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

Form 20-F/A
(Amendment No. 1)

☐ **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, 2014

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**

KENON HOLDINGS LTD.

(Exact name of registrant as specified in its charter)

Singapore
(State or other jurisdiction of
incorporation or organization)

(Company Registration
No. 201406588W)
4911
(Primary Standard Industrial
Classification Code Number)

Not Applicable
(I.R.S. Employer
Identification No.)

1 Temasek Avenue #36-01
Millenia Tower
Singapore 039192
+65 6351 1780

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Copies to:

**Scott V. Simpson
James A. McDonald
Skadden, Arps, Slate, Meagher and Flom (UK) LLP
40 Bank Street
London E14 5DS
Telephone: +44 20 7519 7000
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Securities registered or to be registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Name of Each Exchange on Which Registered</u>
Ordinary Shares, no par value	The New York Stock Exchange

Securities registered or to be registered pursuant to Section 12(g) of the Act: None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

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 a 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 has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). 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. (Check one):

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:

U.S. 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 ☒

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes ☐ No ☐

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EXPLANATORY NOTE

We are filing this Amendment No. 1 to our Annual Report on Form 20-F for the year ended December 31, 2014, which was originally filed with the U.S. Securities and Exchange Commission (the “SEC”) on March 31, 2015 (the “**Original 20-F**”), to incorporate by reference the (i) unaudited consolidated financial statements of Generandes Perú S.A. (“**Generandes**”) as of December 31, 2014 and 2013 and for the years ended December 31, 2014 and 2013 and (ii) audited consolidated financial statements of Generandes as of December 31, 2013, 2012 and 2011 and for the years ended December 31, 2013 and 2012, and the related independent auditors’ report thereon (collectively, the “**Generandes Financial Statements**”), as required by Rule 3-09 of Regulation S-X.

Prior to September 2014, our subsidiary I.C. Power Ltd., through a wholly-owned subsidiary, held a 39% equity interest in Generandes, which held a 54.2% equity interest in the outstanding shares of Edegel S.A.A., a power generation company in Peru. In April 2014, I.C. Power Ltd. agreed to sell its interest in Generandes. In September 2014, I.C. Power Ltd. completed the sale.

Our subsidiary IC Power Pte. Ltd. filed the Generandes Financial Statements in its Registration Statement on Form F-1, filed with the SEC on August 31, 2015 (File No. 333-206667) and amended on November 2, 2015 (the “**Registration Statement**”).

We are amending “*Item 18 – Financial Statements*” of the Original 20-F to incorporate by reference the Generandes Financial Statements from the Registration Statement. We are also amending “*Item 19 – Exhibits*” of the Original 20-F to include as exhibits (i) the Generandes Financial Statements, (ii) the consent of Caipo y Asociados S. Civil de R.L., the independent auditor of Generandes and (iii) newly executed certifications by our Chief Executive Officer and Chief Financial Officer. Except as specifically provided above, this Amendment No. 1 does not amend, update or restate any other items or sections of the Original 20-F and does not reflect events occurring after the filing of the Original 20-F on March 31, 2015. The filing of this Amendment No. 1, and the inclusion of newly executed certifications, should not be understood to mean that any other statements contained in the Original 20-F are true and complete as of any date subsequent to March 31, 2015.

ITEM 18. Financial Statements

Reference is made to pages F-1 through F-148 of the Original 20-F, which are incorporated herein by reference.

The consolidated financial statements of Generandes and the related independent auditors report required by Rule 3-09 of Regulation S-X are incorporated herein by reference to Exhibit 99.1.

