

Pointer Telocation Ltd

Form F-3

March 11, 2014

As filed with the Securities and Exchange Commission on March 11, 2014 Registration No. 333-

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM F-3

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

POINTER TELOCATION LTD.

(Exact name of Registrant as specified in its charter)

Israel  
(State or other jurisdiction of incorporation or  
organization)

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

14 Hamelacha Street Afek Industrial Park,  
Rosh Haayin 48091, Israel  
972-3-572-3111

(Address and telephone number of Registrant's principal executive offices)

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Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

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If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, please check the following box:

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a registration statement pursuant to General Instruction I.C. or a post effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.C. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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Calculation of Registration Fee

Title of Each Class of Securities to be Registered	Amount to be Registered		Proposed Maximum Aggregate Price Per Unit		Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Ordinary Shares, par value NIS 3.00 per share	994,357	(1)	9.91	(2)	9,854,078 (2)	\$1,270

(1) Pursuant to Rule 416 of the Securities Act of 1933, this registration statement also includes an indeterminate number of shares that may be issued to prevent dilution from stock splits, stock dividends or similar transactions that could affect the shares to be offered by selling shareholder.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) of the Securities Act of 1933 on the basis of the average of the high and low prices, as reported on the NASDAQ Stock Market on March 7, 2014.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

The information in this preliminary prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell nor does it seek an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION

DATED MARCH 11, 2014

PROSPECTUS

Pointer Telocation Ltd.

994,357 Ordinary Shares

This prospectus relates to the resale, from time to time, by the selling securityholders named in this prospectus of up to 994,357 ordinary shares which we issued in connection with the recent Shagrir Transaction (see below under "Recent Developments" and "Selling Securityholders").

The selling securityholders identified in this prospectus (which term as used herein includes their pledgees, donees, transferees or other successors-in-interest) may offer the ordinary shares from time to time as they may determine through public transactions or through other means and at varying prices as determined by the prevailing market price for shares or in negotiated transactions as described in the section entitled "Plan of Distribution".

We will not receive any of the proceeds from sales of the ordinary shares made by the selling securityholders pursuant to this prospectus.

Our ordinary shares currently trade on the Nasdaq Capital Market under the symbol "PNTR". On March 10, 2014, the last reported sale price of our ordinary shares on the NASDAQ Stock Market was \$10.16 per share.

INVESTING IN OUR SECURITIES INVOLVES A HIGH DEGREE OF RISK. SEE "RISK FACTORS" BEGINNING ON PAGE 4 AND UNDER SIMILAR HEADINGS IN THE OTHER DOCUMENTS THAT ARE INCORPORATED BY REFERENCE INTO THIS PROSPECTUS FOR A DISCUSSION OF CERTAIN FACTORS THAT SHOULD BE CONSIDERED BY PROSPECTIVE PURCHASERS OF THE SECURITIES OFFERED HEREBY.

NONE OF THE U.S. SECURITIES AND EXCHANGE COMMISSION, THE ISRAELI SECURITIES AUTHORITY OR ANY STATE SECURITIES COMMISSION HAVE APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this prospectus is \_\_\_\_\_, 2014

You should rely only on the information contained or incorporated by reference in this prospectus or any supplement. Neither we nor the selling securityholders have authorized anyone else to provide you with different information. The ordinary shares offered by this prospectus are being offered only in jurisdictions where the offer is permitted. You should not assume that the information in this prospectus or any supplement is accurate as of any date other than the date on the front of each document. Our business, financial condition, results of operations and prospects may have changed since that date.

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## ABOUT THIS PROSPECTUS

This prospectus is part of a shelf registration statement on Form F-3 that we filed with the Securities and Exchange Commission (the "SEC"). The selling securityholders may sell, at any time and from time to time, in one or more offerings, one or any combination of the securities described in this prospectus and any accompanying prospectus supplement. As allowed by the SEC rules, this prospectus and any accompanying prospectus supplement does not contain all of the information included in the registration statement. For further information, we refer you to the registration statement, including its exhibits, as well as any accompanying prospectus supplement and any documents incorporated by reference herein or therein.

