

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

For the month of June 2005

TOWER SEMICONDUCTOR LTD.
(Translation of registrant's name into English)

P.O. BOX 619, MIGDAL HAEMEK, ISRAEL 23105
(Address of principal executive offices)

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

The Registrant will hold a meeting of holders of debentures convertible into the Registrant's ordinary shares (Series A) on June 23, 2005 at 09:00 a.m. (Israel time) at the offices of Israel Corporation Ltd. in Tel-Aviv, Israel. In connection with the meeting, on or about June 7, 2005, the Registrant mailed to the holders of debentures (Series A) a notice of meeting. Attached hereto as Exhibit 99.1 is the Notice of General Meeting of holders of debentures convertible into Registrant's ordinary shares (Series A).

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.

TOWER SEMICONDUCTOR LTD.

Date: June 8, 2005

By: /S/ Nati Somekh Gilboa

Nati Somekh Gilboa
Corporate Secretary

[TRANSLATION FROM HEBREW ORIGINAL]

TOWER SEMICONDUCTOR LTD.
"THE COMPANY"NOTICE OF GENERAL MEETING OF HOLDERS OF DEBENTURES
CONVERTIBLE INTO THE COMPANY'S ORDINARY SHARES (SERIES A)

The Company hereby invites the holders of debentures convertible into the Company's ordinary shares (Series A) to participate in the meeting of the holders of debentures convertible into the Company's ordinary shares (Series A), which will be held on Thursday, June 23, 2005 at 9:00 am (Israel time) at the offices of the Israel Corporation Ltd., Arnia 23, Tel-Aviv 61204, Israel.

On the agenda:

1. Report on the Company's situation and future plans.
2. Discussion on any other matter arising from such report.

In accordance with the terms of the debentures (Series A), the holder of a debenture is entitled to appoint a person by proxy to participate on his/her/its behalf in the meeting of debenture holders. The proxy shall be deposited at the Company's offices at Hamada Street, P.O. Box 619, Ramat Gavriel Industrial Park, Migdal Haemek 23105, not less than 48 hours before the time of the meeting and if not done so, such proxy will not be legally valid. In the meeting of the debenture holders any two debenture holders, present in the meeting or by proxy and, together holding or representing at least 10% (ten percent) of the total unpaid principal amount of the debentures of the same series will constitute a legal quorum.

If within half an hour from the time set for the meeting no legal quorum is present, the meeting will be adjourned to 9:30 am (Israel time) on the same day.

If no legal quorum is present at the adjourned meeting, any two debenture holders (Series A) present in the meeting or by proxy will constitute a legal quorum without regard to the principal amount held by such holders.

Tower Semiconductor Ltd.