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 OF THE SECURITIES EXCHANGE ACT OF 1934

For the month of March 2022

Commission File Number 0-19415

MAGIC SOFTWARE ENTERPRISES LTD.

(Translation of Registrant's name into English)

Terminal Center, 1 Yahadut Canada Street, Or-Yehuda, Israel 6037501 (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 \boxtimes Form 40-F \square 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): \square 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): \square

CONTENTS

Quarterly and Full Year Results of Operations

On March 2, 2022, Magic Software Enterprises Ltd. ("we" or "us") announced our financial results for the fourth quarter and full year ended December 31, 2021. A copy of our press release announcing our results is furnished as Exhibit 99.1 to this Report of Foreign Private Issuer on Form 6-K (this "Form 6-K") and is incorporated herein by reference.

The GAAP financial statements appended to this Form 6-K in Exhibit 99.1 are hereby incorporated by reference in our Registration Statements on Form S-8 (SEC File No.'s 333-113552, 333-132221 and 333-149553).

Exhibit No. Title of Exhibit

99.1

Magic Software Reports Fourth Quarter and Full Year 2021 Financial Results with Record-Breaking Annual Revenues of \$480.3 Million Reflecting 29.4% Year Over Year Growth

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.

MAGIC SOFTWARE ENTERPRISES LTD.

By: /s/ Asaf Berenstin
Name: Asaf Berenstin Title: Chief Financial Officer

Dated: March 2, 2022

Magic Software Reports Fourth Quarter and Full Year 2021 Financial Results with Record-Breaking Annual Revenues of \$480.3 Million Reflecting 29.4% Year Over Year Growth

Operating income for the year increased 26.2% year over year to a record breaking \$51.2 million; Non-GAAP operating income for the year increased 27% year over year to a record-breaking \$66.8 million

Or Yehuda, Israel, March 2, 2022 – Magic Software Enterprises Ltd. (NASDAQ and TASE: MGIC), a global provider of IT consulting services and end-to-end integration and application development platforms solutions, announced today its financial results for the fourth quarter and full year ended December 31, 2021.

Summary Results for the Fourth Quarter 2021 (USD in millions, except per share data)

		GAA			AP .				
	Q4	2021	Q	4 2020	% Change	Q4 2021		Q4 2020	% Change
Revenues	\$	133.0	\$	104.6	27.2%	\$ 133.0	\$	104.6	27.2%
Gross Profit	\$	37.4	\$	30.9	21.0%	\$ 38.7	\$	32.5	19.2%
Gross Margin		28.1%		29.5%	(140)bps	29.1%		31.1%	(200)bps
Operating Income	\$	14.3	\$	11.0	30.2%	\$ 19.8	\$	15.3	29.5%
Operating Margin		10.7%		10.5%	20bps	14.9%		14.6%	30bps
Net Income (*)	\$	6.5	\$	6.5	0%	\$ 12.6	\$	10.3	22.5%
Diluted EPS	\$	0.05	\$	0.11	(54.5)%	\$ 0.26	\$	0.21	23.8%

(*) Attributable to Magic Software's shareholders.

Financial Highlights for the Fourth Quarter Ended December 31, 2021

- Revenues for the fourth quarter of 2021 increased 27.2% to a record breaking \$133.0 million compared to \$104.6 million in the same period of the previous year.
- Operating income for the fourth quarter of 2021 increased 30.2% to a record breaking \$14.3 million compared to \$11.0 million in the same period of the previous year. Excluding revaluation of contingent liabilities related to acquisitions, operating income for the fourth quarter of 2021 increased 33.7% to \$16.1 million compared to \$12.1 million in the same period of the previous year.
- Non-GAAP operating income for the fourth quarter of 2021 increased 29.5% to a record breaking \$19.8 million compared to \$15.3 million in the same period of the previous year.
- Net income attributable to Magic Software's shareholders for the fourth quarter of 2021 remained constant at \$6.5 million, or \$0.05 per fully diluted share, compared to \$6.5 million, or \$0.11 per fully diluted share in the same period last year. Diluted earnings per share for the fourth quarter of 2021 and 2020 include a negative impact of \$0.08 and \$0.02, respectively, resulting from accretion of redeemable non-controlling interests, recorded in retained earnings. Excluding the impact of accretion of redeemable non-controlling interests, diluted earnings per share for the fourth quarter of 2021 amounted to \$0.13 compared to \$0.13 in the same period of the previous year.

