
**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 2016
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 FORM 6-K IS HEREBY INCORPORATED BY REFERENCE INTO THE REGISTRANT'S REGISTRATION STATEMENTS ON FORM F-3 (NOS. 333-199696 AND 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333-102288 AND 333-92491), AND TO BE A PART THEREOF FROM THE DATE ON WHICH THIS REPORT IS SUBMITTED, TO THE EXTENT NOT SUPERSEDED BY DOCUMENTS OR REPORTS SUBSEQUENTLY FILED OR FURNISHED.

1. On June 23, 2016, Ellomay Capital Ltd. (the "**Company**") announced that the Compensation Committee and Board of Directors of the Company resolved to amend Item 2 and Exhibit A of the proxy statement (the "**Proxy Statement**") previously published in connection with the Company's annual general meeting of shareholders (the "**AGM**") as follows:

(i) Item 2 of the Proxy Statement is hereby amended to include a recommendation by the Compensation Committee and the Board of Directors to revise the section titled "Indemnification, Exemption and Insurance of Directors and Officers" in the Company's Updated Compensation Policy as marked on Exhibit A to the Proxy Statement, as amended.

(ii) Section 8 of Exhibit A to the Proxy Statement is hereby amended and restated as follows:

"8. Indemnification, Exemption and Insurance of Directors and Officers

The Directors and Officers will be covered by a Directors and Officers insurance liability policy, to be periodically purchased by the Company, subject to the requisite approvals under the Companies Law. The Company has granted, and will continue to grant, letters of indemnification and exemption letters to its Directors and Officers, subject to the requisite approvals under the Companies Law; provided, however, that the Company may not in the future provide exemption letters to an Officer or Director for an action or transaction in which a controlling shareholder (as such term is defined in the Companies Law) or any other Officer or Director (including an Officer or Director who is not the Officer or Director the Company has undertaken to exempt) has a personal interest (as such term is defined in the Companies Law).

The aggregate indemnification amount payable by the Company to all indemnified persons, pursuant to indemnification undertakings to be granted to Officers and Directors from the adoption date of this limitation, in respect of any occurrence of the events specified in the exhibit to the indemnification undertaking, shall not exceed 25% of the Company's shareholders' equity according to the latest reviewed or audited consolidated financial statements approved by the Company's Board of Directors prior to the date on which the indemnification amount is paid."

The words proposed to be added are underlined.

Other than described above, no changes were adopted with respect to Item 2 or Exhibit A of the Proxy Statement. For further information with respect to Item 2, please see the Proxy Statement that was furnished to the Securities and Exchange Commission on Form 6-K on May 18, 2016.

Please note that the adjourned AGM in connection with Item 2 will be held on Tuesday, July 5, 2016, at 3:00 p.m., Israel time, at the Company's offices located at 9 Rothschild Boulevard, 2nd Floor, Tel-Aviv 6688112, Israel. Shareholders may continue to use the form of proxy card or deed of vote previously provided with respect to the AGM in connection with their vote regarding the Updated Compensation Policy.

The Company shall deem the votes submitted in connection with the Updated Compensation Policy as incorporating the amendments described herein.

2. The following document is attached hereto and incorporated by reference herein:

Exhibit 99.1 Press Release: "Ellomay Capital Announces Results of 2016 Annual General Meeting of Shareholders; General Meeting Adjourned to July 5, 2016 in connection with Updated Compensation Policy," dated June 22, 2016.

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: June 23, 2016



Ellomay Capital Announces Results of 2016 Annual General Meeting of Shareholders

General Meeting Adjourned to July 5, 2016 in connection with Updated Compensation Policy

Tel-Aviv, Israel, June 22, 2016 – **Ellomay Capital Ltd. (NYSE MKT; TASE: ELLO) (“Ellomay” or the “Company”)**, an emerging operator in the renewable energy and energy infrastructure sector, today announced that at the annual general meeting of the Company’s shareholders held on June 22, 2016 (the “AGM”) the following proposals were adopted and approved by the required majority:

1. Reelection of Shlomo Nehama, Ran Fridrich, Hemi Raphael and Anita Leviant as directors;
2. Approval of a three-year extension of the Management Services Agreement among the Company, Meisaf Blue & White Holdings Ltd. and Kanir Joint Investments (2005) Limited Partnership; and
3. Reappointment of Somekh Chaikin, a member of KPMG International, as the independent auditors of the Company for the fiscal year ending December 31, 2016 and until the next annual general meeting of the Company’s shareholders, and authorization of the Board of Directors to approve, following the approval of the Audit Committee, the remuneration of the independent auditors in accordance with the volume and nature of their services.

In accordance with Section 74 of the Israeli Companies Law, 1999 and the Company’s Articles of Association, the AGM resolved to adjourn the discussion and resolution relating to Item 2 on the agenda of the AGM (in connection with the Company’s updated compensation policy), in order to allow the Company to consider certain comments received from shareholders or on their behalf with respect to this item. The adjourned meeting will be held on Tuesday, July 5, 2016, at 3:00 p.m., Israel time, at the Company’s offices located at 9 Rothschild Boulevard, 2nd Floor, Tel-Aviv 6688112, Israel. Amendments, if any, to the proxy statement published in connection with the AGM will be furnished by the Company to the Securities and Exchange Commission (the “SEC”) on Form 6-K.

For more information, please see the Company’s Notice and Proxy Statement relating to the AGM furnished on Form 6-K to the SEC on May 18, 2016.

About Ellomay Capital Ltd.

Ellomay is an Israeli based company whose shares are registered with the NYSE MKT and with the Tel Aviv Stock Exchange under the trading symbol “ELLO”. 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:

- Approximately 22.6MW of photovoltaic power plants in Italy and approximately 7.9MW of photovoltaic power plants in Spain; and
- 9.375% indirect interest in Dorad Energy Ltd., which owns and operates one of Israel’s largest private power plants with production capacity of approximately 850 MW, representing about 6%-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.

Contact:

Kalia Weintraub
CFO

Tel: +972 (3) 797-1111

Email: anatb@ellomay.com
