FORMULA SYSTEMS (1985) LTD Form 20-F/A May 10, 2010

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

#### FORM 20-F/A

oREGISTRATION	STATEMENT	<b>PURSUANT</b>	TO SECTION	12(b) OR	12(g) OF	THE SECURI	ITIES EXO	CHANGE
ACT OF 1934								

OR

x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the fiscal year ended December 31, 2009

OR

OTRANSITION REPORT PURSUANT TO	SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF
1934	
For the transition period from to	)
-	
	OR
oSHELL COMPANY REPORT PURSUA	NT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934	
Date of event requiring this shell company re	port

Commission File Number: 0-29442

FORMULA SYSTEMS (1985) LTD. (Exact Name of Registrant as Specified in Its Charter)

Israel

(Jurisdiction of Incorporation or Organization)

5 Haplada Street, Or Yehuda 60218, Israel (Address of Principal Executive Offices)

Guy Bernstein, CEO, 5 Haplada Street, Or Yehuda 60218, Israel Tel: 972 3 5389487, Fax: 972 3 5389645 (Name, Telephone, E-mail and/or Facsimile Number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of Each Class

Name of Each Exchange On Which Registered

Ordinary Shares, NIS 1 par value American Depositary Shares Tel Aviv Stock Exchange NASDAQ Global Market

Securities registered or to be registered pursuant to Section 12(g) of the Act:

None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None

As of December 31, 2009, the registrant had 13,200,000 outstanding ordinary shares, NIS 1 par value, of which 719,546 were represented by American Depositary Shares as of such date.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes o No x

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes o No x

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes o No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer o filer o

Accelerated

Non-accelerated filer x

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP x

International Financial Reporting Standards as issued by the International Accounting Standards Board o

Other o

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17 o Item 18 o

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes o No x

#### **Explanatory Note**

This amendment on Form 20-F/A, referred to as the Amended 20-F, is being filed by Formula Systems (1985) Ltd., referred to as Formula, to amend the annual report on Form 20-F for the fiscal year ended December 31, 2009, filed on April 29, 2010, referred to as the Original 20-F. This Amended 20-F is being filed solely for the purpose of (i) including the signed report of our independent auditors, which was included in the Original 20-F but was inadvertently unsigned; and (ii) including the reports of auditors of certain of our subsidiaries, which were inadvertently omitted from the Original 20-F. This Amended 20-F has not been updated to reflect events occurring subsequent to the filing of the Original 20-F. The filing of this Amended 20-F shall not be deemed an admission that the Original 20-F, when filed, included any untrue statement of a material fact or omitted to state a material fact necessary to make a statement not misleading.

#### ITEM 18. FINANCIAL STATEMENTS

Our consolidated financial statements and the report of our independent registered public accounting firm in connection therewith are filed as part of this Amended 20-F, as noted on the pages below:

Report of Independent Registered Public Accounting Firm	F-2
Consolidated Balance Sheets at December 31, 2009 and 2008	F-3-F-4
Consolidated Statements of Operations for the Years Ended December 31, 2009, 2008 and 2007	F-5
Consolidated Statements of Changes in Equity for the Years Ended December 31, 2009, 2008 and 2007	F-6-F-7
Consolidated Statements of Cash Flows for the Years Ended December 31, 2009, 2008 and 2007	F-8-F-12
Notes to Consolidated Financial Statements	F-13-F-65

#### ITEM 19. EXHIBITS

#### Exhibit No.

1.1	Memorandum of Association (1)
1.2	Articles of Association as amended on December 28, 2005 (2)
4.1	Form of Letter of Indemnification, dated December 28, 2005 (2)
4.2	English translation of Formula Systems (1985) Ltd. Employees and Office Holders Share Option Plan (2008)(3)
8	List of Subsidiaries +
12.1	Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of $2002*$

#### Exhibit No.

12.2	Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of $2002*$
13.1	Certification of the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*
13.2	Certification of the Chief Financial Officer pursuant to Section. 906 of the Sarbanes-Oxley Act of 2002*
15.1	Consent of Ziv Haft registered certified public accountants (Isr.) BDO member firm +
15.2	Consent of Levy Cohen and Co. +
15.3	Consent of Levy Cohen and Co. +
15.4	Consent of Kost, Forer, Gabbay & Kaiserer +
15.5	Consent of Kost, Forer, Gabbay & Kaiserer +
15.6	Consent of Verstegen accountants en adviseurs +
15.7	Consent of KDA Audit Corporation +
15.8	Consent of Maria Negyessy +

<sup>\*</sup> Filed herewith.