ITEM 19. EXHIBITS

Index to Exhibits

<u>Exhibit Number</u>	<u>Description of Document</u>
1.1	Kenon Holdings Ltd.'s Memorandum and Articles of Association (Incorporated by reference to Exhibit 1.1 to Amendment No. 1 to Kenon's Registration Statement on Form 20-F, filed on December 19, 2014)
2.1*	Form of Specimen Share Certificate for Kenon Holdings Ltd.'s Ordinary Shares
2.2	Registration Rights Agreement, dated as of January 7, 2015, between Kenon Holdings Ltd. and Millenium Investments Elad Ltd. (Incorporated by reference to Exhibit 99.5 to Kenon's Report on Form 6-K, furnished to the SEC on January 8, 2015)
2.3	Registration Rights Agreement, dated as of January 7, 2015, between Kenon Holdings Ltd. and Bank Leumi Le-Israel B.M. (Incorporated by reference to Exhibit 99.6 to Kenon's Report on Form 6-K, furnished to the SEC on January 8, 2015)
2.4	Registration Rights Agreement, dated as of January 7, 2015, between Kenon Holdings Ltd. and XT Investments Ltd. (Incorporated by reference to Exhibit 99.7 to Kenon's Report on Form 6-K, furnished to the SEC on January 8, 2015)
4.1	Sale, Separation and Distribution Agreement, dated as of January 7, 2015, between Israel Corporation Ltd. and Kenon Holdings Ltd. (Incorporated by reference to Exhibit 99.2 to Kenon's Report on Form 6-K, furnished to the SEC on January 8, 2015)
4.2	Loan Agreement, dated as of January 7, 2015, between Israel Corporation Ltd. and Kenon Holdings Ltd. (Incorporated by reference to Exhibit 99.3 to Kenon's Report on Form 6-K, furnished to the SEC on January 8, 2015)
4.3	English translation of Natural Gas Supply Agreement, dated as of January 2, 2006, as amended, among Kallpa Generación S.A., Pluspetrol Peru Corporation S.A., Pluspetrol Camisea S.A., Hunt Oil Company of Peru L.L.C. Sucursal del Peru, SK Corporation Sucursal Peruana, Sonatrach Peru Corporation S.A.C., Tecpetrol del Peru S.A.C. and Repsol Exploración Peru Sucursal del Peru (Incorporated by reference to Exhibit 4.3 to Amendment No. 1 to Kenon's Draft Registration Statement on Form 20-F, filed on August 14, 2014)
4.4	English translation of Natural Gas Transportation Agreement, dated as of December 10, 2007, as amended, between Kallpa Generación S.A. and Transportadora de Gas del Peru S.A. (Incorporated by reference to Exhibit 4.4 to Amendment No. 1 to Kenon's Draft Registration Statement on Form 20-F, filed on August 14, 2014)
4.5	Turnkey Engineering, Procurement and Construction Contract, dated as of November 4, 2011, among Cerro del Águila S.A., Astaldi S.p.A. and GyM S.A. (Incorporated by reference to Exhibit 4.5 to Amendment No. 1 to Kenon's Draft Registration Statement on Form 20-F, filed on August 14, 2014)
4.6	English translation of Contract of Concession, dated as of October 23, 2010, as amended, between the Government of Peru and Kallpa Generación S.A., relating to the provision of electric energy services to the public (Incorporated by reference to Exhibit 4.6 to Amendment No. 1 to Kenon's Draft Registration Statement on Form 20-F, filed on August 14, 2014)

<u>Exhibit Number</u>	<u>Description of Document</u>
4.7†	Joint Venture Contract, dated as of February 16, 2007, as amended, between Wuhu Chery Automobile Investment Co., Ltd. and Quantum (2007) LLC (Incorporated by reference to Exhibit 4.7 to Amendment No. 1 to Kenon's Registration Statement on Form 20-F, filed on December 19, 2014)
4.8	Pledge Agreement, dated as of January 7, 2015, between Israel Corporation Ltd. and Kenon Holdings Ltd. (Incorporated by reference to Exhibit 99.4 to Kenon's Report on Form 6-K, furnished to the SEC on January 8, 2015)
4.9*	Indenture, dated as of April 4, 2011, between Inkia Energy Limited, as issuer, and Citibank, N.A. as trustee, relating to Inkia Energy Limited's 8.375% Senior Notes due 2021
4.10*	Facility Agreement, dated as of January 2, 2011, among O.P.C. Rotem Ltd., as borrower, Bank Leumi Le-Israel B.M., as arranger and agent, Bank Leumi Le-Israel Trust Company Ltd., as security trustee, and the senior lenders named therein
4.11*	Credit Agreement, dated as of August 17, 2012, among Cerro del Águila S.A., as borrower, Sumitomo Mitsui Banking Corporation, as administrative agent, and other parties party thereto
8.1*	List of significant subsidiaries of Kenon Holdings Ltd.
12.1**	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer
12.2**	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer
13.1**	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
15.1*	Consent of Somekh Chaikin, a Member Firm of KPMG International, Independent Registered Public Accounting Firm of Kenon Holdings Ltd.
15.2*	Consent of Brightman Almagor Zohar & Co., a Member Firm of Deloitte Touche Tohmatsu, independent auditor of Tower Semiconductor Ltd.
15.3*	Consent of KPMG Huazhen (Special General Partnership), independent auditor of Qoros Automotive Co., Ltd.
15.4**	Consent of Caipo y Asociados S. Civil de R.L., independent auditors of Generandes Perú S.A.
99.1	Unaudited consolidated financial Statements of Generandes Perú S.A. as of December 31, 2014 and 2013 and for the years ended December 31, 2014 and 2013, audited consolidated financial statements of Generandes Perú S.A. as of December 31, 2013, 2012 and 2011 and for the years ended December 31, 2013 and 2012, and the related independent auditors' report thereon (Incorporated by reference to pages F-120 – F-268 of IC Power Pte. Ltd.'s Amendment No. 1 to Registration Statement on Form F-1 (File No. 333-206667), filed on November 2, 2015)

