

Filed by Tower Semiconductor Ltd.
Pursuant to Rule 425 under the Securities Act of 1933
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Subject Company: Jazz Technologies, Inc.
Commission File No. 001-32832

The Agreement and Plan of Merger and Reorganization, dated May 19, 2008, by and among Tower Semiconductor Ltd. ("Tower"), Jazz Technologies, Inc. ("Jazz") and a wholly owned subsidiary of Jazz, was filed by Tower under cover of Form 6-K today and is incorporated by reference into this filing.