<sup>(1)</sup> Incorporated by reference to the Registration Statement on Form F-1 (File No. 333-8858).

<sup>(2)</sup> Incorporated by reference to the Annual Report on Form 20-F filed with the Securities and Exchange Commission on June 29, 2006.

<sup>(3)</sup> Incorporated by reference to the Annual Report on Form 20-F filed with the Securities and Exchange Commission on April 27, 2009.

<sup>+</sup> Previously filed.

# FORMULA SYSTEMS (1985) LTD. (An Israeli corporation) 2009 Annual Report

# FORMULA SYSTEMS (1985) LTD. (An Israeli Corporation)

#### 2009 CONSOLIDATED FINANCIAL STATEMENTS

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The amounts are stated in U.S. dollars (\$).

# FORMULA SYSTEMS (1985) LTD. (An Israeli Corporation)

Report of Independent Registered Public Accounting Firm To the Shareholders and Board of Directors of FORMULA SYSTEMS (1985) LTD.

We have audited the accompanying consolidated balance sheets of Formula Systems (1985) Ltd. and its subsidiaries (the "Company") as of December 31, 2009 and 2008 and the related consolidated statements of operations, changes in equity and cash flows for each of the three years in the period ended December 31, 2009. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We did not audit the financial statements of certain subsidiaries, whose consolidated assets constitute approximately 24% and 21% of total consolidated assets as of December 31, 2009 and 2008, respectively, and whose consolidated revenues constitute approximately 19%, 18% and 20% of total consolidated revenues for the years ended December 31, 2009, 2008 and 2007, respectively. The financial statements of those subsidiaries were audited by other auditors, whose reports have been furnished to us, and our opinion, insofar as it relates to the amounts included in respect of those subsidiaries is based solely on the reports of the other auditors.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As discussed in Note 1, effective January 1, 2009, the Company adopted new guidance on accounting for business combinations, consolidation, transactions with non controlling interests. During 2009 the company also adopted new guidance regarding impairment of securities.

In our opinion, based on our audits and the reports of other auditors, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company and its subsidiaries as of December 31, 2009 and 2008, and the related consolidated results of their operations and cash flows for each of the three years in the period ended December 31, 2009, in conformity with accounting principles generally accepted in the United States of America.

