

FORMULA SYSTEMS (1985) LTD

Form 6-K

November 20, 2018

**FORM 6-K**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON D.C. 20549**

**Report of Foreign Private Issuer**

**Pursuant to Rule 13a-16 or 15d-16**

**of the Securities Exchange Act of 1934**

For the month of November 2018

**FORMULA SYSTEMS (1985) LTD.**

(Translation of registrant's name into English)

**5 HaPlada Street, Or-Yehuda, Israel**

(Address of principal executive offices)

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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

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934

Yes  No

If "Yes" is marked indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-

Attached to Registrant's Form 6-K for the month of November 2018 and incorporated by reference herein is the Registrant's immediate report dated November 20, 2018.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant)

By: /s/ Guy Bernstein

Guy Bernstein CEO

dated: November 20, 2018

**PRESS RELEASE**

**Formula Systems Reports the Results of the Third Quarter of 2018 with 22% increase in Net Income Year over Year**

**Formula s revenues for the nine-month period increased by 11% year over year to \$1.1 billion. Operating income for the nine-month period increased by 44% year over year to \$77.1 million**

**Or Yehuda, Israel, November 20, 2018** Formula Systems (1985) Ltd. (NASDAQ: FORTY), a global information technology holding company engaged, through its subsidiaries and affiliates, in providing software consulting services and computer-based business solutions and developing proprietary software products, today announced its results for the third quarter and nine month period ended September 30, 2018, in accordance with International Financial Reporting Standards (IFRS).

**Financial Highlights for the Third Quarter Ended September 30, 2018**

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Consolidated revenues for the third quarter increased by 4.0% to \$362.4 million, compared to \$348.6 million in the same period last year.

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Consolidated operating income for the third quarter increased by 18.1% to \$26.6 million, compared to \$22.5 million in the same period last year.

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Consolidated net income attributable to Formula s shareholders for the third quarter was \$6.8 million, or \$0.45 per fully diluted share, compared to \$5.5 million, or \$0.37 per fully diluted share, in the same period last year, reflecting an increase of 22.5%.

**Financial Highlights for the Nine-Month Period Ended September 30, 2018**

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Consolidated revenues for the nine-month period ended September 30, 2018 increased by 11.2% to \$1.1 billion, compared to \$988.6 million in the same period last year.

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Consolidated operating income for the nine-month period ended September 30, 2018 increased by 43.9% to \$77.1 million, compared to \$53.6 million in the same period last year.

Consolidated net income attributable to Formula's shareholders for the nine-month period ended September 30, 2018 was \$21.6 million, or \$1.44 per fully diluted share, compared to \$6.3 million, or \$0.42 per fully diluted share, in the same period last year, reflecting an increase of 241%.

As of September 30, 2018, Formula held 49.18%, 48.16%, 45.21%, 100%, 50% and 90.09% of the outstanding ordinary shares of Matrix IT Ltd., Sapiens International Corporation N.V, Magic Software Enterprises Ltd., Michpal Micro Computers (1983) Ltd., TSG IT Advanced Systems Ltd. and Insync Staffing Solutions, Inc., respectively.

Consolidated cash, short-term investments in marketable securities and short-term and long-term bank deposits totaled approximately \$285.2 million as of September 30, 2018, compared to \$260.8 million as of December 31, 2017.

Total consolidated equity as of September 30, 2018, was \$806.0 million (representing 49.2% of the total balance sheet), compared to \$772.9 million (representing 49.4% of the total balance sheet) as of December 31, 2017.

As of September 30, 2018, Formula was in compliance with all of its financial covenants under the debentures issued by Formula and under loans granted by other financial institutions.

## Comments of Management

Commenting on the results, Guy Bernstein, CEO of Formula Systems, said, "We are very pleased to report on continued growth momentum for the first nine months of 2018 in all major financial indices across our portfolio and look forward to ending the year with even more positive results.

