

ELTEK LTD  
Form 6-K  
December 20, 2018

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FORM 6 - K

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Report of Foreign Private Issuer

Pursuant to Rule 13a - 16 or 15d -16  
Under the Securities Exchange Act of 1934

For the Month of December 2018

Commission file number 000-28884

Eltek Ltd.

(Name of Registrant)

Sgoola Industrial Zone, Petach Tikva, Israel  
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover 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 Regulation S-T Rule 101(b)(1): \_\_\_\_\_

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

This Form 6-K is being incorporated by reference into the Registrant's Form S-8 Registration Statements File Nos. 333-130611 and 333-123559.

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Signature

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.

Eltek Ltd.  
(Registrant)

By: /s/ Amnon Shemer  
Amnon Shemer  
Vice President, Finance and  
Chief Financial Officer

Dated: December 20, 2018

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Press Release

Eltek Reports 2018 Third Quarter Financial Results

- Revenues of \$8.5 million
- Gross profit of \$973,000
- Net loss of \$463,000

PETACH-TIKVA, Israel, December 20, 2018 - Eltek Ltd. (NASDAQ: ELTK), a global manufacturer and supplier of technologically advanced solutions in the field of printed circuit boards, announced today its financial results for the quarter ended September 30, 2018.

Mr. Eli Yaffe, Chief Executive Officer, commented: "The third quarter of 2018 was the first quarter in my role as the CEO of Eltek. During this quarter our revenues were \$8.5 million, up 10% from Q3-2017 and the net loss decreased to \$463,000 from a net loss of \$1.2 million in Q3-2017.

"As recently announced, we have established a new leadership team to implement our turnaround plan. We have begun a process of identifying the products that were underpriced and they are being addressed. In addition .efficiency measures have been implemented in order to reduce our break-even-point. Though there may be an initial reduction in sales volume, this should improve our on-time delivery performance, increase customer satisfaction and build sales from there and return to profitability."

"I see significant potential for Eltek in the high-end PCB market with our skilled engineers and experienced management. I am optimistic that we will be able to capitalize on our strengths in returning the Company to profitability and to renew our position as a leading high-end PCB manufacturer," Mr. Yaffe concluded.

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Highlights of the Third Quarter of 2018

Revenues for the third quarter of 2018 were \$8.5 million, compared to \$7.7 million in the third quarter of 2017;

Gross profit was \$973,000 (11.4% of revenues), compared to gross loss of \$32,000 (0.4% of revenues), in the third quarter of 2017. Excluding a \$348,000 one-time amortization of a software system in Q3-2017 gross profit for the third quarter of 2017 was \$316,000.

Operating loss was \$307,000, compared to an operating loss of \$1.2 million, in the third quarter of 2017;

Net loss was \$463,000, or \$0.23 per fully diluted share, compared to a net loss of \$1.2 million, or \$0.59 per fully diluted share in the third quarter of 2017;

EBITDA was \$109,000 (1.3% of revenues), compared to a negative EBITDA of \$422,000 (5.5% of revenues) in the third quarter of 2017;

Net cash provided by operating activities amounted to \$164,000, compared to net cash used in operating activities of \$1.3 million in the third quarter of 2017. The change is mainly attributable to the operating results in this quarter and changes in asset and liability accounts.

Cash and cash equivalents as of September 30, 2018 were \$1.2 million, compared to \$1.0 million as of September 30, 2017.

Highlights for the First Nine Months of 2018

Revenues for the first nine months of 2018 were \$26.1 million, compared to \$23.7 million in the first nine months of 2017;

Gross profit was \$2.0 million (7.6% of revenues), compared to gross profit of \$587,000 (2.5% of revenues) in the first nine months of 2017;

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· Operating loss was \$1.7 million, compared to an operating loss of \$2.9 million in the first nine months of 2017;

Net loss was \$2 million, or \$0.97 per fully diluted share, compared to a net loss of \$3.1 million, or \$1.53 per fully diluted share, in the first nine months of 2017;

EBITDA was a negative \$374,000 (1.4% of revenues) compared to a negative EBITDA of \$1.2 million (5.1% of revenues) in the first nine months of 2017;

Net cash used in operating activities amounted to \$951,000 million compared to net cash used in operating activities of \$2.6 million in the first nine months of 2017.

#### Financial Status

As of September 30, 2018, the Company was not in compliance with its financial covenants with its banks and does not expect to be in compliance at December 31, 2018. The Company has initiated discussions with its banks to obtain waivers for such non-compliance. As a result, long term bank loans amounting to \$215,000 were reclassified from long term to short term.

