
NNDM 6-K 5/18/2016

Section 1: 6-K (REPORT OF FOREIGN PRIVATE ISSUER)

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
under the Securities Exchange Act of 1934

For the month of: May 2016

Commission file number: 001-37600

NANO DIMENSION LTD.
(Translation of registrant's name into English)

2 Ilan Ramon
Ness Ziona 7403635 Israel
(Address of principal executive offices)

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 if the registrant is submitting the Form 6-K in paper as permitted by Regulations S-T Rule 101(b)(1): _____

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulations S-T Rule 101(b)(7): _____

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Attached hereto and incorporated herein is the Registrant's press release issued on May 18, 2016, announcing the Registrant's financial results for the first quarter ended March 31, 2016.

Exhibit No.

| | |
|------|---|
| 99.1 | Press Release issued by Nano Dimension Ltd. on May 18, 2016, announcing its financial results for the first quarter ended March 31, 2016. |
|------|---|

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.

Nano Dimension Ltd.
(Registrant)

By: /s/ Amit Dror
Name: Amit Dror
Chief Executive Officer

Date: May 18, 2016

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Section 2: EX-99.1 (PRESS RELEASE ISSUED BY NANO DIMENSION LTD. ON MAY 18, 2016, ANNOUNCING THE REGISTRANT'S FINANCIAL RESULTS FOR THE FIRST QUARTER ENDED MARCH 31, 2016)

Exhibit 99.1



Nano Dimension Reports First Quarter Financial Results

Ness Ziona, Israel May 18, 2016 – Nano Dimension Ltd. (NASDAQ, TASE: NNDM), a leader in the area of 3D Printed Electronics, today announced financial results for the first quarter ended March 31, 2016.

Nano Dimension ended the first quarter of 2016 with \$7,628,000 (NIS 28,727,000) in cash and cash equivalents, while total quarterly expenses were \$1,790,000 (NIS 6,741,000).

Amit Dror, CEO, said “The first quarter was an extremely exciting time for Nano Dimension, during which the company continued to gain momentum and solidify its position as a leader in the 3D printed electronics industry. A standout moment from the quarter was the company’s listing on the NASDAQ in March. In addition, the company filed for several new patents to advance its proprietary technologies and announced a new collaboration with Tel Aviv University. The first quarter also was highlighted by a signed agreement with Flextronics International Ltd. to serve as the primary manufacturer and supplier of the DragonFly2020 3D Printer. This agreement supports our plans for the delivery stage of our printers towards the end of 2016. The first quarter activity led Nano Dimension to a resoundingly strong start to the year.”

First Quarter 2016 Financial Results:

- Research and development (R&D) expenses for the first quarter of 2016 were \$436,000 (NIS 1,642,000), compared to \$483,000 (NIS 1,921,000) in the first quarter of 2015. The change was primarily due to presenting the R&D expenses for the first quarter of 2016 net of government grants in the amount of \$58,000 (NIS 217,000) and net of development expenses recognized as intangible assets in the amount of \$1,488,000 (NIS 5,604,000).

Taking into account the capitalized amount, the change in the R&D expenses was attributable to an increase of \$697,000 (NIS 2,626,000) in salaries and related personnel expenses, reflecting an increase in the number of employees (the company had nine R&D employees as of March 31, 2015 and 46 R&D employees as of March 31, 2016), an increase of \$370,000 (NIS 1,394,000) in options expenses, and an increase of \$256,000 (NIS 965,000) in purchase of materials.

- General and administrative (G&A) expenses for the first quarter of 2016 were \$1,176,000 (NIS 4,429,000), compared to \$257,000 (NIS 1,023,000) in the first quarter of 2015. The increase resulted primarily from an increase of \$227,000 (NIS 853,000) in options expenses. The increase was also due to an increase of \$189,000 (NIS 711,000) in professional services expenses mainly for investor relations, accounting and legal services, and an increase of payroll in the amount of \$158,000 (NIS 593,000), reflecting an increase in the number of employees (the company had two G&A employees as of March 31, 2015 and nine G&A employees as of March 31, 2016).
- Net loss for the first quarter of 2016 was \$1,790,000 (NIS 6,741,000), or \$0.05 (NIS 0.18) per share, compared to \$766,000 (NIS 3,047,000), or \$0.04 (NIS 0.15) per share, in the first quarter of 2015, mainly due to the above described increase in G&A expenses.

