NOVA MEASURING INSTRUMENTS LTD

Filed by

RENAISSANCE TECHNOLOGIES LLC

FORM SC 13G/A

(Amended Statement of Ownership)

Filed 02/13/19

CIK	0001109345
Symbol	NVMI
SIC Code	2200 - Textile mill products
Fiscal Year	12/31

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 5)*

NOVA MEASURING INSTRUMENTS LTD.

(Name of Issuer)

Ordinary Shares, nominal value NIS 0.01 per share

(Title of Class of Securities)

M7516K103

(CUSIP Number)

December 31, 2018

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[X] Rule 13d-1(b)

[_] Rule 13d-1(c)

[_] Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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(1) NAMES OF REPORTING PERSONS.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only).

Renaissance Technologies LLC 26-0385758

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):
(a) [_]
(b) [_]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	(5) SOLE VOTING POWER 1,957,200
	(6) SHARED VOTING POWER 0
	(7) SOLE DISPOSITIVE POWER 1,957,200
	(8) SHARED DISPOSITIVE POWER 56,500

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,013,700

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

[_]

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.21 %

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IA

(1) NAMES OF REPORTING PERSONS.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

RENAISSANCE TECHNOLOGIES HOLDINGS CORPORATION 13-3127734

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a) [_]
(b) [_]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	(5) SOLE VOTING POWER 1,957,200
	(6) SHARED VOTING POWER 0
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2,013,700

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

[_]

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.21 %

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

HC

Item 1.

(a) Name of Issuer

NOVA MEASURING INSTRUMENTS LTD.

(b) Address of Issuer's Principal Executive Offices.

Weizmann Science Park, Einstein St., Building 22, 2nd Floor, Ness-Ziona, Israel

Item 2.

(a) Name of Person Filing:

This Schedule 13G is being filed by Renaissance Technologies LLC ("RTC") and Renaissance Technologies Holdings Corporation ("RTHC").

(b) Address of Principal Business Office or, if none, Residence.

The principal business address of the reporting persons is:

800 Third Avenue
New York, New York 10022

(c) Citizenship.

RTC is a Delaware limited liability company, and
RTHC is a Delaware corporation.

(d) Title of Class of Securities.

Ordinary Shares, nominal value NIS 0.01 per share

(e) CUSIP Number.

M7516K103

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Item 3. If this statement is filed pursuant to Rule 13d-1(b) or 13-d-2(b) or (c),check whether the person filing is a:

(a) [_] Broker or dealer registered under section 15 of the Act.
(b) [_] Bank as defined in section 3(a)(6) of the Act.
(c) [_] Insurance Company as defined in section 3(a)(19) of the Act.
(d) [_] Investment Company registered under section 8 of the Investment Company Act.
(e) [x] Investment Adviser in accordance with Sec.240.13d-1(b)(1)(ii)(E).
(f) [_] Employee Benefit Plan or Endowment Fund in accordance with Sec. 240.13d-1(b)(1)(ii)(F).
(g) [_] Parent holding company, in accordance with Sec.240.13d-1(b)(1)(ii)(G).
(h) [_] A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act.
(i) [_] A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940.
(j) [_] Group, in accordance with Sec.240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

(a) Amount beneficially owned.

RTC: 2,013,700 shares
RTHC: 2,013,700 shares, comprising the shares beneficially owned by RTHC, because of RTHC's majority ownership of RTC.

(b) Percent of Class.

RTC: 7.21 %
RTHC: 7.21 %

(c) Number of shares as to which the person has:

(i) sole power to vote or to direct the vote:

RTC: 1,957,200
RTHC: 1,957,200

(ii) Shared power to vote or to direct the vote: 0

(iii) sole power to dispose or to direct the disposition of:

RTC: 1,957,200
RTHC: 1,957,200

(iv) Shared power to dispose or to direct the disposition of:

RTC: 56,500
RTHC: 56,500

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Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [_]

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Certain funds and accounts managed by RTC have the right to receive dividends and proceeds from the sale of the securities which are the subject of this report.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable

Item 8. Identification and Classification of Members of the Group.

Not applicable

Item 9. Notice of Dissolution of a Group.

Not applicable

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Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2019

Renaissance Technologies LLC

By: /s/ Mark Silber
Executive Vice President

Renaissance Technologies Holdings Corporation

By: /s/ Mark Silber
Vice President

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001).

