

DELTA GALIL INDUSTRIES LTD  
Form S-8 POS  
March 27, 2008

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As filed with the Securities and Exchange Commission on  
March 27, 2008

Registration Nos. 333-138899,  
333-102247, 333-13716, 333-12608

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1 TO

FORM S-8

REGISTRATION STATEMENT UNDER THE

SECURITIES ACT OF 1933

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DELTA GALIL INDUSTRIES LTD.

(Exact Name of Registrant as Specified in Its Charter)

Israel  
(State or Other Jurisdiction of  
Incorporation or Organization)

None  
(IRS Employer  
Identification Number)

TEXTILE BUILDING  
2 KAUFMAN STREET  
TEL AVIV 68012, ISRAEL

(Address, including zip code, of registrant's principal executive offices)

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DELTA GALIL INDUSTRIES LTD. 2006 INCENTIVE PLAN  
DELTA GALIL INDUSTRIES LTD. 2006 OPTION PLAN  
2002 EMPLOYEE SHARE OPTION PLAN  
DELTA GALIL INDUSTRIES RESTRICTED STOCK PLAN  
MAY 1998 SECTION 102 STOCK OPTION PLAN

SEPTEMBER 1998 SECTION 102 STOCK OPTION PLAN  
JUNE 2000 SECTION 102 STOCK OPTION PLAN  
(Full Title of the Plans)

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DELTA GALIL USA INC.  
150 MEADOWLANDS PARKWAY  
SECAUCUS, NJ 07094  
(201) 902-0055

(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

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Copy of Communications to:  
DANIEL GAMULKA  
GROSS, KLEINHENDLER, HODAK,  
BERKMAN & CO.  
ONE AZRIELI CENTER, ROUND BUILDING  
TEL AVIV 67021, ISRAEL

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EXPLANATORY NOTE/DEREGISTRATION OF UNSOLD SECURITIES

This post-effective amendment relates to the following Registration Statements filed on Form S-8 (collectively, the “Registration Statements”):

1. Registration Statement No. 333-138899, originally filed November 22, 2006.
2. Registration Statement No. 333-102247, originally filed December 30, 2002.
3. Registration Statement No. 333-13716, originally filed July 13, 2001.
4. Registration Statement No. 33-12608, originally filed September 26, 2000.

Delta Galil Industries Ltd. (the “Company”) intends to file a Form 15F on the date hereof to terminate its duty to file reports under Section 13(a) and 15(d) of the U.S. Securities Exchange Act of 1934, as amended. In accordance with an undertaking made by the Company in each of the Registration Statements to remove from registration by means of a post-effective amendment any securities which remain unsold at the termination of the offering, the Company hereby amends the Registration Statements to withdraw from registration the securities registered but unsold under the Registration Statements.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tel Aviv, Israel on the 27th day of March, 2008.

DELTA GALIL  
INDUSTRIES LTD.

By: /s/ Aviram Lahav  
Name: Aviram Lahav  
Title: Chief Executive  
Officer

SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of Delta Galil Industries Ltd. has signed this Registration Statement on this 27th day of March, 2008.

DELTA GALIL USA INC.

By: /s/ Steven Lockcuff  
Name: Steven Lockcuff  
Title: VP Finance

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated as of the 27th day of March, 2008.

| Signature                                | Title  |
|--|--|
| /s/ Aviram Lahav<br>Aviram Lahav         | Chief Executive Officer<br>(principal executive officer)   |
| /s/ Yossi Hajaj<br>Yossi Hajaj           | Senior Vice President and<br>Chief<br>Financial Officer<br>(principal accounting<br>and financial officer) |
| /s/ Isaac Dabah<br>Isaac Dabah           | Chairman of the Board  |
| /s/ Israel Baum<br>Israel Baum           | Director   |
| /s/ Gideon Chitayat<br>Gideon Chitayat   | Director   |
| /s/ Noam Lautman<br>Noam Lautman         | Director   |
| Leora Meridor                            | Director   |
| /s/ Itzhak Weinstock<br>Itzhak Weinstock | Director   |
| /s/ Giora Morag<br>Giora Morag           | Director   |
| /s/ Amnon Neubach<br>Amnon Neubach       | Director   |