Tel Aviv, Israel April 29, 2010

/s/ Ziv Haft
Ziv Haft
Certified Public Accountants (Isr.)
BDO Member Firm

## FORMULA SYSTEMS (1985) LTD. (An Israeli Corporation) CONSOLIDATED BALANCE SHEETS

ASSETS
ASSETS  CURRENT ASSETS:  Cash and cash equivalents  Short-term investments (Note 3)  Trade receivables (net of allowances for doubtful debts of \$4,750 and \$4,309 as of December 31, 2009 and 2008, respectively)  Other current assets (Note 16A)  Inventories  Total assets attributed to discontinued operations  27  27,614  313,365  335,728  LONG-TERM INVESTMENTS:
CURRENT ASSETS:       100,205       107,847         Cash and cash equivalents       58,009       45,717         Short-term investments (Note 3)       58,009       45,717         Trade receivables (net of allowances for doubtful debts of \$4,750       130,236       136,353         Other current assets (Note 16A)       22,449       15,425         Inventories       2,439       2,772         Total assets attributed to discontinued operations       27       27,614         All
Cash and cash equivalents       100,205       107,847         Short-term investments (Note 3)       58,009       45,717         Trade receivables (net of allowances for doubtful debts of \$4,750       130,236       136,353         Other current assets (Note 16A)       22,449       15,425         Inventories       2,439       2,772         Total assets attributed to discontinued operations       27       27,614         LONG-TERM INVESTMENTS:
Short-term investments (Note 3)       58,009       45,717         Trade receivables (net of allowances for doubtful debts of \$4,750       130,236       136,353         Other current assets (Note 16A)       22,449       15,425         Inventories       2,439       2,772         Total assets attributed to discontinued operations       27       27,614         LONG-TERM INVESTMENTS:
Trade receivables (net of allowances for doubtful debts of \$4,750 and \$4,309 as of December 31, 2009 and 2008, respectively)  Other current assets (Note 16A)  Inventories  Total assets attributed to discontinued operations  27  27,614  313,365  2009 and 2008, respectively)  130,236  136,353  22,449  2,772  27,614  313,365  313,365
and \$4,309 as of December 31, 2009 and 2008, respectively)  Other current assets (Note 16A)  Inventories  Total assets attributed to discontinued operations  130,236  22,449  15,425  2,439  2,772  27,614  313,365  335,728  LONG-TERM INVESTMENTS:
Other current assets (Note 16A)       22,449       15,425         Inventories       2,439       2,772         Total assets attributed to discontinued operations       27       27,614         313,365       335,728    LONG-TERM INVESTMENTS:
Inventories         2,439         2,772           Total assets attributed to discontinued operations         27         27,614           313,365         335,728   LONG-TERM INVESTMENTS:
Total assets attributed to discontinued operations 27 27,614 313,365 335,728  LONG-TERM INVESTMENTS:
LONG-TERM INVESTMENTS:
LONG-TERM INVESTMENTS:
Long term investments (Note 5) 10 323 16 285
Long term investments (1000 3)
Investments in affiliates (Note 6) 3,293 3,694
13,616 19,979
SEVERANCE PAY FUND 44,131 38,105
PROPERTY, PLANTS AND EQUIPMENT, NET (Note 7) 9,989 15,009
GOODWILL (Note 1K and Note 8) 145,321 141,919
OTHER ASSETS, NET (Note 9) 40,017 45,882
566,439 596,622
F - 3

# FORMULA SYSTEMS (1985) LTD. (An Israeli Corporation)

		December 31,	
	2009	2008	
	(U.S. \$ in	thousands)	
LIABILITIES AND SHAREHOLDERS' EQUITY			
CURRENT LIABILITIES:			
Liabilities to banks (Note 16B)	10,055	8,481	
Trade payables	43,776	39,475	
Other accounts payable (Note 16C)	90,924	75,252	
Dividend payable	-	29,964	
Liability in respect of business combinations	210	6,954	
Debentures (Note 11)	14,639	5,157	
Total liabilities attributed to discontinued operations	314	24,903	
	159,918	190,186	
LONG-TERM LIABILITIES:			
Debentures (Note 11)	43,918	56,004	
Deferred taxes	2,207	4,502	
Customer advances	1,116	1,093	
Liabilities to banks and others (Note 10)	8,556	16,640	
Liability in respect of business combinations	1,517	1,010	
Accrued severance pay	53,893	49,817	
	111,207	129,066	
COMMITMENTS AND CONTINGENCIES (Note 13)			
EQUITY (Note 14):			
Formula shareholders' equity:			
Share capital - ordinary shares of NIS 1 par value			
(authorized - December 31, 2009 and 2008 - 25,000,000 shares;			
issued: December 31, 2009 - 13,224,780 and 2008 - 13,224,780 shares)	3,736	3,736	
Additional paid-in capital	131,631	132,588	
Retained earnings	60,048	40,972	
Other accumulated comprehensive loss	(7,115)	· ·	
Cost of 24,780 treasury shares	(259)		
Total Formula shareholders' equity	188,041	169,937	
Non-controlling interests	107,273	107,433	
TOTAL EQUITY	295,314	277,370	
		,	
	566,439	596,622	
		,===	

The accompanying notes form an integral part of the financial statements.

