275	July 2010	30 years	Fix	July 2012	2.40€	~ 800



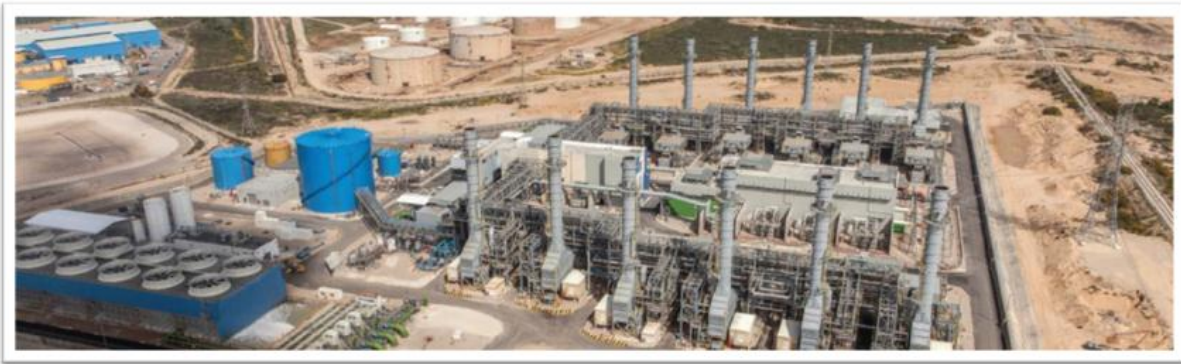
*Ellomay owns 85% of the plant

Dorad Energy

- ✔ Ellomay indirectly holds a 7.5% interest in Dorad, and also holds an option to purchase an additional interest of approximately 1.9%.
- ✔ As of today, Dorad is the largest private power station in Israel, with installed capacity of approximately 800 MW. The station is bi-fuel and powered by natural gas.
- ✔ The cost of the project is approximately US\$ 1.2 billion. The project has secured one of the largest project finance facilities in Israel of over US\$ 1 billion. The financing facility was led by Israel's largest banks and institutional investors.
- ✔ The power station is located in the vicinity of Ashkelon, Israel.



- Electricity is sold directly to end-users and to the national distribution network at competitive rates.
- The station, that was declared a national infrastructure project by the Israeli Prime Minister, is operational and connected to the grid.
- The station was commercially operated and began producing electricity in full capacity in May 2014.



Financial Summary

(US\$ in thousands)	For the year ended December 31 2012	For the year ended December 31 2013	For the 6 months ended June 30, 2014
Revenues	8,890	12,982	7,531
Gross profit	4,219	6,580	2,813
Operating profit (loss)	715	13,368	2,078
Net income (loss) for the period	(2,133)	10,087	(522)
EBITDA *	3,200	16,849	4,693

(US\$ in thousands)	December 31, 2012	December 31, 2013	June 30, 2014
Cash and cash equivalent	33,292	9,738	42,893
Short-term restricted cash	8,085	2,653	318
Long-term restricted cash	3,253	4,315	4,309
Investment in Dorad	19,683	24,990	28,727
Total assets	<u>128,740</u>	<u>146,930</u>	<u>176,464</u>
Total liabilities	<u>45,626</u>	<u>47,169</u>	<u>78,297</u>
Total equity	<u>83,114</u>	<u>99,761</u>	<u>98,167</u>

*See Appendix A

Leadership Team



Shlomo Nehama, Chairman of the Board - Former Chairman of the Board of Bank Hapoalim, the leading bank in Israel, between 1998 and 2007. Mr. Nehama, along with the late Ted Arison, organized the group of American and Israeli investors who purchased the bank from the State of Israel in 1997. During his years at the bank, Bank Hapoalim grew its profits and return on capital, while increasing its balance sheet by over 50% and became Israel's leading bank while expanding to additional markets around the world. Mr. Nehama is a graduate of the Technion - Institute of Technology in Haifa, Israel, where he earned a degree in Industrial Management and Engineering. Mr. Nehama received an honorary doctorate from the Technion for his contribution to the strengthening of the Israeli economy. Mr. Nehama serves as director at several philanthropic academic institutions, on a voluntary basis.