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EXHIBIT 99.1

AGREEMENT REGARDING JOINT FILING

UNDER RULE 13D-1(K) OF THE EXCHANGE ACT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, each of the undersigned agrees to the filing on behalf of each of a Statement on Schedule 13G, and all amendments thereto, with respect to the Ordinary Shares, nominal value NIS 0.01 per share of NOVA MEASURING INSTRUMENTS LTD.

Date: February 13, 2019

Renaissance Technologies LLC

By: /s/ Mark Silber
Executive Vice President

Renaissance Technologies Holdings Corporation

By: /s/ Mark Silber
Vice President

NOVA MEASURING INSTRUMENTS LTD

Filed by

MIGDAL INSURANCE & FINANCIAL HOLDINGS LTD.

FORM SC 13G

(Statement of Ownership)

Filed 02/14/19

CIK	0001109345
Symbol	NVMI
SIC Code	3827 - Optical Instruments and Lenses
Industry	Semiconductors
Sector	Technology
Fiscal Year	12/31

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

SCHEDULE 13G
(Amendment No. __)
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)

Under the Securities Exchange Act of 1934

Nova Measuring Instruments LTD
(Name of Issuer)

Ordinary Shares
(Title of Class of Securities)

M7516K103
(CUSIP Number)

December 31 , 2018
(Date of Event Which Requires Filing of this Statement)

Check the following box to designate the rule pursuant to which the Schedule is filed:

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. M7516K103

1.	Name of Reporting Person Migdal Insurance & Financial Holdings Ltd	
2.	Check the Appropriate Box if a Member of a Group (a) ☒ (b) ☐	
3.	SEC Use Only	
4.	Place of Organization Israel	
Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power
	6.	Shared Voting Power 1, 189,317 Ordinary Shares *
	7.	Sole Dispositive Power
	8.	Shared Dispositive Power 1, 189,317 Ordinary Shares *
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 1, 189,317 Ordinary Shares *	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares ☐	
11.	Percent of Class Represented by Amount in Row (9) 4.24 %**	
12.	Type of Reporting Person : HC	

*See Item 4.
** Based on 28,069,844 ordinary shares issued and outstanding as of December 31 , 2018 (according to publicly available information provided by the issuer).

Item 1.

(a) Name of Issuer:

Nova Measuring Instruments LTD

(b) Address of Issuer's Principal Executive Offices:

Weizmann Science Park, Einstein St., Building 22, 2nd Floor, Ness-Ziona, Israel

Item 2.

(a)-(c) Name of Person Filing, address and citizenship:

The foregoing entity is referred to as the "Reporting Person" in this Statement:

Migdal Insurance & Financial Holdings Ltd., an Israeli public company, with a principal business address at 4 Efal Street; P.O. Box 3063; Petach Tikva 49512 , Israel.

(d) Title of Class of Securities:

Ordinary Shares, NIS 0.01 par value per share (the "Ordinary Shares")

(e) CUSIP Number:

M7516K103

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not Applicable.

Item 4. Ownership

Of the **1, 189,317** Ordinary Shares reported in this Statement as beneficially owned by the Reporting Person (i) **1, 189,317** Ordinary Shares are held for members of the public through, among others, provident funds, mutual funds, pension funds and insurance policies, which are managed by direct and indirect subsidiaries of Reporting Person, each of which subsidiaries operates under independent management and makes independent voting and investment decisions, and (ii) **151,320** Ordinary Shares are held by companies for the management of funds for joint investments in trusteeship, each of which operates under independent management and makes independent voting and investment decisions, and (iii) **0** are beneficially held for their own account (Nostro account). Consequently, this Statement shall not be construed as an admission by the Reporting Person that it is the beneficial owner of **1, 189,317** Ordinary Shares reported in this Statement except as set forth above, see items 5-11 of the cover pages hereto for beneficial ownership, percentage of class and dispositive power of the Reporting Person, which are incorporated herein.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following ☒ **.**

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

See Exhibit below .

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10. **Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Exhibit to Item 7

The subsidiaries of reporting person may make independent voting and/or investment decisions for client accounts include:

Subsidiary Name	Type of Subsidiary
Migdal Insurance Company ltd.	FI
Migdal Makefet Pension and Provident Funds ltd.	FI
Yozma Pension Fund for Self Employed Ltd.	FI
Migdal Mutual Funds Ltd	FI

[SIGNATURE PAGE TO FOLLOW]

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2019

MIGDAL INSURANCE AND FINANCIAL HOLDINGS LTD.

BY: /s/ Yosef Ben Baruch & Asaf Ashkenazy
authorized signatories of MIGDAL INSURANCE AND FINANCIAL HOLDINGS LTD.