# FORMULA SYSTEMS (1985) LTD. (An Israeli Corporation)

# CONSOLIDATED STATEMENTS OF OPERATIONS

Year Ended December 31,

	2009	(U.S. \$	2008 S in thousa er share an	ınds,	2007	
Revenues (Note 16H)						
Proprietary software products	101,045		105,453		100,823	
Software services	368,345		397,790		313,901	
Total revenues	469,390		503,243		414,724	
Cost of revenues						
Proprietary software products	52,719		53,483		52,923	
Software services	299,564		320,292		245,487	
Total cost of revenues	352,283		373,775		298,410	
Gross profit	117,107		129,468		116,314	
Research and development costs, net	4,430		6,564		6,547	
Selling, general and administrative expenses	77,322		90,451		84,503	
Other income, net	(1,972	)	-		-	
Operating income	37,327		32,453		25,264	
Financial expenses, net (Note 16D)	(231	)	(5,908	)	(3,619	)
Gain (losses) on realization of investments, net	-		(337	)	2,039	
Other expenses (Note 16E)	(304	)	(580	)	(750	)
Income before taxes on income	36,792		25,628		22,934	
Taxes on income (Note 15)	(8,305	)	(3,279	)	(1,891	)
	28,487		22,349		21,043	
Share in losses of affiliated companies, net	(335	)	(216	)	(653	)
Income from continuing operation	28,152		22,133		20,390	
Net income from discontinued operations (Note 17D)	4,878		555		32,333	
Net income	33,030		22,688		52,723	
Net income Attributable to non-controlling interests	13,954		10,819		15,464	
Net income attributable to Formula's shareholders	19,076		11,869		37,259	
Amount attributable to Formula's shareholders						
Income from continuing operation	14,198		11,314		10,723	
Income from discontinued operation	4,878		555		26,536	
•	19,076		11,869		37,259	
Earnings per share generated from continuing operation:	·		·		·	
Basic	1.08		0.84		0.82	
Diluted	1.04		0.84		0.80	
Earnings per share generated from discontinued operations:						
Basic	0.37		0.04		2.00	
Diluted	0.36		0.04		1.99	
Total earnings per share:						
Basic	1.45		0.88		2.82	

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Diluted	1.40	0.88	2.79
Weighted average number of shares outstanding in			
thousands (Note 16I):			
Basic	13,200	13,200	13,200
Diluted	13,564	13,200	13,200
	•	•	•

The accompanying notes form an integral part of the financial statements.

# FORMULA SYSTEMS (1985) LTD. (An Israeli Corporation) CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

Share Capital

	Share Ca	pitai						
	Number of Shares	Amount	Additional paid-in Capital		ccumulated other mprehensive loss	Cost of Treasury sl Shares	Total Formula hareholders" Equity	Non- controlling interests (*)
Balance as of January 1, 2007	13,200,000	3,736	132,545	32,164	(14,896 )	(259)	153,290	79,649
Changes during 2007: Net Income	_	_	_	37,259	_	_	37,259	15,464
Unrealized loss from available - for-sale				31,237				
securities, net	-	-	-	_	(221)	-	(221)	88
Foreign Currency translation adjustments Total comprehensive	-	-	-	-	8,254	-	8,254	6,309
income							45,292	
Implementation of ASC 815 (formerly				236			236	
FSP EITF 00-19-2) Cumulative impact of change in accounting for uncertainties in income taxes ASC 740	-	-	-	230	-	-	230	-
(formerly FIN 48)	_	_	_	(430 )	_	_	(430 )	(400)
Stock Based Compensation expenses	_	_	_	-	_	_	-	674
Changes in non-controlling interests due to								
holding changes	-	-	-	-	-	-	-	8,976
Dividend paid to non-controlling interests in								
subsidiaries	-	-	-	-	-	-	-	(6,502)
Exercise of employees stock options	-	-	-	-	-	-	-	3,657
Balance as of December 31, 2007 Changes during 2008:	13,200,000	3,736	132,545	69,229	(6,863)	(259)	198,388	107,915
Net Income	-	-	-	11,869	_	_	11,869	10,819
Unrealized loss from available - for-sale				,	(1.122)			
securities, net	-	-	-	-	(1,123)	-	(1,123)	(20)

