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MER TELEMAGEMENT SOLUTIONS LTD

Form 6-K

November 12, 2008

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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F O R M 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of November 2008

MER TELEMAGEMENT SOLUTIONS LTD.  
(Name of Registrant)

22 Zarhin Street, Ra'anana 43662, Israel  
(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 if the registrant is submitting the  
Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

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):

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-

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This Form 6-K is being incorporated by reference into the Registrant's Form F-3  
Registration Statement File No. 333-128225 and Form S-8 Registration Statements  
File Nos. 333-12014 and 333-123321.

MER Telemagement Solutions Ltd.

6-K Item

1. MTS Announces Financial Results for the Three and Nine  
Month Periods Ended September 30, 2008

SIGNATURE

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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.

MER TELEMAGEMENT SOLUTIONS LTD.  
(Registrant)

By:

-----  
Eytan Bar  
Chief Executive Officer

Date: November 12, 2008

[MER TELEMAGEMENT SOLUTIONS LTD LOGO]

MTS Announces Financial Results for the Three and  
Nine Month Periods Ended September 30, 2008

Ra'anana, Israel -November 12, 2008 - MTS - Mer Telemanagement Solutions Ltd. (Nasdaq Capital Market: MTSL), a global provider of business support systems (BSS) for comprehensive telecommunication management and customer care & billing (CC&B) solutions, today announced its financial results for the three and nine month periods ended September 30, 2008.

Revenues for the third quarter of 2008 were \$2.1 million, compared with \$2.2 million for the same quarter last year. The Company's operating loss declined to \$224,000 in the third quarter of 2008 compared to an operating loss of \$1.5 million for the third quarter of 2007. Revenues for the nine month period ended September 30, 2008 were \$6.9 million, compared with \$7.1 million for the comparable period in 2007.

Net loss for the third quarter was \$222,000 or (\$0.03) per diluted share, compared with a net loss of \$1.7 million or (\$0.29) per diluted share in the third quarter of 2007. This decrease was mainly attributable to the Company's focus on reducing its operating expenses. Net loss for the nine months ended September 30, 2008 quarter was \$39,000 or (\$0.01) per diluted share, compared with a net loss of \$5.1 million or (\$0.88) per diluted share in the comparable period in 2007.

The Company ended the third quarter with approximately \$1.6 million in cash and cash equivalents, including marketable securities. During the third quarter of 2008 the company had a positive operating cash flow of \$268,000 compared to a negative operating cash flow of \$291,000 in the third quarter of 2007.

"MTS made a significant change in the last 12 months by implementing its restructuring plan, focusing mainly on reducing the Company's operating expenses and selling its non-core assets for which significant synergies or added values no longer exist. The results of this process are reflected in the financial statements of the Company" said Eytan Bar, CEO of MTS. "Even though the economic environment has entered a period of slowdown and the fluctuations in the exchange rate between the US dollar and other major currencies has negatively affected our profit and loss statement, we were able to decrease our operating expenses significantly and achieve improved financial results."

"We are committed to closely monitoring our operating expenses and reducing our overall costs as well as achieving revenue growth," continued Mr. Bar. "The Company has strengthened its main financial indicators and we intend to focus on our search for new opportunities and on expanding our core business," concluded Mr. Bar.

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## About MTS

Mer Telemanagement Solutions Ltd. (MTS) is a worldwide provider of innovative solutions for comprehensive telecommunications expense management (TEM) used by enterprises, and for business support systems (BSS) used by information and telecommunication service providers. Since 1984, MTS Telecommunications' expense management solutions have been used by thousands of enterprises and organizations to ensure that their telecommunication services are acquired, provisioned, and invoiced correctly. In addition, the MTS's Application Suite has provided customers with a unified view of telecommunication usage, proactive budget control, personal call management, employee cost awareness and more.

MTS's solutions for Information and Telecommunication Service Providers are used worldwide by wireless and wireline service providers for interconnect billing, partner revenue management and for charging and invoicing their customers. MTS has pre-configured solutions to support emerging carriers of focused solutions (e.g. IPTV, VoIP, MVNO) to rapidly install a full-featured and scaleable solution. MTS's unique technology reduces integration risks and lessens revenue leakage by using the very same system to manage retail and wholesale business as well as supporting multiple business units. Total cost of ownership is reduced by providing web-based customer self-care and provisioning.

