

TOP IMAGE SYSTEMS LTD  
Form 6-K  
November 05, 2009

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**Form 6-K**

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**Report of Foreign Private Issuer  
Pursuant to Rule 13a-16 or 15d-16 of  
the Securities Exchange Act of 1934**

**For the month of November, 2009**

**Commission File Number 001-14552**

**Top Image Systems Ltd.**

(Translation of registrant's name into English)

**2 Ben Gurion Street, Ramat Gan, Israel 52573**

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of 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

This Form 6-K including all attachments is being incorporated by reference into the Registration Statement on Form S-8 (file no. 333-125064) and the Registration Statement on Form F-3 (file no. 333-119885).

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**CONTENTS**

Attached is a translation of a presentation filed with the Israeli Securities Authority and the Tel Aviv Stock Exchange ( TASE ) on November 4, 2009 by TIS in regard to meeting of debenture holders.

**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.

Top Image Systems Ltd.

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Date: November 5, 2009

By: /s/ Ido Schechter

Ido Schechter  
Chief Executive Officer

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>> NASDAQ: TISA >> TASE:  
Top Image Systems  
Nasdaq: TISA  
TASE:  
November 4, 2009  
Dr. Ido Schechter, CEO

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>> NASDAQ: TISA >> TASE:  
Company Overview Products & Tech Financials History & Strategy

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>> NASDAQ: TISA >> TASE:

TIS Overview

NASDAQ TISA since 1996

Established 1991

TASE since 2006

\$5.9M Market capitalization as of Sep 10, 2009

(\$0.64 per share)

130 employees

Key locations:

UK Germany Singapore

Israel (R&D Headquarters )

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>> NASDAQ: TISA >> TASE:

Shares Outstanding 9,326,000

Fully Diluted Shares 13,300,000

ESOP ~13% Conv. Debentures ~17%

decentralized ownership of company's shares,

no one controlling shareholder

Directors, managers and key employees hold ~30% (fully diluted)

Financials Highlights as of June 30, 2009

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>> NASDAQ: TISA >> TASE:

Content Delivery Solutions

Information Capture &

To enable the automation of business processes  
by transforming paper documents, forms and e-documents  
into retrievable information  
and delivering it into business applications and databases,  
with a typical ROI of 12 months or less

The Goal

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>> NASDAQ: TISA >> TASE:

Content Delivery Solutions

Information Capture &

Process all types of documents

Address paper/electronic mixed environments

Adapt to all workflow requirements

Integrate with other software and processes

Scale to increasing volumes

Process multiple languages

The Challenge

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>> NASDAQ: TISA >> TASE:

Overall End User Market (\$US millions)(1)

The Market

(1) Source: Harvey Spencer report: Overview and Trends in the Capture Software Market 2006-2010.

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- Ø Scalable architecture
- Ø Ease of implementation
- Ø Superior integration
- Ø Superior recognition / understanding
- Ø Ability to address global needs

The eFLOW Platform:

Unified Architecture

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>> NASDAQ: TISA >> TASE:

Solution based on the eFLOW Platform

§ eFLOW Mailroom Incoming Mail (classification, extraction of  
business object)

§ eFLOW Invoice Reader Automated Invoice processing

§ eFLOW PO Reader Automated Purchase Order processing

§ eFLOW Ability SAP workflow for Invoice processing

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>> NASDAQ: TISA >> TASE:

Recent announcement

- § TIS anticipates generating over \$4 million from postal services related projects through 2009-2010, signs contract with PostLogistics of the SwissPost
  - § WAZ Media Group Automates and Centralizes Accounts Payable Function with TIS's eFLOW
  - § Largest bank in Brazil invests more than \$1 million in TIS's solution, processing 60 million accounts statements
  - § Spain's Leading Consumer Credit Account chooses eFLOW to automate their supplier invoice process
  - § 2009 Vietnam population census project, reviewing more than 85 million citizens
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Selected Customers by Vertical Channel

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>> NASDAQ: TISA >> TASE:

Partners

BPO Providers

System Integrators

Technology Partners

Elision

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>> NASDAQ: TISA >> TASE:

EU 71%

Am. 6%

Far East 23%

H1 2009 Revenues by Territory

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Reorganization to

Ensure Profitability

§ Reorganized business in 2008/9 to ensure

profitability

§ Company forecasts 2009E EBITDA margin of 5%

Track Record of

International

Activity

Gross Margins

§ Active in Europe and Asia Pacific

§ Large customers base

§ 2009 focused on core activity

§ 58% gross margins in H1-2009

§ Projected gross margins in 2009E of 60%

§ \$4.5 million cash

§ \$11.7 million convertible debt outstanding (3.8

shekel/dollar conversion rate))

Balance Sheet

Financial Highlights

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FY2007

Revenues \$23.1M

(17% increase vs. 2006)

Operating loss (\$7,260K)

Financial highlights as of June 30, 2009

H1 2009

Revenues \$11.8M

Operating income K624\$

FY2008

Revenues \$23.1M

(39% increase vs. 2007)

Operating income \$137K

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Balance

sheet

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Business highlights and history

§ In 2006, the company issued debentures in order to acquire companies and move to the “next stage”

§ In 2007, the company completed acquisitions of SI and distributors of third party products in the UK and Asia Pacific, in order to expand market reach. Invested \$7.1M

§ Invested additional \$3.5M in integrating the acquired companies

§ With the beginning of the global economic crisis, prepared a three-year strategic plan

§ In 2008, stabilizing the business, moving to profitability and reinforcing the focus on core activity

§ Keeping only profitable activities

§ At the beginning of 2009, the Chairman of the Board and the CEO acquired 17% of the company’s shares

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Business highlights and history (Cont.)

In 2009, focus on core activity:

Finalizing 2009 as a turn point in company's

lifecycle

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What have we done in 2009?

§ Eliminating/reducing losing branches

§ Major decrease in expenses

§ Management level restructuring

§ Each branch is committed to profitability

§ Each branch is committed to an independent cash  
flow

§ Reducing salaries across the board

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What next?

- § Continue reorganization efforts and activity focus
  - § Continue organic growth while focusing on the European market
  - § Reducing costs while closely monitoring activity in all regions
  - § Each branch is committed to 25% profitability and an independent cash flow
  - § Expecting the recovery of the global economic crisis
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What next?

§ New business directions while focusing on the vertical markets:

- o Banks and financial organizations
  - o Governments and governmental organizations
  - o Logistics and postal
  - o Shared service centers and BPO
  - o SaaS
-

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Summary:

- § We ask to examine, in cooperation with the debenture holders, the possibility to adjust the debt structure to better fit the company's paying ability
  - § In this current meeting, we would like to ask to appoint Holder Representative Body
  - § The company required a certain amount of cash in order to maintain it on going activity
  - § We would like to ask the Holder Representative Body to examine the consequences of the current clearing schedule on the company's ongoing activity and working capital needs
  - § The Holder Representative Body will learn the structure of the company and its business. Based on this knowledge, it will be able to consider different alternatives
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Thank you.

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