Ran Fridrich, Director and CEO - Mr. Fridrich co-founded the Oristan management group in 2004 and has primary management responsibilities for the Crystal Funds program of CDO Equity Funds including, inter alia, the first Crystal Fund. Mr. Fridrich knowledge of CDOs prompted him to launch a proprietary investment advisory business in 2001 that focuses primarily on CDO investments, fixed-income securities and credit default swap transactions. Prior to starting his investment advisory business, Mr. Fridrich served as the general manager of two packaging and collating companies based in Israel. Mr. Fridrich is a graduate of the Senior Executive Program Faculty Management division at Tel Aviv University. During his military service at the IDF, Mr. Fridrich attained the rank of Colonel.

Hemi Raphael, Director - Mr. Raphael is an entrepreneur and a businessman involved in various real estate and financial investments. Mr. Raphael also serves as a director of Cargal Ltd. since May 2004 and of Dorad Energy Ltd. Prior thereto, from 1984 to 1994, Mr. Raphael was an active lawyer and later partner at the law firm of Goldberg Raphael & Co. Mr. Raphael holds an LLB degree from the School of Law at the Hebrew University of Jerusalem and he is a member of the Israeli Bar Association and the California Bar Association.

Kalia Weintraub, CFO - Ms. Weintraub directly monitors, coordinates, interprets and administers all functional activities and policies related to treasury and finance, budgeting, insurance, financial analysis and accounting. Prior to her appointment as Ellomay CFO, Ms. Weintraub served as our corporate controller from January 2007. Prior to joining Ellomay, Ms. Weintraub worked as a certified public accountant in the High-Tech practice division of the Israeli accounting firm of Kost Forer Gabbay & Kasierer, an affiliate of the international public accounting firm Ernst & Young, from 2005 through 2007. Earlier, she worked at the audit division of the Israeli accounting firm of Brightman Almagor Zohar, an affiliate of the international public accounting firm Deloitte, from 2003 to 2004. Ms. Weintraub holds a B.A. in Economics and Accounting and an M.B.A. from the Tel Aviv University and is licensed as a CPA in Israel.

Investment Summary

1. Diversified base of cash flow generating assets
2. Strong balance sheet and track record of securing non-dilutive financing
3. Focus on small/mid size scale commercial projects with limited capex and operational risks
4. Significant operating leverage as our G&A is not expected to significantly increase with the expansion of our operations
5. Seasoned management team with extensive sector knowledge and access to attractive opportunities
6. Dorad power station located in Israel is expected to provide high margin, recurring cash flows starting in 2015



Appendix A - EBITDA

- Use of NON-IFRS Financial Measures

EBITDA is a non-IFRS measure and is defined as earnings before 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 EBITDA to be an important measure of comparative operating performance, 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. 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 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 EBITDA may not be indicative of the historic operating results of the Company; nor is it meant to be predictive of potential future results.

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

	For the year ended December 31, <u>2012</u>	For the year ended December 31, <u>2013</u>	For the Six Months ended June 30, <u>2014</u> <u>Unaudited</u>
Net income (loss) for the period	(2133)	10,087	(522)
Financing expenses, net	3,627	2,496	2,522
Income tax expenses (benefit)	(1,011)	245	78
Depreciation	2,717	4,021	2,615
EBITDA from continuing operations	3,200	16,849	4,693

Contact



Company

Kalia Weintraub
Chief Financial Officer
Ellomay Capital LTD.
9 Rothschild Blvd., Tel Aviv
Direct: +972-3-7971111
Fax: +972-3-7971122
Email: kaliaw@ellomay.com

Investor Relations

Dustin Salem
Senior Vice President - Western
Region
MZ Group - MZ North America
Direct: 949-259-4998
Mobile: 949-375-4834
dustin.salem@mzgroup.us
www.mzgroup.us

www.ellomay.com