In April 2018, Nistec, our controlling shareholder, provided a letter of commitment to the Company to provide additional financing in the amount of up to \$2.5 million, valid for one year, of which \$2.2 million has been utilized. It should be noted that the Company is making efforts to improve operations and its cash position (including applicable waivers), although there is no certainty that the Company will be able to attain these goals.

#### Nasdaq Continued Listing Status

On December 11, 2018, the Company announced that it intends to increase its shareholders' equity through a rights offering to shareholders, as part of the plan submitted to Nasdaq Listing Qualifications Department to regain compliance with the Nasdaq minimum stockholders' equity of \$2.5 million requirement for continued listing. As reported, NASDAQ has notified the Company that it has until March 31, 2019, to regain compliance. We also announced that Nistec Ltd., the Company's controlling shareholder, intends to exercise the rights to be offered to it in the rights offering, by converting approximately \$2.5 million of debt owed to it by the Company, into ordinary shares of the Company. As is customary in rights offerings, it is expected that the rights offering will be made at a discount to market.

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The Ordinary Shares to be issued by Eltek in the proposed rights offering have not been registered under the Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. The Company intends to file a registration statement with the Securities and Exchange Commission for purposes of registering the Ordinary Shares issuable in connection with the proposed rights offering.

This press release does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these ordinary shares in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

Conference Call

Today, Thursday, December 20, 2018, at 8:30 a.m. Eastern Time, Eltek will conduct a conference call to discuss the results. The call will feature remarks by Eli Yaffe, Chief Executive Officer and Amnon Shemer, Chief Financial Officer.

To participate, please call the following teleconference numbers. Please allow for additional time to connect prior to the call:

United States: 1-888- 668-9141

Israel: 03- 9180609

International: +972-3-9180609

At:

8:30 a.m. Eastern Time

5:30 a.m. Pacific Time

15:30 p.m. Israel Time

A replay of the call will be available through the Investor Info section on Eltek's corporate website at <http://www.nisteceltek.com> approximately 24 hours after the conference call is completed and will be archived for 30 days.

(Tables follow)

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## About Eltek

Eltek – "Innovation Across the Board", is a global manufacturer and supplier of technologically advanced solutions in the field of printed circuit boards (PCBs), and is the Israeli leader in this industry. PCBs are the core circuitry of most electronic devices. Eltek specializes in the manufacture and supply of complex and high quality PCBs, HDI, multilayered and flex-rigid boards for the high-end market. Eltek is ITAR compliant and has AS-9100 and NADCAP Electronics certifications. Its customers include leading companies in the defense, aerospace and medical industries in Israel, the United States, Europe and Asia.

Eltek was founded in 1970. The Company's headquarters, R&D, production and marketing center are located in Israel. Eltek also operates through its subsidiaries in North America and in Europe and by agents and distributors in Europe, India, South Africa and South America.

For more information, visit Eltek's web site at [www.nisteceltek.com](http://www.nisteceltek.com).

## Use of Non-GAAP Financial Information

The Company reports financial results in accordance with U.S. GAAP and herein provides some non-GAAP measures, including EBITDA. These non-GAAP measures are not in accordance with, nor are they a substitute for, GAAP measures. These non-GAAP measures are intended to supplement the Company's presentation of its financial results that are prepared in accordance with GAAP. The Company uses the non-GAAP measures presented to evaluate and manage the Company's operations internally. The Company is also providing this information to assist investors in performing additional financial analysis. Reconciliation between the company's results on a GAAP and non-GAAP basis is provided in a table below.

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Forward Looking Statement:

Certain matters discussed in this news release are forward-looking statements that involve a number of risks and uncertainties including, but not limited to statements regarding expected results in future quarters, risks in product and technology development and rapid technological change, product demand, the impact of competitive products and pricing, market acceptance, the sales cycle, changing economic conditions and other risk factors detailed in the Company's Annual Report on Form 20-F and other filings with the United States Securities and Exchange Commission.

Investor Contact:

|  |  |
|--|--|
| Eli Yaffe  | Amnon Shemer   |
| Chief Executive Officer  | Chief Financial Officer  |
| <a href="mailto:eliy@nisteceltek.com">eliy@nisteceltek.com</a> | <a href="mailto:amnon@nisteceltek.com">amnon@nisteceltek.com</a> |
| +972-3-9395023   | +972-3-9395023   |

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Eltek Ltd.

