
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 May 2024

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 ☒

Form 40-F ☐

CONTENTS

Quarterly Results of Operations

On May 16, 2024, Magic Software Enterprises Ltd. (the “Company”, “we” or “us”) announced our financial results for the first quarter ended March 31, 2024. 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 First Quarter 2024 Financial Results |
|------|---|

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 Berenstein

Name: Asaf Berenstein

Title: Chief Financial Officer

Dated: May 16, 2024

PRESS RELEASE

Magic Software Reports First Quarter 2024 Financial Results

Or Yehuda, Israel, May 16, 2024 – Magic Software Enterprises Ltd. (NASDAQ and TASE: MGIC) (“the Company”), a global provider of IT consulting services and end-to-end integration and application development platforms solutions, announced today its financial results for the first quarter ended March 31, 2024.

Summary Results for the First Quarter 2024 (USD in millions, except per share data)

| | GAAP | | | Non-GAAP | | |
|------------------|----------|----------|----------|----------|----------|----------|
| | Q1 2024 | Q1 2023 | % Change | Q1 2024 | Q1 2023 | % Change |
| Revenues | \$ 130.7 | \$ 142.4 | (8.2)% | \$ 130.7 | \$ 142.4 | (8.2)% |
| Gross profit | \$ 36.7 | \$ 38.9 | (5.6)% | \$ 38.3 | \$ 40.1 | (4.5)% |
| Gross margin | 28.1% | 27.3% | 80 bps | 29.3% | 28.2% | 110 bps |
| Operating income | \$ 14.4 | \$ 15.3 | (6.0)% | \$ 18.1 | \$ 18.5 | (1.7)% |
| Operating margin | 11.0% | 10.8% | 20 bps | 13.9% | 13.0% | 90 bps |
| Net income (*) | \$ 8.8 | \$ 10.1 | (13.0)% | \$ 11.3 | \$ 12.6 | (10.4)% |
| Diluted EPS | \$ 0.18 | \$ 0.21 | (14.3)% | \$ 0.23 | \$ 0.26 | (11.5)% |

(*) Attributable to Magic Software’s shareholders.

Financial Highlights for the first Quarter Ended March 31, 2024

- Revenues for the first quarter of 2024 decreased by 8.2% to \$130.7 million, compared to \$142.4 million in the same period of the previous year. On a constant currency basis (calculated based on average currency exchange rates for the three months ended March 31, 2023), revenues for the first quarter of 2024 would have decreased by 6.4% to \$133.3 million. As described in the pre-announcement of our third quarter results on November 8, 2023, in the third quarter of 2023, we experienced a substantial and unexpected decline in demand for our professional services from several of our important U.S.-based blue-chip customers which, without any advance notification, decided to immediately suspend significant parts of their active time-and-materials-based projects. This reduced demand had a negative impact on our first quarter revenues compared to the same period of the previous year of approximately \$20.4 million. Compared to the fourth quarter of 2023, revenues for the first quarter increase by 4.1%.

- Operating income for the first quarter of 2024 decreased by 6.0% to \$14.4 million, compared to \$15.3 million in the same period of the previous year. On a constant currency basis (calculated based on average currency exchange rates for the three months ended March 31, 2023), operating income for the first quarter of 2024 would have decreased by 3.7% to \$14.8 million.
- Non-GAAP operating income for the first quarter of 2024 decreased by 1.7% to \$18.1 million, compared to \$18.5 million in the same period of the previous year. On a constant currency basis (calculated based on average currency exchange rates for the three months ended March 31, 2023), non-GAAP operating income for the first quarter of 2024 would have reached \$18.5 million, same as in the same quarter for the previous year.
- Net income attributable to Magic Software's shareholders for the first quarter of 2024 decreased by 13.0% to \$8.8 million, or \$0.18 per fully diluted share, compared to \$10.1 million, or \$0.21 per fully diluted share, in the same period of the previous year. The decrease in our net income attributable to Magic Software's shareholders was primarily attributable to the decrease in our operating profit and increase in interest expenses resulting from the increase of bank interest rates and increase in overall financial debt.
- Non-GAAP net income attributable to Magic Software's shareholders for the first quarter of 2024 decreased by 10.4% to \$11.3 million, or \$0.23 per fully diluted share, compared to \$12.6 million, or \$0.26 per fully diluted share, in the same period of the previous year.
- Cash flow from operating activities for the first quarter ended March 31, 2024, amounted to \$27.7 million compared to \$18.8 million in the same period last year.
- As of March 31, 2024, Magic's cash, cash equivalents and short and long-term bank deposits amounted to \$125.9 million and total financial debt amounted to \$78.4 million.
- Magic is reiterating 2024 annual revenue guidance of between \$540 million and \$550 million.

