

TOWER SEMICONDUCTOR LTD

Form 6-K

May 15, 2014

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FORM 6-K

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

For the month of May 2014 No 2.

TOWER SEMICONDUCTOR LTD.

(Translation of registrant's name into English)

Ramat Gavriel Industrial Park

P.O. Box 619, Migdal Haemek, Israel 23105

(Address of principal executive offices)

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 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

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On May 15, 2014, the registrant presented an overview following the release of the results for the first quarter of 2014, as attached herein.

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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.

TOWER SEMICONDUCTOR LTD.

Date: May 15, 2014

By: /s/ Nati Somekh  
Name: Nati Somekh  
Title: Corporate  
Secretary

Corporate Overview  
Following Q1 2014 Results  
May 15, 2014

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Disclaimers

Forward Looking Statements

This presentation contains forward-looking statements within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. These statements are based on management’s current expectations and beliefs and are subject to a number of risks, uncertainties and assumptions that could cause actual results to differ materially from those described in the forward-looking statements. All statements other than statements of historical fact are statements that could be deemed forward-looking statements. For example, statements of expected synergies from Tower’s merger with Jazz, customer benefits, costs savings, financial guidance, industry ranking, execution of integration plans and management and organizational structure are all forward-looking statements. The potential risks and uncertainties include, among others, that expected customer benefits, synergies and costs savings will not be achieved or that the companies are unable to successfully execute their integration strategies, as well as other risks applicable to both Tower and Jazz’s business described in the reports filed by Tower and Jazz with the Securities and Exchange Commission (the “SEC”) and, in the case of Tower, the Israel Securities Authority. These filings identify and address other important factors that could cause Tower and Jazz's respective financial and operational results to differ materially from those contained in the forward-looking statements set forth in this document. Accordingly, no assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what impact they will have on the results of operations or financial condition of Tower or Jazz. Tower and Jazz are providing this information as of the date of this presentation and neither Tower nor Jazz undertakes any obligation to update any forward-looking statements contained in this document as a result of new information, future events or otherwise. A more complete discussion of risks and uncertainties that may affect the accuracy of forward-looking statements included in this presentation or which may otherwise affect Tower or Jazz’s business is included under the heading "Risk Factors" in Tower’s most recent filings on Forms 20-F, F-4, F-3 and 6-K, as were filed with the SEC and the Israel Securities Authority and Jazz’s most recent filings on Forms 10-K and 10-Q, as were filed with the SEC. Actual results may differ materially from those projected or implied by such forward-looking statements. Tower and Jazz do not intend to update, and expressly disclaim any obligation to update, the information contained in this release.

Financial Highlights

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Q1 2014 Financial Highlights  
§Revenues of \$132.7  
§EBITDA of \$27.5 million  
§GAAP net profit of \$39 million

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Q1 2014 Financial Highlights

§ Revenues of \$132.7 million as compared with \$112.6 million in the first quarter of 2013, an increase of 18%

– Organic (non Micron) growth of 27%

§ EBITDA of \$27.5 million or 21% of revenues, an increase of 84% as compared with \$15 million or 13% of revenues in Q1'13

§ GAAP net profit of \$39 million, representing \$0.81 per share, including:

– \$150 million one-time net gain from the high value of TowerJazz Panasonic Semiconductor (“TPSC”), the new company established by Panasonic in Japan

– One-time restructuring costs and impairment of \$71M relating to the Nishiwaki (Japan) facility cessation of operations

– One-time expense resulting from the restructuring of the Jazz’s notes of \$7M net

§ Cash, short-term deposits and designated deposits as of March 31, 2014 were \$183 million compared with \$123 million as of December 31, 2013

§ Shareholders' equity as of March 31, 2014 was \$200 million as compared with \$141 million as of December 31, 2013.