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Adjustment for other								
than temporary								
impairment on								
marketable securities	-	-	-	-	27	-	27	20
Foreign Currency								
translation adjustments	-	-	-	-	859	-	859	1,164
Total comprehensive								
income	-	-	-	-	-	-	11,632	
Gain from issuance of								
shares to third party in								
a development stage			42				42	42
entity Stock Based	-	-	43	-	-	-	43	43
C o m p e n s a t i o n expenses								1,161
Changes in	-	-	-	-	-	-	-	1,101
non-controlling								
interests due to								
holding changes	_	_	_	_	_	_	_	(9,483)
Exercise of employees								(),105
stock options	_	_	_	_	_	-	_	1,426
Dividend to Formulas"								,
shareholders and to								
non-controlling								
interests in								
subsidiaries	-	-	-	(40,126)	-	-	(40,126)	(5,612)
Balance as of								
December 31, 2008	13,200,000	3,736	132,588	40,972	(7,100)	(259)	169,937	107,433

The accompanying notes form an integral part of these financial statements.

# FORMULA SYSTEMS (1985) LTD. (An Israeli Corporation) CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (Cont.)

Accumulated

Total

Non-

### Share Capital

	Number of Shares	Amount	Additional paid-in Capital	Retainedcor Earnings	other nprehensivé loss	Cost of Treasury s Shares	Formula shareholders Equity	controlling " interests (*)
Changes during 2009:	51141.03	1 11110 0111	Cupitui	24111118	1000	214123	24010)	( )
Net Income	-	-	-	19,076	-	-	19,076	13,954
Unrealized gain from								
derivative instruments,								
net	-	-	-	-	3	-	3	2
Unrealized loss gain								
from available -					(66		466	
for-sale securities, net	-	-	-	-	(66)	-	(66	) 74
Other temporary					(250		(250	
impairment					(250)		(250	)
Foreign Currency					298		298	413
translation adjustments Total comprehensive	_	-	-	_	298	-	298	413
income							19,061	
Stock Based							19,001	
Compensation								
expenses	_	_	308	_	_	_	308	1,333
Non-controlling								_,
interests changes due								
to holding changes								
including exercise of								
employees stock								
options	-	-	(1,265)	-	-	-	(1,265	) (842 )
Dividend to Formula's								
shareholders and to								
non-controlling								
interests in subsidiaries	-	-	-	-	-	-	-	(15,094)
Balance as of								
December 31, 2009	13,200,000	3,736	131,631	60,048	(7,115)	(259)	188,041	107,273
						**	15	2.1
					Year ended December 3 2009 2008			*
					200	)9	2008	2007
Accumulated unrealized gain from available - for-sale securities				(1,38	4 ) (	(1,068)	28	
Accumulated currency to	ranslation adj	ustments			(5,73	•	(6,032)	(6,891)
Accumulated Unrealized	d gain from de	erivative in	struments		3			

<sup>\*)</sup> Effective January 1, 2009, the Company reclassified non-controlling interests in the equity; 2007 and 2008 were reclassified to conform to 2009 presentation.

(7,115)

) (7,100

Accumulated other comprehensive loss

) (6,863

The accompanying notes form an integral part of the financial statements.