* Previously filed.

** Filed herewith.

† Portions of this exhibit have been omitted pursuant to a request for confidential treatment under Rule 24b-2 of the Exchange Act. Omitted information has been filed separately with the SEC.

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F/A and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

Kenon Holdings Ltd.

By: /s/ Yoav Doppelt

Name: Yoav Doppelt

Title: Chief Executive Officer

Date: March 4, 2016

Certification of the Chief Financial Officer

I, Yoav Doppelt, certify that:

1. I have reviewed this annual report on Form 20-F/A of Kenon Holdings Ltd.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the company and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (c) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: March 4, 2016

By: /s/ Yoav Doppelt

Name: Yoav Doppelt

Title: Chief Executive Officer

Certification of the Chief Financial Officer

I, Tzahi Goshen, certify that:

1. I have reviewed this annual report on Form 20-F/A of Kenon Holdings Ltd.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the company and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (c) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: March 4, 2016

By: /s/ Tzahi Goshen

Name: Tzahi Goshen

Title: Chief Financial Officer

Certification of CEO and CFO Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Annual Report on Form 20-F/A (the “Report”) of Kenon Holdings Ltd. (the “Company”) for the fiscal year ended December 31, 2014 as filed with the U.S. Securities and Exchange Commission (the “SEC”) on the date hereof, Yoav Doppelt, as Chief Executive Officer of the Company, and Tzahi Goshen, as Chief Financial Officer of the Company, each hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Yoav Doppelt

Name: Yoav Doppelt
Title: Chief Executive Officer
Date: March 4, 2016

/s/ Tzahi Goshen

Name: Tzahi Goshen
Title: Chief Financial Officer
Date: March 4, 2016

A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to the Company and will be retained by the Company and furnished to the SEC or its staff upon request.

This certification accompanies the Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934.



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Consent of Independent Auditors

The Board of Directors

Generandes Peru S.A:

We consent to the incorporation by reference in Amendment No. 1 to the December 31, 2014 annual report on Form 20-F and the registration statement on Form S-8 (No. 333-201716) of Kenon Holdings Ltd. of our report dated July 4, 2014, with respect to the consolidated statements of financial position of Generandes Peru S.A. and subsidiaries as of December 31, 2013, 2012 and 2011, and the related consolidated statements of income, comprehensive income, changes in equity and cash flows for the years ended December 31, 2013 and 2012 not included herein, which report appears in the registration statement on Form F-1 (No. 33-206667) of IC Power Pte. Ltd.

A handwritten signature in black ink, appearing to be "H. Rosales", written in a cursive style.

Caipo y Asociados S. Civil de R. L.
Lima, Peru

March 4, 2016

Caipo y Asociados S. Civil de R.L., sociedad civil peruana de responsabilidad limitada y firma miembro de la red de firmas miembro independientes de KPMG afiliadas a KPMG International Cooperative ("KPMG International"), una entidad suiza.

Inscrita en la partida
N° 01681796 del Registro de
Personas Juridicas de Lima.