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Q1 & 2014  
Customer and Market vectors

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\* Data excludes Micron contract, expiring mid 2014 and any Panasonic revenues  
TowerJazz revenue growth from top 10 customers  
Only 2 customers exceeded 4%:  
biggest customer 12%

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Market Growth

§ Pure play foundry Y/Y market weighted average growth  
in Q1'14: ~10%

§ TowerJazz Q1'14 Y/Y growth: 18%, organic growth 27%

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Customer mask sets entering our foundries

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A Revolutionary Foundry Concept

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TowerJazz Announces Completion and Kick-off  
of its Joint Venture with Panasonic  
Corporation

Joint Venture to include three Semiconductor Factories in Japan, Manufacturing of  
Panasonic and Additional Products

Will Enable Greater than \$900 Million Revenue Annual Run Rate Commencing Q2  
2014, and Japanese Operations Consolidation which will Reduce Approximately \$130  
Million of Present Annualized Fixed Cost  
(April 1, 2014)

11

Enabling at least \$1B of annual revenues

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Highlights of the Deal

- TowerJazz to hold 51% of the TowerJazz Panasonic Semiconductor Company (“TPSC”)
- Provides TowerJazz with incremental annual revenues of approximately \$400 million, initially can vary quarterly from approximately \$90-105 million
  - Substantial capacity for additional foundry business growth
- Added available capacity of about 1 million wafers per year (8 inch equivalent) in three manufacturing facilities in Japan
- Panasonic committed to acquire its products from the TPSC for a period of at least 5 years of volume production
  - Expanding TowerJazz leadership to include a state of the art 300 mm analog technology fab including best of class 65nm CMOS image sensor dark current and quantum efficiency performance and additional 45 nm digital technology
    - Transaction completed on March 31, 2014.

Corporate Ownership Structure  
Ceasing by the  
end of 2014  
13

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Ceasing Nishiwaki Operations

§ TPSC provides more available CMOS capacity than the  
Nishiwaki factory

§ TPSC comes with strong and long term supply  
agreement with Panasonic

§ Ceasing Nishiwaki operations will reduce ~\$130 million  
of annualized fixed costs

§ All continuing business deals are being transferred to  
TowerJazz or TPSC

14

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Corporate Ownership Structure

15

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TPSC Management

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Mr. Yoshihisa Nagano, COO, TPSC

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TowerJazz Panasonic Locations

18

\* Location chosen due to very  
clean water and geologic stability

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TowerJazz Panasonic Plants Overview

Toyama Prefecture

Toyama Prefecture

Niigata

Prefecture

Niigata

Prefecture

Arai

Uozu

Sea of

Japan

Sea of

Japan

Tonami

22K WSPM\* 45nm-65nm

- 45-65LP CMOS

- 65 RFCMOS

- MOS Image Sensor

\* 200mm equivalent

15K WSPM 110nm-130nm

- 110nm Analog IC/SLSI

- MOS Image Sensor

- Thick Cu RDL Line

48K WSPM 150nm-350nm

- Power (BCD, FET, IGBT)

- Non Volatile Memory

- CCD Image Sensor

200mm

200mm

State-of-the-art

300mm

19

Various technologies including power devices with 1.2V-600V drive voltage.  
TowerJazz Panasonic Strong Offering Serving  
Many Device Applications

20

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Very strong offerings tailored to meet variety of end  
system integration applications

21

Image Sensor

Power Device/PMIC

MCU LSI DSP

System LSI

Analog IC

Optical Devices

Mobile

Comm

Automotive

Infocomm,

PC Peripherals

Security

Healthcare

AV

Multiple Innovative Technologies and Process  
Solutions to support end market applications

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TowerJazz Panasonic Combined Portfolio  
22

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Why did we want this?

- § Multiple world leading technology platforms
- § 300mm best in the world CIS Smart-FSI
- § High Capacity
- § Best of the best in quality
- § Analog system leader
- § Cost effective low mask count flows
- § Large CIS customer base, desiring Panasonic QE and low DC for their designs
- § Diversified customer base enabling high utilization
- § Flexibility and customization
- § Analog foundry leader