## FORMULA SYSTEMS (1985) LTD. (An Israeli Corporation) CONSOLIDATED STATEMENTS OF CASH FLOWS

	Yes	ar e	nded Dece	embe	er 31,	
	2009		2008		2007	
	(U.S. \$ in	thou	usands)			
CASH FLOWS FROM OPERATING ACTIVITIES:						
Net income	33,030		22,688		52,723	
Adjustments to reconcile net income to net cash provided by operating activities:						
Impairment and write down of other investments and fixed assets	59		502		649	
Impairment of available for sale marketable securities due to credit loss	143		-		1,789	
Equity in losses of affiliated companies, net	335		216		653	
Depreciation and amortization	14,605		13,082		15,806	
Increase (decrease) in accrued severance pay, net	(1,618	)	4,984		542	
Gain from sale of subsidiaries	(4,284	)	-		(28,037	)
Gain from sale of operation	(105	)	-		(170	)
Gain from sale of property, plants and equipment	(2,219	)	(341	)	(70	)
Loss (gain) on realization of shareholdings and operations	-		337		(2,039	)
Stock based compensation expenses	1,641		1,505		1,074	
Changes in financial liabilities, net	(202	)	4,950		1,691	
Loss (gain) from repurchase of convertible debt, net	2		(218	)	-	
Changes in value of long term loans and deposits, net	(210	)	(129	)	1,963	
Deferred taxes	665		(1,881	)	(2,563	)
Change in liability in respect of acquisition	458		(558	)	(493	)
Loss (gain) from sale and decrease (increase)						
in value of marketable securities, net	(2,609	)	1,481		60	
Changes in operating assets and liabilities:						
Decrease (increase) in inventories	340		446		(134	)
Decrease (increase) in trade receivables	13,057		(8,241	)	(8,415	)
Decrease (increase) in other accounts receivable	12,478		3,914		(7,296	)
Increase (decrease) in trade payables	1,604		(2,602	)	4,082	
Increase (decrease) in other accounts payable	(12,875	)	6,674		10,336	
Increase in customer advances	1,345		575		1,114	
Net cash provided by operating activities	55,640		47,384		43,265	

The accompanying notes form an integral part of the financial statements.

# FORMULA SYSTEMS (1985) LTD. (An Israeli Corporation) CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year ended December 31,					
	2009		2008		2007	
	(	U.S	. \$ in thou	sanc	ls)	
CASH FLOWS FROM INVESTING ACTIVITIES:						
Acquisition of newly-consolidated subsidiaries and activities						
(Appendix C)	(1,262	)	(13,633	)	(5,391	)
Proceeds from realization of investment						
in previously-consolidated subsidiaries (Appendix D)	3,482		-		39,499	
Proceeds from sale of activity in a consolidated company	105		-		170	
Proceeds from sale of affiliates company	-		150		-	
Proceeds from sale of subsidiary's operation	-		15,506		-	
Changes in restrictions on short term deposit	4,040		(4,040	)	-	
Restricted long term deposit, net	-		-		2,506	
Purchase of property and equipment	(2,713	)	(4,055	)	(4,345	)
Proceeds from short term investment, net	3,064		(6,795	)	(26,297	)
Proceeds from sale of property, plants and equipment	5,666		1,011		186	
Investment in and loans to affiliates and other companies	-		(187	)	(499	)
Other investments	-		(756	)	-	
Payments to formerly shareholders of consolidated company	(6,455	)	(5,973	)	-	
Changes in short term deposits, net	(11,945	)	(1,659	)	-	
Proceeds from long term bank deposits	139		3,090		(9,881	)
Capitalization of software development and other costs	(6,960	)	(6,683	)	(8,522	)
Purchase of non-controlling interests in subsidiaries	-		(16,983	)	(6,281	)
Net cash used in investing activities	(12,839	)	(41,007	)	(18,855	)

The accompanying notes form an integral part of the financial statements.

## FORMULA SYSTEMS (1985) LTD. (An Israeli Corporation) CONSOLIDATED STATEMENTS OF CASH FLOWS

Year ended December 31, 2009 2008 2007 (U.S. \$ in thousands)

CASH FLOWS FROM FINANCING ACTIVITIES:						
Issuance of debentures (net of issuance expense)	-		-		61,576	
Exercise of employees stock options in subsidiaries	1,224		876		4,888	
Dividend paid to non-controlling interests in subsidiaries	(8,400	)	(5,612	)	(8,348	)
Dividend to Formual's shareholders	(29,964	)	(10,162	)	-	
Short-term bank credit, net	(247	)	(15,151	)	(16,944	)
Repayment of long-term loans from banks and others	(8,616	)	(10,855	)	(61,630	)
Receipt of short-term loans	1,580		(750	)	26,275	
Issuance in a subsidiary to non-controlling interests, net	-		-		12,915	
Purchase of non-controlling interests	(3,774	)	-		-	
Deposit for SWAP deal	1,061		-		(1,040	)
Repayment and repurchase of debenture	(5,824					