You should read this prospectus and any prospectus supplement together with any documents incorporated by reference and any additional information you may need to make your investment decision. You should also read and carefully consider the information in the documents we have referred you to in "Where You Can Find More Information; Incorporation of Information by Reference" below. Information incorporated by reference after the date of this prospectus is considered a part of this prospectus and may add, update or change information contained in this prospectus. The information in this prospectus, any accompanying prospectus supplement or any document incorporated by reference herein or therein by reference is accurate only as of the date contained on the cover of such documents. Neither the delivery of this prospectus nor any accompanying prospectus supplement, nor any sale made under this prospectus and any accompanying prospectus supplement will, under any circumstances, imply that the information in this prospectus or any accompanying prospectus supplement is correct as of any date after this prospectus or any accompanying prospectus supplement. Our business, financial condition and results of operations may have changed since that date. Any information in such subsequent filings that is inconsistent with this prospectus or any accompanying prospectus supplement will supersede the information in this prospectus or any accompanying prospectus supplement.

Unless we have indicated otherwise or the context otherwise requires, references in this prospectus and any supplement to this prospectus to "the Company," "we," "us" and "our" refer to Pointer Telocation Ltd., a company organized under the laws of the State of Israel, and its wholly owned subsidiaries. In this prospectus, unless otherwise specified or unless the context otherwise requires, all references to "\$" or "dollars" are to U.S. dollars and all references to "NIS" are to New Israeli Shekels.

## ABOUT POINTER TELOCATION LTD.

### Our Business

We were incorporated under the laws of the State of Israel on July 17, 1991 under the name Nexus Telecommunication Systems Ltd. We changed our name to Nexus Telocation Systems Ltd. in January 1998 and to Pointer Telocation Ltd. in January 2006.

We are a leading provider of mobile resource management, or MRM products and services for the automotive and insurance industries. Through our Cellocator segment, we design, develop and produce leading MRM products, which include devices for asset tracking, fleet management and security products for sale to third party operators providing MRM services in Europe, Latin America and Israel, as well as to our Pointer segment. For the communication systems required in our products, we utilize either radio frequency or GPRS/GSM technologies. Through our Pointer segment, we act as an operator primarily in Israel, Argentina, Mexico, Brazil and Romania by bundling our products together with a range of services including stolen vehicle retrieval services and fleet management services, and also provide roadside assistance services and emergency home repair services and garage repair for sale to insurance companies, fleets and individual customers.

Our principal place of business is located at 14 Hamelacha Street Afek Industrial Park, Rosh Haayin, Israel, and our telephone number is 972-3-572-3111. Our Web site is [www.pointer.com](http://www.pointer.com). Information on our website is not part of, nor incorporated by reference into, this prospectus.

### Recent Developments.

Since January 1, 2013, the following material events have occurred:

#### Brazil transaction

On October 14, 2013, we acquired 51.2% of the issued share capital of Pointer do Brasil Comercial S.A. ("Pointer Brazil") from Bracco do Brasil Empreendimentos e Participações Ltda ("Bracco"). Following the completion of the transaction, we now hold 100% of the issued share capital of Pointer Brazil. In consideration for the acquired shares of Pointer Brazil, we paid approximately US\$ 4.3 million in cash (using bank financing) to Bracco and also agreed to repay loans to Bracco and a local bank, over a period of eighteen months, in an aggregate amount of approximately US\$ 1.2 million.

#### Shagrir Transaction

On January 15, 2014, we acquired the 45.5% interest in Shagrir Systems Ltd. ("Shagrir") that we did not previously own (the "Shagrir Transaction"). We now own 100% of the fully consolidated share capital of Shagrir. In consideration for the acquired interest in Shagrir: (i) we paid an aggregate of NIS 27 million using credit facilities from banking institutions and (ii) we issued 994,357 Ordinary Shares to Shagrir's selling shareholders.