We trust TowerJazz

Complimentary capabilities creating excellent synergy

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Financial Statements

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25

## TowerJazz - Balance Sheet (in millions of \$)

	March 31, 2014	December 31, 2013
<b>CURRENT ASSETS</b>		
Cash, deposits & designated deposits	183	123
Trade accounts receivable	83	80
Other receivables	13	11
Inventories	94	65
Other current assets	60	11
<b>Total Current Assets</b>	<b>433</b>	<b>290</b>
Long-term investments	14	14
Property and equipment, net	484	350
Intangible assets, Net	27	33
Goodwill	7	7
Other assets, Net	10	12
<b>TOTAL ASSETS</b>	<b>975</b>	<b>706</b>
<b>CURRENT LIABILITIES</b>		
Short-term debt	46	36
Trade accounts payable	74	66
Employee related liability, incl. Nishiwaki retirement allowance	80	26
Deferred tax liability	17	--
Other current liabilities	29	11
<b>Total Current Liabilities</b>	<b>246</b>	<b>139</b>
Panasonic loan	85	-
Long-term debt	302	317
Employee related liabilities	16	65
Deferred tax liabilities	73	14
Other long-term liabilities	46	30
<b>TOTAL LIABILITIES</b>	<b>768</b>	<b>565</b>
Minority rights	7	--
Shareholders' Equity	200	141
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b>975</b>	<b>706</b>

**TOWER SEMICONDUCTOR LTD. AND SUBSIDIARIES**  
**RECONCILIATION OF REPORTED GAAP TO NON-GAAP CONSOLIDATED STATEMENTS OF**  
**OPERATIONS (UNAUDITED)**

(dollars in thousands, except per share data)

	Three months ended March 31, 2014		Three months ended March 31, 2013		Three months ended March 31, 2014		Three months ended March 31, 2013	
	non-GAAP		Adjustments (see a, b, c, d, e, f below)		GAAP			
REVENUES	\$ 132,653	\$ 112,647	\$--	\$--	\$ 132,653	\$ 112,647		
COST OF REVENUES	88,162	78,947	40,241	(a) 31,125	(a) 128,403	110,072		
GROSS PROFIT	44,491	33,700	(40,241 )	(31,125)	4,250	2,575		
OPERATING COSTS AND EXPENSES								
Research and development	7,155	9,347	288	(b) 148	(b) 7,443	9,495		
Marketing, general and administrative	9,866	9,403	950	(c) 642	(c) 10,816	10,045		
Nishiwaki Fab restructuring costs and impairment	--	--	71,459	--	71,459	--		
Amortization related to a lease agreement early termination	--	--	--	1,866	(d) --	1,866		
	17,021	18,750	72,697	2,656	89,718	21,406		
OPERATING PROFIT (LOSS)	27,470	14,950	(112,938)	(33,781)	(85,468 )	(18,831 )		
INTEREST EXPENSES, NET	(8,113 )	(8,027 )	--	(e) --	(e) (8,113 )	(8,027 )		

OTHER FINANCING INCOME (EXPENSE), NET	--	--	(20,117 )	(e) 986	(e)	(20,117 )	986
GAIN FROM ACQUISITION	--	--	149,926	--		149,926	--
OTHER INCOME (EXPENSE), NET	139	(260 )	--	--		139	(260 )
PROFIT (LOSS) BEFORE INCOME TAX	19,496	6,663	16,871	(32,795)		36,367	(26,132 )
INCOME TAX BENEFIT (EXPENSE)	--	(190 )	2,454	(f) 3,171	(f)	2,454	2,981
NET PROFIT (LOSS) FOR THE PERIOD	\$19,496	\$6,473	\$19,325	\$(29,624)		\$38,821	\$(23,151 )
NON-GAAP GROSS MARGINS	34	%	30	%			
NON-GAAP OPERATING MARGINS	21	%	13	%			
NON-GAAP NET MARGINS	15	%	6	%			

History and Horizon

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History and Horizon

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Predominantly  
a digital 2nd/  
3rd source

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2010-2013 established analog  
leadership; growing revenues  
above \$500M; acquire new 1st-  
tier business (e.g. Samsung,  
Skyworks, Avago)

Incremental new business models  
outside of std capacity (infra red  
commercial cameras in specialty  
annex, high margin service  
contracts (India)

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Joined with Panasonic, an undisputed  
analog systems leader:

Expanded offering

Best in the world high end camera  
performance

Substantial added capacity to fulfill  
over demand of organic growth,  
including state-of-the-art 300mm  
facility

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Strong organic growth  
and capability to fulfill  
TowerJazz factories  
Substantial customer  
engagements in TPSC,  
towards capacity  
fulfillment within the  
coming years

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India consortium;  
Possibility of additional  
300mm capacity at low cost;  
Infra red commercial  
potential;  
New knocking opportunities

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