• Non-GAAP net income attributable to Magic Software's shareholders for the fourth quarter of 2021 increased 22.5% to a record breaking \$12.6 million, or \$0.26 per fully diluted share, compared to \$10.3 million, or \$0.21 per fully diluted share, in the same period of the previous year.

Summary Results for The Year Ended December 31, 2021 (USD in millions, except per share data)

		GAAP				N	on-GAAP	
	2021	2020	% Change		2021		2020	% Change
Revenues	\$ 480.3	\$ 371.2	29.4%	\$	480.3	\$	371.2	29.4%
Gross Profit	\$ 133.0	\$ 109.6	21.4%	\$	139.1	\$	116.1	19.8%
Gross Margin	27.7%	29.5%	(180)bp	S	29.0%		31.3%	(230)bps
Operating Income	\$ 51.2	\$ 40.6	26.2%	\$	66.8	\$	52.6	27.0%
Operating Margin	10.7%	10.9%	(20)bp	S	13.9%		14.2%	(30)bps
Net Income (*)	\$ 29.3	\$ 25.2	16.5%	\$	46.0	\$	37.2	23.5%
Diluted EPS	\$ 0.52	\$ 0.49	6.1%	\$	0.94	\$	0.76	23.7%

(*) Attributable to Magic Software's shareholders.

Financial Highlights for the Year Ended December 31, 2021

- Revenues for the year increased 29.4% to a record breaking \$480.3 million compared to \$371.2 million in the previous year.
- Operating income for the year increased 26.2% to a record breaking \$51.2 million compared to \$40.6 million in the preceding year. Excluding revaluation of contingent liabilities related to acquisitions, operating income for the year increased 29.0% to \$53.7 million compared to \$41.7 million in the preceding period last year.
- Non-GAAP operating income for the year increased 27.0% to a record breaking \$66.8 million compared to \$52.6 million in the previous year.
- Net income attributable to Magic's shareholders for the year increased 16.5% to a record braking \$29.3 million, or \$0.52 per fully diluted share, compared to \$25.2 million, or \$0.49 per fully diluted share in the prior year. Diluted earnings per share for the year includes a negative impact of \$0.08 compared to \$0.02 in the preceding year, resulting from accretion of redeemable non-controlling interests, recorded in retained earnings. Excluding the impact of accretion of redeemable non-controlling interests, diluted earnings per share for the year increased 17.6% to \$0.60 compared to \$0.51 in the prior year.
- Non-GAAP net income attributable to Magic's shareholders for the year increased 23.5% to a record breaking \$46.0 million, or \$0.94 per fully diluted share, compared to \$37.2 million, or \$0.76 per fully diluted share in the previous year.
- Cash flow from operating activities for the year ended December 31, 2021 amounted to \$40.5 million compared to \$52.3 million in the preceding
 year.
- Magic is providing revenue guidance for 2022 of between \$535 million to \$545 million, reflecting annual growth of 11.5% to 13.5%

Declaration of a Cash Dividend for the Second Half of 2021

• In accordance with its dividend distribution policy, Magic Software's board of directors declared a semi-annual cash dividend for the second half of 2021 in an amount of \$0.216 per share and in an aggregate amount of approximately \$10.6 million, which together with the dividend distributed for the first half of 2021 in an amount of approximately \$11.5 million, reflects 75% of the Company's net income attributable to its shareholders for the year.

- The dividend is payable on April 7, 2022 to all of the Magic Software's shareholders of record at the close of trading on the NASDAQ Global Select Market on March 24, 2022.
- In accordance with Israeli tax law, the dividend is subject to withholding tax at source at the rate of 30% (if the recipient of the dividend is at the time of distribution or was at any time during the preceding twelve-month period the holder of 10% or more of the Company's share capital) or 25% (for all other dividend recipients) of the dividend amount payable to each shareholder of record, subject to applicable exemptions.
- The dividend will be paid in US dollars on the ordinary shares of Magic Software Enterprises that are traded both on the Tel Aviv Stock Exchange and the NASDAQ Global Select Market.