The shares were acquired pursuant to a share purchase agreement among Pointer and Gandyr Investments Ltd. , Gandyr Ltd. and Sullam Financial Holdings Ltd. relating to the purchase of an aggregate of 914,000 shares and a second share purchase agreement among Pointer, Micha Kraus, Ilan Goldstein and Yossi Regev relating to the purchase of an aggregate of 80,357 shares.





In accordance with the share purchase agreement, as long as Gandyr Investments Ltd. and Gandyr Ltd. together hold at least 9% of the issued share capital of Pointer, they are entitled to nominate one member to the Board of Directors of the Issuer. To date, they have not exercised this nomination right.

As part of the share purchase agreements, Pointer undertook to file with the Securities and Exchange Commission, within 60 days from the closing, a registration statement on Form F-3 registering the shares issued to the selling shareholders.

In addition, two selling shareholders, Gandyr Investments Ltd. and Gandyr Ltd., agreed that they will not, during the period ending four months after the closing, (1) offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, or otherwise transfer or dispose of, directly or indirectly, any ordinary shares of the Issuer, or publicly disclose the intention to make any offer, sale, pledge or disposition or (2) enter into any swap or other agreement that transfers, in whole or in part, any of the economic consequences of ownership of the ordinary shares or such other securities of Issuer, subject to certain transfer exceptions.

#### Private Placement

On March 6, 2014, Pointer announced that it had received irrevocable commitments to purchase ordinary shares in a private placement to certain leading institutional companies in Israel. In total, Pointer received commitments to purchase approximately 1.13 million ordinary shares (the "Shares") at US\$9.25 per share for aggregate consideration of approximately \$10.44 million in the offering. The offering closed on March 9, 2014.

## RISK FACTORS

Investing in our securities involves significant risks. Please see the risk factors under the heading “Risk Factors” in our most recent Annual Report on Form 20-F on file with the SEC, as revised or supplemented by our reports filed with or furnished to the SEC since the filing of our most recent Annual Report on Form 20-F and incorporated by reference in this prospectus. Before making an investment decision, you should carefully consider these risks as well as other information we include or incorporate by reference in this prospectus and any prospectus supplement. The risks and uncertainties we have described are not the only ones facing our company. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also affect our business operations. The occurrence of any of these risks might cause you to lose all or part of your investment in the offered securities. The discussion of risks includes or refers to forward-looking statements; you should read the explanation of the qualifications and limitations on such forward-looking statements discussed elsewhere in this prospectus.

## SPECIAL NOTE ON FORWARD-LOOKING STATEMENTS

This prospectus, including the information incorporated by reference into this prospectus, contains, and any prospectus supplement may contain, forward-looking statements within the meaning of the federal securities laws. The use of the words “projects,” “expects,” “may,” “plans” or “intends,” or words of similar import, identifies a statement as “forward-looking.” The forward-looking statements included herein are based on current expectations that involve a number of risks and uncertainties. These forward-looking statements are based on the assumption that the Company will not lose a significant customer or customers or experience increased fluctuations of demand or rescheduling of purchase orders, that our markets will be maintained in a manner consistent with our historical experience, that our products will remain accepted within their respective markets and will not be replaced by new technology, that competitive conditions within our markets will not change materially or adversely, that we will retain key technical and management personnel, that our forecasts will accurately anticipate market demand, and that there will be no material adverse change in our operations or business. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions, and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond our control. In addition, our business and operations are subject to substantial risks which increase the uncertainty inherent in the forward-looking statements. In light of the significant uncertainties inherent in the forward-looking information included herein, the inclusion of such information should not be regarded as a representation by us or any other person that our objectives or plans will be achieved. Factors that could cause actual results to differ from our expectations or projections include the risks and uncertainties relating to our business described in this prospectus at “Risk Factors.” We caution you to carefully consider these risks and not to place undue reliance on our forward-looking statements. Except as required by applicable law, including the securities laws of the United States, we do not intend to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, and we assume no responsibility for updating any forward-looking statements.

