

AMPAL-AMERICAN ISRAEL CORP  
Form DEFA14A  
October 19, 2009

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UNITED STATES  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**SCHEDULE 14A**

(RULE 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**AMPAL-AMERICAN ISRAEL CORPORATION**

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.

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Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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Fee paid previously with preliminary materials.

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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**Ampal-American Israel Corporation**

5 FOLD AND DETACH HERE 5

Please  
mark  
your  
votes as  
indicated  
in this  
example **X**

**IMPORTANT NOTICE REGARDING THE INTERNET AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF THE COMPANY TO BE HELD ON NOVEMBER 9, 2009:**

The Notice of Annual Meeting, the Proxy Statement and the 2008 Annual Report are available at: <http://bnymellon.mobular.net/bnymellon/ampl>.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR PROPOSALS 1 and 2.**

1. ELECTION OF DIRECTORS	<b>FOR</b> all nominees listed to the left (except as marked to the contrary)	<b>WITHHOLD AUTHORITY</b> to vote for all nominees listed to the left	<b>*EXCEPTIONS</b>	2. RATIFICATION OF THE APPOINTMENT OF KESSELMAN & KESSELMAN, A MEMBER FIRM OF PRICEWATER-HOUSECOOPERS INTERNATIONAL LIMITED, AS THE INDEPENDENT REGISTERED PUBLIC
Nominees: 01 Y. Maiman				
02 L. Malamud				
03 J. Yerushalmi	O	O	O	
04 N. Novik				

05 Y. Karni  
06 E. Haber  
07 M. Morag  
08 Yossi  
Geva  
09 Erez I.  
Meltzer  
10  
G.Weinstein

ACCOUNTING FIRM OF THE  
COMPANY FOR THE FISCAL  
YEAR ENDING DECEMBER 31,  
2009.

(INSTRUCTIONS: To withhold authority to vote for any individual nominee, mark the Exceptions box and write that nominee's name in the space provided below.)

3. IN THEIR DISCRETION, UPON AN THAT MAY PROPERLY COME BE MEETING OR ANY ADJOU POST-PONEMENT(S) THEREOF.

\*Exceptions

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Mark Here for  
Address   
Change or  
Comments  
**SEE  
REVERSE**

Signature \_\_\_\_\_ Signature \_\_\_\_\_ Date \_\_\_\_\_  
Please sign exactly as name appears. In the case of joint tenancies, coexecutors or co-trustees, both should sign. If acting as attorney, executor, administrator, trustee, officer of a corporation, or in other representative capacity, please give full title under signature.

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**You can now access your Ampal-American Israel Corporation account online.**

Access your Ampal-American Israel Corporation account online via Investor ServiceDirect® (ISD).

BNY Mellon Shareowner Services, the transfer agent for Ampal-American Israel Corporation, now makes it easy and convenient to get current information on your shareholder account.

- |                               |                                      |
|-------------------------------|--------------------------------------|
| 1 View account status         | 1 View payment history for dividends |
| 1 View certificate history    | 1 Make address changes               |
| 1 View book-entry information | 1 Obtain a duplicate 1099 tax form   |

**Visit us on the web at <http://www.bnymellon.com/shareowner/isd>  
For Technical Assistance Call 1-877-978-7778 between 9am-7pm  
Monday-Friday Eastern Time**

**Investor ServiceDirect®  
Available 24 hours per day, 7 days per week**

**TOLL FREE NUMBER: 1-800-370-1163**

Choose **MLink<sup>SM</sup>** for fast, easy and secure 24/7 online access to your future proxy materials, investment plan statements, tax documents and more. Simply log on to **Investor ServiceDirect®** at [www.bnymellon.com/shareowner/isd](http://www.bnymellon.com/shareowner/isd) where step-by-step instructions will prompt you through enrollment.

**5 FOLD AND DETACH HERE 5**

**PROXY  
AMPAL-AMERICAN ISRAEL CORPORATION**

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned hereby appoints Irit Eluz and Yoram Firon, and each of them, as proxy for the undersigned, with full power of substitution, to vote and otherwise represent all of the shares of Class A Stock of Ampal-American Israel Corporation held of record by the undersigned on October 6, 2009, at the Annual Meeting of Shareholders to be held on November 9, 2009 at the offices of Bryan Cave LLP, 1290 Avenue of the Americas, 35th floor, New York, NY 10104, at 10:00 a.m. local time, and any adjournment(s) or postponement(s) thereof, with the same effect as if the undersigned were present and voting such shares, on all matters as further described in the accompanying Proxy Statement. By executing this Proxy, the undersigned hereby revokes any proxy previously given with respect to such shares. If the undersigned needs directions to the Annual Meeting to attend and/or vote in person, the undersigned should contact Ampal-American Israel Corporation by telephone at (866) 447-8636. The undersigned acknowledges receipt of the Notice of Annual Meeting of Shareholders and the accompanying Proxy Statement and Annual Report.

**THE SHARES REPRESENTED BY THIS PROXY WILL BE VOTED IN ACCORDANCE WITH THE SPECIFICATIONS MADE. IF THIS PROXY IS EXECUTED BUT NO SPECIFICATION IS MADE, THE SHARES REPRESENTED BY THIS PROXY WILL BE VOTED FOR EACH OF THE BOARD OF DIRECTORS NOMINEES AND FOR PROPOSAL 2. THE PROXIES, IN THEIR DISCRETION, ARE AUTHORIZED TO VOTE UPON ANY OTHER MATTERS THAT MAY PROPERLY COME BEFORE THE ANNUAL MEETING OR ANY ADJOURNMENT(S) OR POSTPONEMENT(S) THEREOF.**

BNY MELLON SHAREOWNER SERVICES  
P.O. BOX 3550

**Address Change/Comments**  
**(Mark the corresponding box on the reverse side)**

SOUTH HACKENSACK, NJ 07606-9250

**(Continued, and to be signed and dated on reverse side.)**

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