Guy Bernstein, Chief Executive Officer of Magic Software, said: "Magic Software finished the year strong, with record-breaking fourth quarter revenue of \$133.0 million, growing 27.2% year over year, exceeding market expectations and with non-GAAP operating margin of 14.9% reflecting our ability to maintain profitability despite the costs increase that our industry and many sectors are facing. I am very proud of what we accomplished during 2021, with Digital Transformation programs at enterprises becoming increasingly important. We are witnessing a healthy demand and developing a growing pipeline to deliver continued growth in 2022 as our customers increasingly engage us as a preferred partner for digital transformation initiatives."

Conference Call Details

Magic Software's management will host a conference call on Wednesday, March 2, 2022 at 10:00 am Eastern Daylight Time (7:00 am Pacific Daylight Time, 17:00 Israel Daylight Time) to review and discuss Magic Software's results.

To participate, please call one of the following teleconferencing numbers. Please begin placing your calls at least 10 minutes before the conference call commences. If you are unable to connect using the toll-free numbers, call the international dial-in number.

NORTH AMERICA: +1-888-742-5399

UK: 0-800-917-9141

ISRAEL: 03-918-0644

ALL OTHERS: +972-3-918-0644

For those unable to join the live call, a replay of the call will be available in the Investor Relations section of Magic Software's website, www.magicsoftware.com.

Non-GAAP Financial Measures

This press release contains the following non-GAAP financial measures: non-GAAP gross profit, non-GAAP operating income, non-GAAP net income attributable to Magic Software's shareholders and non-GAAP basic and diluted earnings per share.

Magic Software believes that these non-GAAP measures of financial results provide useful information to management and investors regarding certain financial and business trends relating to Magic Software's financial condition and results of operations. Magic Software's management uses these non-GAAP measures to compare the Company's performance to that of prior periods for trend analyses, for purposes of determining executive and senior management incentive compensation and for budgeting and planning purposes. These measures are used in financial reports prepared for management and in quarterly financial reports presented to the Company's board of directors. The Company believes that the use of these non-GAAP financial measures provides an additional tool for investors to use in evaluating ongoing operating results and trends and in comparing the Company's financial measures with other software companies, many of which present similar non-GAAP financial measures to investors.

Management of the Company does not consider these non-GAAP measures in isolation or as an alternative to financial measures determined in accordance with GAAP. The principal limitation of these non-GAAP financial measures is that they exclude significant expenses and income that are required by GAAP to be recorded in the Company's financial statements. In addition, they are subject to inherent limitations as they reflect the exercise of judgment by management about which expenses and income are excluded or included in determining these non-GAAP financial measures. In order to compensate for these limitations, management presents non-GAAP financial measures together with GAAP results. Magic Software urges investors to review the reconciliation of its non-GAAP financial measures to the comparable GAAP financial measures, which it includes in press releases announcing quarterly financial results, including this press release, and not to rely on any single financial measure to evaluate the Company's business.

Non-GAAP measures used in this press release are included in the financial tables of this release. These non-GAAP measures exclude the following items:

- Amortization of purchased intangible assets and other related costs;
- In-process research and development capitalization and amortization;
- Equity-based compensation expenses;
- Costs related to acquisition of new businesses;
- The related tax, non-controlling interests and redeemable non-controlling interest's effects of the above items;
- Change in valuation of contingent consideration related to acquisitions;
- Change in value of put options of redeemable non-controlling interests; and
- Change in deferred tax assets on carry forward tax losses.

Reconciliation of the most comparable GAAP financial measures to the non-GAAP financial measures used in this press release are included in the financial tables of this release.

About Magic Software Enterprises

Magic Software Enterprises Ltd. (NASDAQ and TASE: MGIC) is a global provider of end-to-end integration and application development platforms solutions and IT consulting services.