Declaration of Dividend for the Second Half of 2023

- In accordance with its dividend distribution policy, the Company's board of directors declared a semi-annual cash dividend in an amount of 20.4 cents per share and in an aggregate amount of approximately \$10.0 million, reflecting approximately 70% of its distributable profits for the second half of 2023.
- The dividend is payable on July 11, 2024, to all of the Company's shareholders of record at the close of trading on the NASDAQ Global Select Market on June 27, 2024.
- 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 12-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: "Despite the slowdown we faced during the second half of 2023 resulting from the headwind facing by some of our customers in certain sectors in the U.S., we see that the vast majority of our customers continues to value our unique proposition and resume to engage us to an increasing degree as a preferred partner for innovative digital transformation initiatives. We eagerly anticipate the fruition of our ongoing efforts in cultivating cutting-edge capabilities that are poised to propel us toward sustained, long-term profitability, thereby delivering enduring value to our esteemed shareholders."

Conference Call Details

Magic Software's management will host a conference call on Thursday, May 16, 2024, at 10:00 am Eastern 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 5 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: +1-866-652-8972

UK: 0-800-917-9141

ISRAEL: 03-918-0650

ALL OTHERS: +972-3-918-0650

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;
- Cost of share-based payment;
- Costs related to acquisition of new businesses;
- The related tax, non-controlling interests' effects of the above items;
- Change in valuation of contingent consideration related to acquisitions;
- 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,” “guidance” 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, 2023, which filed on May 13, 2024, 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:

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

| | Three months ended March 31, | |
|--|---------------------------------|------------------|
| | 2024 | 2023 |
| | Unaudited | |
| Revenues | \$ 130,720 | \$ 142,440 |
| Cost of Revenues | 94,021 | 103,555 |
| Gross profit | 36,699 | 38,885 |
| Research and development, net | 2,793 | 2,539 |
| Selling, marketing and general and administrative expenses | 19,174 | 21,164 |
| Increase (decrease) in valuation of contingent consideration related to acquisitions | 306 | (165) |
| Total operating expenses | 22,273 | 23,538 |
| Operating income | 14,426 | 15,347 |
| Financial expenses, net | (1,758) | (564) |
| Increase (decrease) in valuation of consideration related to acquisitions | 114 | (135) |
| Income before taxes on income | 12,782 | 14,648 |
| Taxes on income | 2,729 | 2,813 |
| Net income | \$ 10,053 | \$ 11,835 |
| Share of profit of companies accounted for at equity, net | (64) | - |
| Net income attributable to non-controlling interests | (1,192) | (1,727) |
| Net income attributable to Magic's shareholders | \$ 8,797 | \$ 10,108 |
| Weighted average number of shares used in computing net earnings per share | | |
| Basic | 49,099 | 49,093 |
| Diluted | 49,099 | 49,136 |
| Basic and diluted earnings per share attributable to Magic's shareholders | \$ 0.18 | \$ 0.21 |

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

| | Three months ended March 31, | |
|---|---------------------------------|------------------|
| | 2024 | 2023 |
| | Unaudited | |
| GAAP gross profit | \$ 36,699 | \$ 38,885 |
| Amortization of capitalized software and acquired technology | 1,107 | 975 |
| Amortization of other intangible assets | 503 | 245 |
| Non-GAAP gross profit | \$ 38,309 | \$ 40,105 |
| GAAP operating income | \$ 14,426 | \$ 15,347 |
| Gross profit adjustments | 1,610 | 1,220 |
| Amortization of other intangible assets | 1,514 | 2,064 |
| Increase (decrease) in valuation of contingent consideration related to acquisitions | 306 | (165) |
| Capitalization of software development | (748) | (711) |
| Costs related to acquisitions | 144 | 74 |
| Cost of share-based payment | 891 | 622 |
| Non-GAAP operating income | \$ 18,143 | \$ 18,451 |
| GAAP net income attributable to Magic's shareholders | \$ 8,797 | \$ 10,108 |
| Operating income adjustments | 3,717 | 3,104 |
| Expenses attributed to non-controlling interests and redeemable non-controlling interests | (452) | (147) |
| Increase (decrease) in valuation of consideration related to acquisitions | 114 | (135) |
| Deferred taxes on the above items | (899) | (347) |
| Non-GAAP net income attributable to Magic's shareholders | \$ 11,277 | \$ 12,583 |
| Non-GAAP basic and diluted net earnings per share | \$ 0.23 | \$ 0.26 |
| Weighted average number of shares used in computing basic net earnings per share | 49,099 | 49,093 |
| Non-GAAP diluted net earnings per share | \$ 0.23 | \$ 0.26 |
| Weighted average number of shares used in computing diluted net earnings per share | 49,099 | 49,158 |

Summary of Non-GAAP Financial Information

U.S. Dollars in thousands (except per share data)

| | Three months ended | | | |
|---|--------------------|---------|-----------|-----------------|
| | March 31, | | | |
| | 2024 | | 2023 | |
| | Unaudited | | Unaudited | |
| Revenues | \$ | 130,720 | 100% | \$ 142,440 100% |
| Gross profit | | 38,309 | 29.3% | 40,105 28.2% |
| Operating income | | 18,143 | 13.9% | 18,451 13.0% |
| Net income attributable to Magic's shareholders | | 11,277 | 8.6% | 12,583 8.8% |
| Basic and diluted earnings per share | \$ | 0.23 | | \$ 0.26 |