## CAPITALIZATION

The following table sets forth our unaudited condensed consolidated balance sheet items as of December 31, 2013, in U.S. dollars on an actual basis.

	As of December 31, 2013 (US dollars, in thousands)
Cash and cash equivalents	3,430
Short-term bank credit and current maturities of long-term loans	10,624
Long-term loans from banks	9,301
Long-term loans from shareholders and others	1,320
<b>SHAREHOLDERS' EQUITY</b>	
Pointer Telocation Ltd. shareholders' equity:	
Share capital	
Ordinary shares of NIS 3 par value -	
Authorized: 8,000,000 shares at December 31, 2013; Issued and outstanding: 5,565,558 shares at December 31, 2013	
	3,878
Additional paid-in capital	120,996
Accumulated other comprehensive income	1,876
Accumulated deficit	(89,220 )
<b>Total Pointer Telocation Ltd. shareholders' equity</b>	<b>37,530</b>
Non-controlling interest	5,529
<b>Total shareholders' equity</b>	<b>43,059</b>
<b>Total capitalization</b>	<b>60,874</b>

## USE OF PROCEEDS

All of the proceeds from the sale of any ordinary shares offered under this prospectus are for the account of the selling securityholders. Accordingly, we will not receive any proceeds from the sales of these securities.

We have agreed to bear all expenses relating to the registration of the securities registered pursuant to this prospectus.

## MARKET FOR OUR ORDINARY SHARES

The table below sets forth the high and low prices of our ordinary shares, as reported by NASDAQ Capital Market during the indicated periods.

Period	High	Low
Last 6 calendar months		
February 2014	10.34	9.00
January 2014	12.55	9.39
December 2013	11.84	6.86
November 2013	8.17	6.00
October 2013	6.00	5.40
September 2013	5.37	4.30
Financial quarters during the past two years		
Fourth Quarter 2013	11.84	5.40
Third Quarter 2013	5.72	4.00
Second Quarter 2013	4.23	2.74
First Quarter 2013	2.91	2.36
Fourth Quarter 2012	3.10	2.40
Third Quarter 2012	2.77	2.30
Second Quarter 2012	3.05	2.32
First Quarter 2012	4.00	2.71
Five most recent full financial years		
2013	11.84	2.36
2012	4.00	2.30
2011	6.42	3.20
2010	7.70	5.72
2009	7.00	2.73

On March 10, 2014, the last reported sale price of the ordinary shares was \$10.16 on the NASDAQ Stock Market.

## SELLING SECURITYHOLDERS

Beneficial ownership and other information.

In accordance with the registration rights we granted to the selling shareholders as part of the Shagrir Transaction, we are registering 994,357 of our ordinary shares which are owned by the selling securityholders.

The term "selling securityholders" include (i) the entities identified in the table below (as such table may be amended from time to time by means of an amendment to the registration statement of which this prospectus forms a part or by a supplement to this prospectus) and (ii) any donees, pledgees, transferees or other successors-in-interest that acquires any of the ordinary shares covered by this prospectus after the date of this prospectus from the named selling securityholders as a gift, pledge, partnership distribution or other non-sale related transfer.

Except as described herein or in the documents incorporated by reference herein, we have no material relationships with the selling securityholders and have not had any material relationships with the selling securityholders in the past three years.

Nothing in this Registration Statement shall be construed as an admission that any selling securityholders are the beneficial owner of any of our securities, other than the securities held directly by such party, nor that any selling stockholder or other persons or entities constitute a "group", for purposes of Section 13(d) of the Exchange Act and the rules promulgated thereunder.

Except as set forth in the footnotes to the table, other than the ordinary shares covered by this prospectus and offered hereby, the selling securityholders do not beneficially own any of our ordinary shares or other securities and will not beneficially own any such