Consolidated Statements of Operations

(In thousands US\$, except per share data)

|  | Three months<br>ended<br>Sep 30,<br>2018 |         | Nine months ended<br>Sep 30,<br>2018 |          |
|--|--|---------|--------------------------------------|----------|
|  | 2017                                     | 2017    | 2017                                 | 2017     |
| Revenues   | 8,503                                    | 7,703   | 26,112                               | 23,662   |
| Costs of revenues  | (7,530)                                  | (7,734) | (24,118)                             | (23,075) |
| Gross profit   | 973                                      | (32 )   | 1,994                                | 587      |
|  | 11.4 %                                   | (0.4 )% | 7.6 %                                | 2.5 %    |
| Selling, general and administrative expenses   | (1,280)                                  | (1,166) | (3,648 )                             | (3,399 ) |
| R&D expenses, net  | 0  | (3 )    | (1 )                                 | (38 )    |
| Operating profit (loss)  | (307 )                                   | (1,201) | (1,655 )                             | (2,850 ) |
| Financial expenses, net  | (132 )                                   | (3 )    | (264 )                               | (221 )   |
| Profit (loss) before other income, net   | (439 )                                   | (1,204) | (1,919 )                             | (3,071 ) |
| Other income, net  | 0  | 0       | 0                                    | 16       |
| Profit (loss) before income tax expenses   | (439 )                                   | (1,204) | (1,919 )                             | (3,055 ) |
| Tax expenses   | (24 )                                    | (2 )    | (57 )                                | (52 )    |
| Net Profit (loss)  | (463 )                                   | (1,206) | (1,976 )                             | (3,107 ) |
| Net loss attributable to non controlling interest  | 0  | 0       | 0                                    | 0        |
| Net Profit (loss) attributable to Eltek Ltd.   | (463 )                                   | (1,206) | (1,976 )                             | (3,107 ) |
| Earnings per share   |  |         |                                      |          |
| Basic and diluted net gain (loss) per ordinary share   | (0.23 )                                  | (0.59 ) | (0.97 )                              | (1.53 )  |
|  | (0.23 )                                  | (0.59 ) | (0.97 )                              | (1.53 )  |
| Weighted average number of ordinary shares<br>used to compute basic and diluted net gain (loss) per<br>ordinary share (in thousands) | 2,029                                    | 2,029   | 2,029                                | 2,029    |

Eltek Ltd.  
Consolidated Balance Sheets  
(In thousands US\$)

|  | Sep 30,<br>2018 | Sep 30,<br>2017 |
|--|-----------------|-----------------|
| Assets   |                 |                 |
| Current assets   |                 |                 |
| Cash and cash equivalents  | 1,201           | 1,003           |
| Receivables: Trade, net of provision for doubtful accounts   | 7,055           | 5,871           |
| Other  | 1,060           | 956             |
| Inventories  | 4,330           | 4,342           |
| Prepaid expenses   | 367             | 348             |
| Total current assets   | 14,013          | 12,520          |
| Deferred taxes   | 0               | 0               |
| Assets held for employees' severance benefits  | 54              | 54              |
| Fixed assets, less accumulated depreciation  | 7,634           | 8,624           |
| Intangible asset   | 0               | 0               |
| Total assets   | 21,701          | 21,198          |
| Liabilities and Shareholder's equity   |                 |                 |
| Current liabilities  |                 |                 |
| Short-term credit and current maturities of long-term debts  | 9,799           | 6,482           |
| Accounts payable: Trade  | 6,300           | 5,242           |
| Other  | 3,805           | 3,852           |
| Total current liabilities  | 19,904          | 15,576          |
| Long-term liabilities  |                 |                 |
| Long term debt, excluding current maturities   | 151             | 1,402           |
| Employee severance benefits  | 252             | 159             |
| Total long-term liabilities  | 403             | 1,561           |
| Equity   |                 |                 |
| Ordinary shares, NIS 0.6 par value authorized 50,000,000 shares, issued and outstanding 10,142,762 | 1,985           | 1,985           |
| Additional paid-in capital   | 17,270          | 17,270          |
| Cumulative foreign currency translation adjustments  | 2,298           | 2,348           |
| Capital reserve  | 723             | 695             |
| Accumulated deficit  | (20,882)        | (18,237)        |
| Shareholders' equity   | 1,394           | 4,061           |

|  |        |        |
|--|--------|--------|
| Non controlling interest                   | 0      | 0      |
| Total equity                               | 1,394  | 4,061  |
| Total liabilities and shareholders' equity | 21,701 | 21,198 |

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Eltek Ltd.