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

| | March 31, 2024 | December 31, 2023 |
|--|---------------------------|------------------------------|
| | <u>Unaudited</u> | |
| ASSETS | | |
| CURRENT ASSETS: | | |
| Cash and cash equivalents | \$ 125,803 | \$ 105,943 |
| Short-term bank deposits | 49 | 751 |
| Trade receivables, net | 126,329 | 131,098 |
| Other accounts receivable and prepaid expenses | 21,565 | 18,833 |
| Total current assets | <u>273,746</u> | <u>256,625</u> |
| LONG-TERM ASSETS: | | |
| Deferred tax assets | 10,784 | 6,729 |
| Right-of-use assets | 24,228 | 25,718 |
| Other long-term receivables and Investments in companies accounted for at equity | 7,731 | 8,623 |
| Property and equipment, net | 7,707 | 7,988 |
| Intangible assets and goodwill, net | 212,321 | 216,723 |
| Total long term assets | <u>262,771</u> | <u>265,781</u> |
| TOTAL ASSETS | <u>\$ 536,517</u> | <u>\$ 522,406</u> |
| LIABILITIES AND EQUITY | | |
| CURRENT LIABILITIES: | | |
| Short-term debt | \$ 36,763 | \$ 28,941 |
| Trade payables | 27,126 | 28,415 |
| Accrued expenses and other accounts payable | 43,993 | 41,492 |
| Current maturities of lease liabilities | 5,975 | 4,406 |
| Liability in respect of business combinations | 7,082 | 6,656 |
| Put options for non-controlling interests | 18,831 | 18,252 |
| Deferred revenues and customer advances | 21,813 | 13,537 |
| Total current liabilities | <u>161,583</u> | <u>141,699</u> |
| LONG TERM LIABILITIES: | | |
| Long-term debt | 41,628 | 52,267 |
| Deferred tax liability | 14,579 | 11,610 |
| Long-term lease liabilities | 20,072 | 23,101 |
| Long-term liability in respect of business combinations | 1,076 | 1,049 |
| Put options of non-controlling interests | - | 620 |
| Employee benefit liabilities | 1,094 | 1,116 |
| Total long term liabilities | <u>78,449</u> | <u>89,763</u> |
| EQUITY: | | |
| Magic Software Enterprises shareholders' equity | 272,317 | 265,981 |
| Non-controlling interests | 24,168 | 24,963 |
| Total equity | <u>296,485</u> | <u>290,944</u> |
| TOTAL LIABILITIES AND EQUITY | <u>\$ 536,517</u> | <u>\$ 522,406</u> |

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

| | Three months ended March 31, | |
|---|---------------------------------|-------------------|
| | 2024 | 2023 |
| | Unaudited | Unaudited |
| <u>Cash flows from operating activities:</u> | | |
| Net income | \$ 9,989 | \$ 11,835 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation and amortization | 4,889 | 5,052 |
| Cost of share-based payment | 584 | 622 |
| Change in deferred taxes, net | (754) | 1,351 |
| Capital gain on sale of fixed assets | 13 | - |
| Effect of exchange rate on of cash and cash equivalents held in currencies other than the functional currency | 170 | 731 |
| Changes in value of short-term and long-term loans from banks and others and deposits, net | (819) | 76 |
| Working capital adjustments: | | |
| Trade receivables | 3,709 | (5,773) |
| Other current and long-term accounts receivable | (1,333) | 1,612 |
| Trade payables | (983) | 1,354 |
| Accrued expenses and other accounts payable | 3,704 | (5,565) |
| Deferred revenues | 8,508 | 7,458 |
| Net cash provided by operating activities | 27,677 | 18,753 |
| <u>Cash flows from investing activities:</u> | | |
| Capitalized software development costs | (748) | (711) |
| Purchase of property and equipment | (280) | (431) |
| Liabilities related to business combinations | - | (10,151) |
| Payments for business acquisitions, net of cash acquired | (249) | - |
| Proceeds from sale of property and equipment | 15 | - |
| Purchase of financial assets at fair value through profit or loss | (1,000) | 323 |
| Investment in long-term deposits | 296 | (269) |
| Proceeds from short-term bank deposits | 701 | - |
| Net cash used in investing activities | (1,265) | (11,239) |
| <u>Cash flows from financing activities:</u> | | |
| Exercise of employees' stock options | | |
| Dividend to Magic's shareholders | | |
| Dividend paid to non-controlling interests | (2,086) | (1,526) |
| Repayment of lease liabilities | (1,460) | (1,380) |
| Purchase of redeemable non-controlling interest | (314) | - |
| Receipt of short-term and long-term loans from banks and others | 5,006 | 23,749 |
| Repayment of short-term and long-term loans | (6,574) | (7,323) |
| Net cash used in financing activities | (5,428) | 13,520 |
| Effect of exchange rate changes on cash and cash equivalents | (1,124) | (1,590) |
| Increase (decrease) in cash and cash equivalents | 19,860 | 19,444 |
| Cash and cash equivalents at the beginning of the period | 105,943 | 83,062 |
| Cash and cash equivalents at end of the period | \$ 125,803 | \$ 102,506 |