"In the first nine months of 2018, Matrix achieved solid growth across all its key financial indices, reporting revenues of NIS 2.3 billion (or \$646 million), operating income of NIS 152.3 million (or \$42.8 million) and net profit of NIS 100.2 million (or \$28.2 million), in each case in the first nine months of 2018, reflecting increases of 10%, 7.3% and 15.8%, respectively, year over year. Matrix's quarterly operating income reached NIS 50.1 million (or \$13.8 million) in the third quarter, compared to NIS 52.3 million (or \$14.7 million) in the same period last year, reflecting a decrease of 4.1% year over year mainly resulting from the Holidays of the Jewish month of Tishrei, which this year have entirely coincided with the third quarter (as opposed to being divided between the third and fourth quarters in the previous year).

Matrix continues its growth and employee recruitment momentum, as a result of winning new projects, including mega-projects, entering new fields, and accomplishing strategic mergers and acquisitions in Israel and in the US in

synergetic areas of activity.

I am very pleased that Matrix's operations in the US show impressive growth in revenues and profitability, with about 13% of the revenues and 26% of the operating income for the third quarter coming from the US market.

In the third quarter, Sapiens' revenues totaled \$73.2 million, up 1.7% compared to last year, and its operating income increased by 51.7% year over year to \$6.8 million, with operating margin of 9.3% compared to 6.2% in the same period last year. In non-GAAP<sup>1</sup> terms, Sapiens' operating margin was 14.0% during the third quarter, up from 12.4% year over year. These results reflect Sapiens' significant strides to getting back on track, with new customer wins, enhancing new product development and effectively leveraging its global assets.

Sapiens expanded its P&C business in the EMEA and North American markets, while continuing to improve its operational performance. As a result, in the third quarter, Sapiens achieved a 160-basis point increase in non-GAAP operating margin year-over-year and grew its North America business by 12%.

To extend its competitive edge, Sapiens is partnering with InsurTech and FinTech start-ups to complement its core offering.

Magic's record-breaking financial results for the third quarter and first nine months of 2018 reflect the solid demand for its software solutions and professional services, which serve to help its customers on their digital transformation journey. The third quarter revenues were \$72.1 million, operating income was \$7.7 million and non-GAAP<sup>2</sup> operating income was \$10.0 million, up 10%, 9% and 10% respectively, year over year, driven exclusively by organic growth.

Magic closed during the third quarter of 2018 a private placement of \$35 million (including \$9.2 million invested by Formula), a strong testament of its investors' continued confidence in the company. Magic intends to utilize such funds to continue growing organically and through mergers and acquisition.

Lastly, during November 2018 Michpal expanded its business through the acquisition of an 80% share interest in Effective Solutions Ltd, an Israeli company that provides consulting services in the fields of operational cost savings and procurement, as well as salary control and monitoring. The two companies have launched a new service called Michpal YEDA, which allows clients to consult with team of experienced professionals, including employment attorneys and HR experts, with respect to payroll, labor, pensions, social security and employee income tax matters.

The acquisition of Effective Solutions and the launch of Michpal YEDA are important steps in the execution of our growth strategy to expand Michpal's market share by offering clients comprehensive and holistic solutions in the payroll software and services market encompassing payroll, labor laws, employee income taxes, pensions and provident funds all under one rooftop.

### **Stand-Alone Financial Measures**

This press release presents, further below, certain stand-alone financial measures to reflect Formula's stand-alone financial position in reference to its assets and liabilities as the parent company of the group. These financial measures are prepared consistent with the accounting principles applied in the consolidated financial statements of the group. Such measures include investments in subsidiaries and affiliated company measured at cost adjusted by Formula's share in the investees' accumulated undistributed earnings and other comprehensive income or loss.

Formula believes that these financial measures provide useful information to management and investors regarding Formula's stand-alone financial position. Formula's management uses these measures to compare the Company's performance to that of prior periods for trend analyses. These measures are also 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 stand-alone financial measures provides an additional tool for investors to use in evaluating Formula's financial position.

Management of the Company does not consider these stand-alone measures in isolation or as an alternative to financial measures determined in accordance with GAAP. Formula urges investors to review the consolidated financial statements 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 or financial position.

### **About Formula**

Formula Systems (1985) Ltd. is a global information technology company engaged, through its subsidiaries and affiliates, in providing software consulting services and computer-based business solutions and developing proprietary software products.