Headquartered in Israel, MTS markets its solutions through wholly owned subsidiaries in the United States, Hong Kong, The Netherlands, and Brazil, as well as through OEM partnerships with Siemens, Phillips, NEC and other vendors. MTS shares are traded on the NASDAQ Capital Market (symbol MTSI). For more information please visit the MTS web site: [www.mtsint.com](http://www.mtsint.com).

## Forward-Looking and Cautionary Statements

Certain matters discussed in this news release are forward-looking statements that involve a number of risks and uncertainties including, but not limited to, risks in product development plans and schedules, rapid technological change, changes and delays in product approval and introduction, customer acceptance of new products, the impact of competitive products and pricing, market acceptance, the lengthy sales cycle, proprietary rights of the Company and its competitors, risk of operations in Israel, government regulations, dependence on third parties to manufacture products, general economic conditions and other risk factors detailed in the Company's filings with the United States Securities and Exchange Commission.

## Contacts:

### Company:

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## CONSOLIDATED BALANCE SHEETS

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U.S. dollars in thousands

| September 30,<br>2008 | December 31,<br>2007 |
|-----------------------|----------------------|
| -----                 | -----                |

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|  | Unaudited<br>----- | Audited<br>----- |
|--|--------------------|------------------|
| ASSETS   |                    |                  |
| CURRENT ASSETS:  |                    |                  |
| Cash and cash equivalents  | \$ 1,441           | \$ 1,437         |
| Marketable securities  | 205                | 169              |
| Trade receivables (net of allowance for bad debt<br>of \$ 716 and 882 as of September 30, 2008<br>and December 31, 2007, respectively) | 1,016              | 1,172            |
| Unbilled receivables   | --                 | 129              |
| Other accounts receivable and prepaid expenses   | 284                | 544              |
| Other investments  | --                 | 221              |
| Inventories  | 80                 | 66               |
|  | -----              | -----            |
| Total current assets   | 3,026              | 3,738            |
|  | -----              | -----            |
| LONG- TERM ASSETS:   |                    |                  |
| Severance pay fund   | 764                | 730              |
| Other accounts receivables   | 41                 | 3                |
| Deferred income taxes  | 123                | 123              |
|  | -----              | -----            |
| Total long-term assets   | 928                | 856              |
|  | -----              | -----            |
| PROPERTY AND EQUIPMENT, NET  | 201                | 283              |
|  | -----              | -----            |
| OTHER ASSETS:  |                    |                  |
| Goodwill   | 2,796              | 2,796            |
| Other intangible assets, net   | 660                | 805              |
|  | -----              | -----            |
| Total other assets   | 3,456              | 3,601            |
|  | -----              | -----            |
| Total assets   | \$ 7,611           | \$ 8,478         |
|  | =====              | =====            |

CONSOLIDATED BALANCE SHEETS

U.S. dollars in thousands

| September 30,<br>2008 | December 31,<br>2007 |
|-----------------------|----------------------|
| -----                 | -----                |
| Unaudited             | Audited              |
| -----                 | -----                |

LIABILITIES AND SHAREHOLDERS' EQUITY

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### CURRENT LIABILITIES:

|   |    |           |    |           |
|---|----|-----------|----|-----------|
| Short term bank credit and                        |    |           |    |           |
| current maturities of bank loan                   | \$ | 24        | \$ | 606       |
| Trade payables                                    |    | 337       |    | 447       |
| Other liabilities and accrued expenses            |    | 2,142     |    | 3,309     |
| Deferred revenues                                 |    | 1,405     |    | 1,390     |
|   |    | -----     |    | -----     |
| <br>Total current liabilities                     |    | <br>3,908 |    | <br>5,752 |
|   |    | -----     |    | -----     |
| <br>LONG-TERM LIABILITIES - accrued severance pay |    | <br>1,175 |    | <br>1,157 |
|   |    | -----     |    | -----     |