Unaudited Non-GAAP EBITDA Reconciliations

(In thousands US\$)

| Non-GAAP EBITDA Reconciliations  | Three months ended |         | Nine months ended |         |
|----------------------------------|--------------------|---------|-------------------|---------|
|                                  | Sep 30, 2018       | 2017    | Sep 30, 2018      | 2017    |
| GAAP net Income (loss)           | (463.24)           | (1,206) | (1,976)           | (3,107) |
| <u>Add back items:</u>           |                    |         |                   |         |
| Financial expenses (income), net | 131.94             | 3       | 264               | 221     |
| Income tax expense               | 24.38              | 2       | 57                | 52      |
| Depreciation and amortization    | 415.64             | 780     | 1,282             | 1,619   |
| Adjusted EBITDA                  | 108.72             | (422 )  | (374 )            | (1,215) |

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Eltek Ltd.

Consolidated Statement of Cash flow

(In thousands US\$, except per share data)

|  | Three months<br>ended<br>Sep 30,<br>2018 |         | Nine months<br>ended<br>Sep 30,<br>2017 |         |
|--|--|---------|---|---------|
| Cash flows from operating activities:  |  |         |   |         |
| Net Income (loss)  | (463 )                                   | (1,206) | (1,976)                                 | (3,107) |
| Adjustments to reconcile net loss to net<br>cash flows provided by operating activities: |  |         |   |         |
| Depreciation and amortization  | 416                                      | 432     | 1,282                                   | 1,284   |
| Capital lose on disposal of fixed assets, net  | -  | -       | -                                       | (13 )   |
| Amortization of Intangible asset   | -  | 348     | -                                       | 348     |
| Revaluation of long term loans   | (1.00 )                                  | 2       | -                                       | (0 )    |
| Decrease (increase) in Deferred Tax  | -  | -       | 23                                      | 5       |
|  | 415                                      | 782     | 1,305                                   | 1,624   |
| Decrease (increase) in trade receivables   | 1,016                                    | 168     | (474 )                                  | 377     |
| Decrease (increase) in other receivables and prepaid expenses                            | (538 )                                   | (738 )  | 313                                     | (802 )  |
| Decrease (increase) in inventories   | 253                                      | (76 )   | (661 )                                  | (70 )   |
| Increase (decrease) in trade payables  | (440 )                                   | (99 )   | 645                                     | (305 )  |
| Increase (decrease) in other liabilities and accrued expenses                            | (84 )                                    | (118 )  | (134 )                                  | (294 )  |
| Increase (decrease) in employee severance benefits, net                                  | 5  | 3       | 32                                      | 2       |
|  | 212                                      | (860 )  | (279 )                                  | (1,092) |
| Net cash provided by (used in) operating activities                                      | 164                                      | (1,283) | (951 )                                  | (2,575) |
|  | Three months<br>ended<br>Sep 30,<br>2018 |         | Nine months<br>ended<br>Sep 30,<br>2017 |         |
| Cash flows from investing activities:  |  |         |   |         |
| Owners investment  |  |         |   |         |
| Purchase of fixed assets   | (86 )                                    | (71 )   | (196 )                                  | (232 )  |
| Purchase of Intangible asset   | -  | -       | -                                       | -       |
| Net cash used in investing activities  | (86 )                                    | (71 )   | (196 )                                  | (232 )  |
| Cash flows from financing activities:  |  |         |   |         |
| Increase (decrease) in short- term credit  | 113                                      | 2,109   | 956                                     | 1,948   |
| Increase (decrease) in short- term shareholder loan                                      | 275                                      | -       | 1,431                                   | 1,430   |
| Repayment of long-term loans from bank   | (225 )                                   | (230 )  | (690 )                                  | (636 )  |
| Proceeds from long-term loans  | 0  | (36 )   | 1                                       | 167     |
| Repayment of credit from fixed asset payables  | (74 )                                    | (8 )    | (233 )                                  | (173 )  |
| Net cash provided by (used in) financing activities                                      | 89                                       | 1,836   | 1,465                                   | 2,736   |

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|  |       |        |       |        |
|--|-------|--------|-------|--------|
| Effect of translation adjustments                    | 43    | (271 ) | (5 )  | (160 ) |
| Net increase (decrease) in cash and cash equivalents | 210   | 211    | 314   | (230 ) |
| Cash and cash equivalents at beginning of the period | 991   | 792    | 887   | 1,234  |
| Cash and cash equivalents at period end              | 1,201 | 1,003  | 1,201 | 1,003  |

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