For more information, visit [www.formulasystems.com](http://www.formulasystems.com).

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Except for any historical information contained herein, matters discussed in this press release might include forward-looking statements that involve a number of risks and uncertainties. Regarding any financial statements, actual results might vary significantly based upon a number of factors including, but not limited to, risks in product and technology development, market acceptance of new products and continuing product conditions, both locally and abroad, release and sales of new products by strategic resellers and customers, and other risk factors detailed in Formula's most recent annual report and other filings with the Securities and Exchange Commission. These forward-looking statements are made only as of the date hereof, and the Company undertakes no obligation to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise.



**FORMULA SYSTEMS (1985) LTD.**

**CONSOLIDATED CONDENSED STATEMENTS OF PROFIT OR LOSS**



**U.S. dollars in thousands (except per share data)**

**Nine months ended**

**Three months ended**

**September 30,**

**September 30,**

**2018**

**2017**

**2018**

**2017**

**Unaudited**

**Unaudited**

**Revenues**

**1,099,288**

**988,600**

**362,430**

**348,629**

**Cost of revenues**

**854,856**

	772,588
	282,240
	271,434
<b>Gross profit</b>	<b>244,432</b>
	<b>216,012</b>
	<b>80,190</b>
	<b>77,195</b>
Research and development costs, net	31,339
	29,459
	9,891
	10,076
Selling, general and administrative expenses	135,954

	132,948
	43,739
	44,628
<b>Operating income</b>	<b>77,139</b>
	<b>53,605</b>
	<b>26,560</b>
	<b>22,491</b>

Financial expenses, net

	(7,366)
	(17,040)
(*)	
	(4,105)
	(3,605)
(*)	
<b>Income before taxes on income</b>	
	<b>69,773</b>
	<b>36,565</b>
(*)	
	<b>22,455</b>
	<b>18,886</b>
(*)	

Taxes on income

16,199

11,834

4,476

5,504

**Income after taxes**

**53,574**

**24,731**

(\*)

**17,979**

**13,382**

(\*)

Equity in gains (losses) of affiliated

companies, net

(66)

517

(3)

107

**Net income**

**53,508**

**25,248**

(\*)

	<b>17,976</b>
	<b>13,489</b>
(*)	
Net income attributable to redeemable	
non- controlling interests	4,523
	2,104
(*)	
	1,412
	928
(*)	
Net income attributable to non-controlling	
interests	27,355
	16,809
(*)	
	9,784
	7,025
(*)	
	16



**Net income attributable to Formula**

<b>Systems shareholders</b>	<b>21,630</b>
	<b>6,335</b>
(*)	<b>6,780</b>
	<b>5,536</b>
(*)	
<b>Earnings per share (basic)</b>	<b>1.47</b>
	<b>0.44</b>
(*)	<b>0.46</b>
	<b>17</b>

	0.39
(*)	
Earnings per share (diluted)	
	1.44
	0.42
(*)	
	0.45
	0.37
(*)	

Number of shares used in computing earnings

per share (basic)

14,730,920

14,338,590

14,731,862

14,374,579

Number of shares used in computing earnings

per share (diluted)

15,565,098

14,697,459

15,574,171

15,539,781

)\*) Adjustment to comparative data

**FORMULA SYSTEMS (1985) LTD.**

**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**

**U.S. dollars in thousands**

	<b>September 30, 2018</b>	<b>December 31, 2017</b>
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(Unaudited)