### SHAREHOLDERS' EQUITY:

|  |    |           |    |           |
|--|----|-----------|----|-----------|
| Share capital -                                |    |           |    |           |
| Ordinary shares of NIS 0.01 par value -        |    |           |    |           |
| Authorized: 12,000,000 shares at               |    |           |    |           |
| September 30, 2008 and December 31, 2007;      |    |           |    |           |
| Issued: 6,754,136 at September 30, 2008 and    |    |           |    |           |
| 5,784,645 at December 31, 2007; Outstanding:   |    |           |    |           |
| 6,743,336 at September 30, 2008 and 5,773,845  |    |           |    |           |
| at December 31, 2007.                          |    | 20        |    | 17        |
| Additional paid-in capital                     |    | 17,214    |    | 16,201    |
| Treasury shares (10,800 Ordinary shares)       |    | (29)      |    | (29)      |
| Accumulated other comprehensive income         |    | (6)       |    | 12        |
| Accumulated deficit                            |    | (14,671)  |    | (14,632)  |
|  |    | -----     |    | -----     |
| <br>Total shareholders' equity                 |    | <br>2,528 |    | <br>1,569 |
|  |    | -----     |    | -----     |
| <br>Total liabilities and shareholders' equity | \$ | <br>7,611 | \$ | <br>8,478 |
|  |    | =====     |    | =====     |

### CONSOLIDATED STATEMENTS OF OPERATIONS

U.S. dollars in thousands (except share and per share data)

|                       | Nine months ended<br>September 30, |          | Three months<br>September |       |
|-----------------------|------------------------------------|----------|---------------------------|-------|
|                       | 2008                               | 2007     | 2008                      |       |
|                       | Unaudited                          |          | Unaudited                 |       |
| Revenues:             |                                    |          |                           |       |
| Products sales        | \$ 4,097                           | \$ 4,463 | \$ 1,179                  | \$    |
| Services              | 2,776                              | 2,675    | 871                       |       |
|                       | -----                              | -----    | -----                     | ----- |
| Total revenues        | 6,873                              | 7,138    | 2,050                     |       |
|                       | -----                              | -----    | -----                     | ----- |
| <br>Cost of revenues: |                                    |          |                           |       |

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|  |           |            |           |       |
|--|-----------|------------|-----------|-------|
| Products sales   | 959       | 1,474      | 236       |       |
| Services   | 574       | 697        | 241       |       |
|  | -----     | -----      | -----     | ----- |
| Total cost of revenues   | 1,533     | 2,171      | 477       |       |
|  | -----     | -----      | -----     | ----- |
| Gross profit   | 5,340     | 4,967      | 1,573     |       |
|  | -----     | -----      | -----     | ----- |
| Operating expenses:  |           |            |           |       |
| Research and development   | 2,114     | 2,093      | 702       |       |
| Selling and marketing  | 1,346     | 2,650      | 330       |       |
| General and administrative   | 2,242     | 2,712      | 765       |       |
| Impairment of goodwill and other intangible assets   | --        | 2,312      | --        |       |
|  | -----     | -----      | -----     | ----- |
| Total operating expenses   | 5,702     | 9,767      | 1,797     |       |
|  | -----     | -----      | -----     | ----- |
| Operating loss   | (362)     | (4,800)    | (224)     |       |
| Financial income (expenses), net   | (59)      | (31)       | 2         |       |
| Capital gain on sale of other investment   | 382       | --         | --        |       |
|  | -----     | -----      | -----     | ----- |
| Income (loss) before taxes on income   | (39)      | (4,831)    | (222)     |       |
| Taxes on income  | --        | --         | --        |       |
|  | -----     | -----      | -----     | ----- |
| Income (loss) before equity in earnings of affiliate   | (39)      | (4,831)    | (222)     |       |
| Equity in earnings (loss) of affiliate   | -         | (232)      | --        |       |
|  | -----     | -----      | -----     | ----- |
| Net income (loss)  | \$ (39)   | \$ (5,063) | \$ (222)  | \$    |
|  | =====     | =====      | =====     | ===== |
| Net income (loss) per share:   |           |            |           |       |
| Basic and diluted net income (loss) per Ordinary share   | \$ (0.01) | \$ (0.88)  | \$ (0.03) | \$    |
|  | =====     | =====      | =====     | ===== |
| Weighted average number of Ordinary shares used in computing basic and diluted net income (loss) per share | 6,408,881 | 5,773,845  | 6,523,845 | 5     |
|  | =====     | =====      | =====     | ===== |