

MIND CTI LTD  
Form 6-K  
March 09, 2009

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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  
of the Securities Exchange Act of 1934

For the month of March, 2009  
Commission File Number: 000-31215

### MIND C.T.I. LTD.

(Translation of registrant's name into English)

**Industrial Park, Building 7, P.O.Box 144, Yoqneam 20692, Israel**

(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 if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): N/A

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): N/A

Indicate by check mark whether by furnishing the information contained in this Form, the registrant 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- N/A

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#### INCORPORATION BY REFERENCE

The Registrant's 2008 audited consolidated financial statements and the related accountant's consent attached as Exhibits 2 and 3 to this Report on Form 6-K are hereby incorporated by reference into: (i) the Registrant's Registration Statement on Form S-8, Registration No. 333-117054; (ii) the Registrant's Registration Statement on Form S-8, Registration No. 333-100804; and (iii) the Registrant's Registration Statement on Form S-8, Registration No. 333-54632.

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This report on Form 6-K of the registrant consists of the following Exhibits, which are attached hereto and incorporated by reference herein:

1. Notice of 2009 Annual General Meeting of Shareholders and Proxy Statement, dated March 9, 2009.
2. 2008 audited consolidated financial statements of the Registrant.
3. Consent of Kesselman & Kesselman.

## SIGNATURES

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

By Order of the Board of Directors,

/s/ Monica Eisinger

Monica Eisinger  
Chairperson of the Board of Directors,  
President and Chief Executive Officer

Date March 9, 2009

## EXHIBIT INDEX

Exhibit Number	Description of Exhibit
1.	Notice of 2009 Annual General Meeting of Shareholders and Proxy Statement, dated March 9, 2009.
2.	2008 audited consolidated financial statements of the Registrant.
3.	Consent of Kesselman & Kesselman.

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