**ASSETS**

**CURRENT ASSETS:**

Cash and cash equivalents	271,764	245,936
Marketable securities	11,919	14,138

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Short-term deposits	12	735
Trade receivables	416,587	385,778
Other accounts receivable and prepaid expenses	48,628	44,915
Inventories	3,845	3,299
<b>Total current assets</b>	<b>752,755</b>	<b>694,801</b>
<b>LONG-TERM ASSETS:</b>		
Deferred taxes	14,478	15,878
Prepaid expenses and other accounts receivables	20,528	16,581
<b>Total long-term assets</b>	<b>35,006</b>	<b>32,459</b>
<b>INVESTMENTS IN COMPANIES ACCOUNTED FOR AT EQUITY METHOD</b>		
	25,242	25,315
<b>PROPERTY, PLANTS AND EQUIPMENT, NET</b>	<b>29,733</b>	<b>29,807</b>
<b>NET INTANGIBLE ASSETS AND GOODWILL</b>	<b>795,837</b>	<b>781,255</b>
<b>TOTAL ASSETS</b>	<b>1,638,573</b>	<b>1,563,637</b>
<b>CURRENT LIABILITIES:</b>		
Liabilities to banks and others	128,485	70,819
Debentures	54,798	4,826
Trade payables	95,793	95,339
Deferred revenue and customer advances	59,212	58,905
Employees and payroll accrual	97,756	111,707
Other accounts payable	60,238	53,145
Liabilities related to business combinations	5,485	6,811
Redeemable non-controlling interests	37,660	31,395
<b>Total current liabilities</b>	<b>539,427</b>	<b>432,947</b>
<b>LONG-TERM LIABILITIES:</b>		
Liabilities to banks and others	89,058	135,616
Other long-term liabilities	7,447	7,244
Debentures, net of current maturities	116,448	133,739
Deferred taxes	35,759	36,605
Deferred revenues	5,328	9,340
	8,439	4,711

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Liabilities related to business combinations

Redeemable non-controlling interests	21,769	21,481
Employee benefit liabilities	8,885	9,032
<b>Total long-term liabilities</b>	<b>293,133</b>	<b>357,768</b>
<b>EQUITY</b>		
Equity attributable to Formula Systems' shareholders	369,348	359,202
Non-controlling interests	436,665	413,720
<b>Total equity</b>	<b>806,013</b>	<b>772,922</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>1,638,573</b>	<b>1,563,637</b>

**FORMULA SYSTEMS (1985) LTD.**

**STAND-ALONE STATEMENTS OF FINANCIAL POSITION**

U.S. dollars in thousands

	<b>September 30, 2018</b>	<b>December 31, 2017</b>
	(Unaudited)	
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents	35,550	14,842
Dividend receivable	4,806	-
Other accounts receivable and prepaid expenses	636	3,733
<b>Total current assets</b>	<b>40,992</b>	<b>18,575</b>
<b>INVESTMENTS IN SUBSIDIARIES AND AFFILIATES (*)</b>		
Matrix IT Ltd.	114,361	115,433
Sapiens International Corporation N.V.	169,400	172,738
Magic Software Enterprises Ltd.	108,780	98,898
Other	51,527	53,408
<b>Total Investments in subsidiaries and affiliates</b>	<b>444,068</b>	<b>440,477</b>
<b>OTHER LONG TERM RECEIVABLES</b>	<b>2,400</b>	<b>2,400</b>
<b>PROPERTY, PLANTS AND EQUIPMENT, NET</b>	<b>4</b>	<b>5</b>
<b>TOTAL ASSETS</b>	<b>487,464</b>	<b>461,457</b>
<b>CURRENT LIABILITIES:</b>		

Liabilities to banks and others	12,499	13,413
Debentures	44,235	4,044
Trade payables	73	112
Employees, payroll accrual and other accounts payable	1,199	3,729
<b>Total current liabilities</b>	<b>58,006</b>	<b>21,298</b>
<b>LONG-TERM LIABILITIES:</b>		
Liabilities to banks and others	12,186	25,498
Debentures, net of current maturities	47,924	55,459
<b>Total long-term liabilities</b>	<b>60,110</b>	<b>80,957</b>
<b>EQUITY</b>	<b>369,348</b>	<b>359,202</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>487,464</b>	<b>461,457</b>

(\*) Investments' carrying amounts are measured consistent with the accounting principles applied in the consolidated financial statements of the group and representing investments measured at cost adjusted by Formula's share in the investees' accumulated undistributed earnings and other comprehensive income or loss.lkjlljlsj

## Footnotes

<sup>1</sup> These non-GAAP measures are subject to the discussion under Non-GAAP Financial Measures in Sapiens press release issued on November 7, 2018

<sup>2</sup> These non-GAAP measures are subject to the discussion under Non-GAAP Financial Measures in Magic Software Enterprises press release issued on November 13, 2018