For more information, visit www.magicsoftware.com.

Forward Looking Statements

Some of the statements in this press release may constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, Section 21E of the Securities and Exchange Act of 1934 and the United States Private Securities Litigation Reform Act of 1995. Words such as "will," "look forward", "expect," "believe" and similar expressions are used to identify these forward-looking statements (although not all forward-looking statements include such words). These forward-looking statements, which may include, without limitation, projections regarding our future performance and financial condition, are made based on management's current views and assumptions with respect to future events. Any forward-looking statement is not a guarantee of future performance and actual results could differ materially from those contained in the forward-looking statement. These statements speak only as of the date they were made, and we undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. We operate in a changing environment. New risks emerge from time to time and it is not possible for us to predict all risks that may affect us. For more information regarding these risks and uncertainties as well as certain additional risks that we face, you should refer to the Risk Factors detailed in our Annual Report on Form 20-F for the year ended December 31, 2021, which we expect to file in the near future, and subsequent reports and filings made from time to time with the Securities and Exchange Commission.

Magic® is a registered trademark of Magic Software Enterprises Ltd. All other product and company names mentioned herein are for identification purposes only and are the property of, and might be trademarks of, their respective owners.

Press Contact:

Asaf Berenstin | Chief Financial Officer Magic Software Enterprises ir@magicsoftware.com

MAGIC SOFTWARE ENTERPRISES LTD. CONDENSED CONSOLIDATED STATEMENTS OF INCOME U.S. Dollars in thousands (except per share data)

		Three mor				Year ended December 31,			
		2021		2020		2021		2020	
		Unau	dited		τ	naudited			
Revenues	\$	133,002	\$	104,573	\$	480,325	\$	371,194	
Cost of revenues		95,627		73,688		347,331		261,602	
Gross profit		37,375		30,885		132,994		109,592	
Research and development, net		2,123		2,310		8,995		8,789	
Selling, marketing and general and administrative expenses		19,139		16,520		70,257		59,127	
Increase in valuation of contingent consideration related to acquisitions		1,829		1,088		2,507		1,088	
Total operating costs and expenses		23,091		19,918		81,759		69,004	
Operating income		14,284		10,967		51,235		40,588	
Financial expenses, net		1,303		1,312		3,155		917	
Increase in valuation of contingent consideration related to acquisitions		1,144		666		2,817		2,268	
Income before taxes on income		11,837		8,989	-	45,263	_	37,403	
Taxes on income		3,573		1,178		10,359		7,286	
Net income	\$	8,264	\$	7,811	\$	34,904	\$	30,117	
Net income attributable to redeemable non-controlling interests	Ψ	(1,185)	Ψ	(1,465)	Ψ	(3,517)	Ψ	(2,526)	
Net income attributable to non-controlling interests		(567)		165		(2,055)		(2,405)	
Net income attributable to Magic's shareholders	\$	6,512	\$	6,511	\$	29,332	\$	25,186	
Net earnings per share attributable to Magic's shareholders :									
Net Income attributable to Magic Shareholder's		6,512		6,511		29,332		25,186	
Accretion of redeemable non-controlling interests		(4,026)		(1,317)		(4,026)		(1,317)	
Net Income attributable to Magic Shareholder's after accretion of redeemable							_		
non-controlling interests	\$	2,486	\$	5,194	\$	25,306	\$	23,869	
Weighted average number of shares used in computing net earnings per share									
Basic		49,073		49,035		49,055		49,029	
Diluted		49,120	_	49,053	_	49,100	_	49,048	
					_		_		
Basic and diluted earnings per share attributable to Magic's shareholders	\$	0.05	\$	0.11	\$	0.52	\$	0.49	
Net earnings per share attributable to Magic's shareholders:									
excluding of accretion of redeemable non-controlling interest									
Basic	\$	0.13	\$	0.13	\$	0.60	\$	0.51	
Diluted	\$	0.13	\$	0.13	\$	0.60	\$	0.51	
5									

<u>Summary of Non-GAAP Financial Information</u> U.S. Dollars in thousands (except per share data)