Balance Sheet Highlights

- Cash and cash equivalents totaled \$7,628,000 (NIS 28,727,000) as of March 31, 2016, compared to \$8,665,000 (NIS 33,811,000) on December 31, 2015. The decrease compared to December 31, 2015 reflects the cash used in operations during the first quarter of 2016, net of proceeds received from exercise of warrants during the period.
- Shareholders' equity totaled \$12,435,000 (NIS 46,831,000) as of March 31, 2016, compared to \$12,047,000 (NIS 47,004,000) on December 31, 2015.

First Quarter and Recent Corporate Highlights:

- On January 20, 2016, the company announced that it has signed an agreement with Flextronics International Ltd. to serve as the primary manufacturer and supplier of the DragonFly2020 3D Printer.
- On February 23, 2016, the company announced that it has signed a collaboration agreement with Ramot at Tel Aviv University Ltd., under which a group of researchers headed by Professor Gil Markovich, head of the department of Chemistry at the Tel Aviv University, will collaborate on the development of an application method for a nanoparticle nickel material developed at the university's laboratories. This collaboration with Ramot at Tel Aviv University Ltd., in combination with Nano Dimension's intellectual property and know-how, will help advance development of new ink formulations tailored to Nano Dimension's printing technologies and a wide range of new 3D printing applications.
- On March 7, 2016, the company's American Depositary Shares started trading on the NASDAQ Capital Market under the symbol "NNDM."
- On March 22, 2016, the company announced that it signed an agreement to collaborate with FATHOM, an industry-leading advanced manufacturer, distributor and service provider with expertise in 3D printing, to introduce the company's 3D printer to Silicon Valley and the greater West Coast area.



About Nano Dimension Ltd.

Nano Dimension, founded in 2012, focuses on development of advanced 3D printed electronics systems and advanced additive manufacturing. Nano Dimension's unique products combine three advanced technologies: 3D inkjet, 3D software and nanomaterials. The company's primary products include the first 3D printer dedicated to printing multi-layer PCBs (printed circuit boards) and advanced nanotechnology-based conductive and dielectric inks.

In addition to the trading of the company's American Depositary Shares on NASDAQ, the company's ordinary shares are also traded on the TASE in Israel. The Bank of New York Mellon serves as the depository for Nano Dimension.

Forward Looking Statements

This press release contains forward-looking statements within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995 and other Federal securities laws. Words such as "expects," "anticipates," "intends," "plans," "believes," "seeks," "estimates" and similar expressions or variations of such words are intended to identify forward-looking statements. Because such statements deal with future events and are based on Nano Dimension's current expectations, they are subject to various risks and uncertainties and actual results, performance or achievements of Nano Dimension could differ materially from those described in or implied by the statements in this press release. For example, we are using forward-looking statements when we discuss our plans for delivery of our printers towards the end of 2016 and our collaboration with Ramot at Tel Aviv University Ltd. which could advance development of new ink formulations tailored to our printing technologies. The forward-looking statements contained or implied in this press release are subject to other risks and uncertainties, including those discussed under the heading "Risk Factors" in Nano Dimension's Annual Report on Form 20-F filed with the Securities and Exchange Commission ("SEC") on March 8, 2016, and in any subsequent filings with the SEC. Except as otherwise required by law, Nano Dimension undertakes no obligation to publicly release any revisions to these forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

CONTACT INVESTOR RELATIONS:

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Consolidated Statements of Financial Position

| | March 31 2016 | March 31 2016 | December 31 2015 |
|---|--|--------------------------|-----------------------------|
| | Thousand USD | | |
| | Convenience translation into US dollars (NIS 3.766 = \$1) | Thousand NIS | Thousand NIS |
| Assets | | | |
| Cash and cash equivalents | 7,628 | 28,727 | 33,811 |
| Restricted deposits | 133 | 500 | 500 |
| Other receivables | 219 | 827 | 1,030 |
| Total current assets | 7,980 | 30,054 | 35,341 |
| Restricted deposits | 113 | 425 | 428 |
| Property plant and equipment, net | 1,458 | 5,491 | 4,414 |
| Intangible assets | 4,503 | 16,958 | 11,355 |
| Total non-current assets | 6,074 | 22,874 | 16,197 |
| Total assets | 14,054 | 52,928 | 51,538 |
| Liabilities | | | |
| Trade payables | 465 | 1,750 | 1,727 |
| Other payables | 778 | 2,932 | 1,814 |
| Total current liabilities | 1,243 | 4,682 | 3,541 |
| Liability in respect of government grants | 376 | 1,415 | 993 |
| Total liabilities | 1,619 | 6,097 | 4,534 |
| Equity | | | |
| Share capital | 1,133 | 4,267 | 3,863 |
| Share premium | 18,539 | 69,817 | 63,054 |
| Treasury shares | (1,397) | (5,260) | (5,260) |
| Warrants | 1,228 | 4,623 | 6,934 |
| Capital reserve from transactions with controlling shareholders | 495 | 1,866 | 1,866 |
| Capital reserve for share-based payments | 3,822 | 14,393 | 12,681 |
| Accumulated loss | (11,385) | (42,875) | (36,134) |
| Total equity | 12,435 | 46,831 | 47,004 |
| Total liabilities and equity | 14,054 | 52,928 | 51,538 |

Consolidated Statements of Profit or Loss and Other Comprehensive Income

| | For the three months ended March 31 | | | For the year ended |
|---|--|--------------|--------------|---------------------------|
| | 2016 | 2015 | 2016 | December 31 |
| | 2016 | 2015 | 2016 | 2015 |
| Thousand USD | | | | |
| Convenience translation into US dollars (NIS 3.766 = \$1) | | Thousand NIS | Thousand NIS | Thousand NIS |
| Research and development expenses, net | 436 | 1,921 | 1,642 | 11,153 |
| General and administrative expenses | 1,176 | 1,023 | 4,429 | 11,229 |
| Other income | - | - | - | 6 |
| Operating loss | (1,612) | (2,944) | (6,071) | (22,376) |
| Finance income | - | - | - | 1,529 |
| Finance expense | 178 | 103 | 670 | 145 |
| Total comprehensive loss | (1,790) | (3,047) | (6,741) | (20,992) |
| Basic and diluted loss per share (in NIS / USD) | (0.05) | (0.15) | (0.18) | (0.78) |

Consolidated Statements of Changes in Equity

| | <u>Share capital</u> | <u>Share premium</u> | <u>Treasury shares</u> | <u>Warrants</u> | <u>Capital reserve from transactions with controlling shareholders</u> | <u>Capital reserve for share-based payments</u> | <u>Accumulated loss</u> | <u>Total equity</u> | <u>Convenience translation into US dollars (NIS 3.766 = \$1)</u> |
|---|----------------------|----------------------|------------------------|-----------------|--|---|-------------------------|---------------------|--|
| | Thousand NIS | Thousand NIS | Thousand NIS | Thousand NIS | Thousand NIS | Thousand NIS | Thousand NIS | Thousand NIS | Thousand USD |
| For the three months ended March 31, 2016: | | | | | | | | | |
| Balance as of January 1, 2016 | 3,863 | 63,054 | (5,260) | 6,934 | 1,866 | 12,681 | (36,134) | 47,004 | 12,481 |
| Exercise of warrants and options | 404 | 6,763 | - | (2,311) | - | (1,145) | - | 3,711 | 985 |
| Share-based payments | - | - | - | - | - | 2,857 | - | 2,857 | 759 |
| Net loss | - | - | - | - | - | - | (6,741) | (6,741) | (1,790) |
| Balance as of March 31, 2016 | 4,267 | 69,817 | (5,260) | 4,623 | 1,866 | 14,393 | (42,875) | 46,831 | 12,435 |