Three	months	ended

Year ended

	December 31,						31,		
	2021		2020)		2021		2020	
		Unaudite	d		_		Unaudite	ed	
Revenues	\$ 133,002	100% \$	104,573	100%	\$	480,325	100% \$	371,194	100%
Gross profit	38,733	29.1%	32,498	31.1%		139,062	29.0%	116,059	31.3%
Operating income	19,755	14.9%	15,254	14.6%		66,822	13.9%	52,629	14.2%
Net income attributable to Magic's shareholders	12,633	9.5%	10,311	9.9%		45,998	9.6%	37,240	10.0%
Basic and diluted earnings per share attributable to Magic's shareholders	\$ 0.26	\$	0.21		\$	0.94	\$	0.76	
			6						

MAGIC SOFTWARE ENTERPRISES LTD. RECONCILIATION OF GAAP AND NON-GAAP RESULTS U.S. Dollars in thousands (except per share data)

	Three months ended December 31,				Year ended December 31,					
		2021		2020		2021		2020		
		Unau	dited			Unau	dited			
GAAP gross profit	\$	37,375	\$	30,885	\$	132,994	\$	109,592		
Amortization of capitalized software and acquired technology		1,200		1,345		5,444		5,310		
Amortization of other intangible assets		158		268		624		1,157		
Non-GAAP gross profit	\$	38,733	\$	32,498	\$	139,062	\$	116,059		
GAAP operating income	\$	14,284	\$	10,967	\$	51,235	\$	40,588		
Gross profit adjustments	Ψ	1,358	Ψ	1,613	Ψ	6,068	Ψ	6,467		
Amortization of other intangible assets		2,006		1,973		7,046		6,308		
Change in valuation of contingent consideration related to acquisitions		1,829		1,088		2,507		1,088		
Capitalization of software development		(848)		(828)		(3,193)		(3,302)		
Acquisition-related costs		971		441		2,202		1,207		
Litigation and other acquisition costs		-		-		´ -		273		
Stock-based compensation		155		_		957		_		
Non-GAAP operating income	\$	19,755	\$	15,254	\$	66,822	\$	52,629		
GAAP net income attributable to Magic's shareholders	\$	6,512	\$	6,511	\$	29,332	\$	25,186		
Operating income adjustments		5,471		4,287		15,587		12,041		
Amortization expenses attributed to non-controlling interests and redeemable non-controlling interests		(206)		(326)		(764)		(734)		
Changes in unsettled fair value of contingent consideration related to acquisitions		1,144		666		2.817		2,268		
Deferred taxes on the above items		(288)		(827)		(974)		(1,521)		
Non-GAAP net income attributable to Magic's shareholders	0		Φ.		Φ.		Φ.			
Non-GAAT net income attributable to Magic's snatenoiders	<u>\$</u>	12,633	\$	10,311	<u>\$</u>	45,998	<u>\$</u>	37,240		
Non-GAAP basic net earnings per share	\$	0.26	\$	0.21	\$	0.94	\$	0.76		
Weighted average number of shares used in computing basic net earnings per share		49,073		49,035		49,055		49,029		
Now CAAD Jilets Josephone and Josephone						0.5:		0.5		
Non-GAAP diluted net earnings per share	\$	0.26	\$	0.21	\$	0.94	\$	0.76		
Weighted average number of shares used in computing diluted net earnings per share		49,138		49,053		49,136		49,048		
				<u></u>						

MAGIC SOFTWARE ENTERPRISES LTD. CONDENSED CONSOLIDATED BALANCE SHEETS U.S. Dollars in thousands

	De	December 31, 2021		December 31, 2020	
	U	naudited			
ASSETS					
CURRENT ASSETS:					
Cash and cash equivalents	\$	88,090	\$	88,127	
Short-term bank deposits	•	5,586	-	289	
Marketable securities		1,142		1,238	
Trade receivables, net		142,071		111,059	
Other accounts receivable and prepaid expenses		9,890		10,513	
Total current assets		246,779		211,226	
LONG-TERM RECEIVABLES:					
Severance pay fund		3,646		4,673	
Deferred tax assets		8,091		6,397	
Operating lease right-of-use assets		24,299		24,509	
Other long-term receivables		3,384		3,211	
Other long-term deposits		1,781		2,296	
Total long-term receivables		41,201		41,086	
PROPERTY AND EQUIPMENT, NET		5,872		5,988	
IDENTIFIABLE INTANGIBLE ASSETS AND GOODWILL, NET		198,193		189,086	
TOTAL ACCOUNT					
TOTAL ASSETS	\$	492,045	\$	447,386	
LIABILITIES AND EQUITY					
CURRENT LIABILITIES:					
Short-term debt	\$	15,019	\$	11,529	
Trade payables		24,711		14,250	
Accrued expenses and other accounts payable		45,173		41,846	
Current maturities of operating lease liabilities		3,943		3,413	
Liabilities due to acquisition activities		6,635		4,998	
Deferred revenues and customer advances		10,771		8,793	
Total current liabilities		106,252		84,829	
NON-CURRENT LIABILITIES:					
Long-term debt		22,169		13,352	
Deferred tax liability		18,112		17,639	
Long-term operating lease liabilities		20,970		21,109	
Long-term liabilities due to acquisition activities		13,892		10,926	
Accrued severance pay		4,550		5,545	
Total non-current liabilities	_	79,693		68,571	
REDEEMABLE NON-CONTROLLING INTERESTS		30,432		24,980	
EQUITY:					
Magic Software Enterprises equity		265,248		260,432	
Non-controlling interests	_	10,420		8,574	
Total equity		275,668		269,000	
TOTAL LIABILITIES, REDEEMABLE NON-CONTROLLING INTERESTS AND EQUITY	\$	492,045	\$	447,386	

MAGIC SOFTWARE ENTERPRISES LTD. CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS U.S. Dollars in thousands

	December 3	December 31,				
	2021	2020				
	Unaudite	d				
Cash flows from operating activities:						
Net income	\$ 34,904 \$	30,117				
Adjustments to reconcile net income to net cash provided by operating activities:						
Depreciation and amortization	14,672	13,939				
Stock-based compensation	956	-				
Amortization of marketable securities premium and accretion of discount	96	(70				
Change in deferred taxes, net	(2,998)	(1,650				
Net change in operating assets and liabilities:						
Increase in trade receivables, net	(26,768)	(3,939				
Decrease in other long-term and short-term accounts receivable and prepaid expenses	1,843	3,399				
Decrease in trade payables	8,686	1,899				
Exchange rate of loans	533	1,362				
Accrued expenses and other accounts payable, net	6,712	8,175				
Increase (decrease) in deferred revenues	1,857	(936				
Net cash provided by operating activities	40,493	52,296				
Cash flows from investing activities:						
Capitalized software development costs	(3,193)	(3,302				
Purchase of property and equipment	(1,439)	(2,772				
Cash paid in conjunction with acquisitions, net of acquired cash	(8,432)	(16,534				
Proceeds from maturity and sale of marketable securities	-	5,429				
Proceeds from (Investment in) short-term bank deposits	(5,297)	7,575				
Investment in long-term bank deposits	(93)	-				
Net cash used in investing activities	(18,454)	(9,604				
Cash flows from financing activities:						
Proceeds from exercise of options by employees	41	256				
Payments of deferred and contingent consideration related to acquistions	(5,899)	(4,596				
Dividend paid	(21,780)	(12,503				
Dividend paid to non-controlling interests	(569)	(931				
Dividend paid to redeemable non-controlling interests	(4,175)	(4,174				
Purchase of redeemable non-controlling interest	` <u>-</u>	(18,016				
Short term and long-term loans received	25,558	9,686				
Repayment of short-term and long-term loans	(14,462)	(9,369				
Net cash used in financing activities	(21,286)	(39,647				
Effect of exchange rate changes on cash and cash equivalents	(790)	3,167				
	,					
Increase (decrease) in cash and cash equivalents	(37)	6,212				
Cash and cash equivalents at the beginning of the period	88,127	81,915				
Cash and cash equivalents at end of the period	\$ 88,090 \$	88,127				

For the Year ended