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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 6-K

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

For the month of May, 2002



**TEFRON LTD.**

(Translation of registrant's name into English)

**28 Chida Street, Bnei-Brak, 51371 Israel**

(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

PROCESSE

MAY 20 2002

THOMSON  
FINANCIAL

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

If "Yes" is marked, indicate below the file number assigned to the registrant in connection  
with Rule 12g3-2(b): 82- N/A

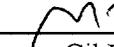
Attached hereto and incorporated by reference herein is a press release dated May 9, 2002, announcing:

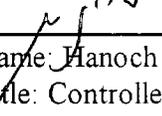
- i) the financial results of Tefron Ltd. for the first quarter of 2002; and
- ii) the scheduling of a management conference call on May 9, 2002 to discuss first quarter financial results.

## 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.

TEFRON LTD.  
(Registrant)

By:   
Name: Gil Rozen  
Title: Chief Financial Officer

By:   
Name: Hanoch Zlotnik  
Title: Controller

Date: May 13, 2002

# news

FRB

WEBER SHANDWICK  
FINANCIAL COMMUNICATIONS

FOR YOUR INFORMATION:

RE: Tefron Ltd.  
28 Chida Street  
Bnei-Brak 51371  
Israel  
(NYSE: TFR)

**At the Company**

Mr. Gil Rozen  
Chief Financial Officer  
972-3-579-8701  
Fax: 972-3-579-8715

**At FRB/Weber Shandwick**

Marilynn Meek – General Info. – (212) 445-8451  
Vanessa Schwartz – Analyst Info – (212) 445-8433  
Judith Sylk-Siegel – Media - (212) 445-8431

**FOR IMMEDIATE RELEASE**

May 9, 2002

**TEFRON REPORTS FIRST QUARTER 2002 RESULTS**

*First Quarter Highlights*

- Return to profitability with net income of \$0.6 million, compared to a net loss of \$5.1 million for first quarter 2001
- Continuing strong cash flow from operations of \$4.6 million
- Operating income of \$2.7 million, compared to operating loss of \$4.3 million for first quarter, 2001
- EBITDA of \$5.2 million

**BNEI-BRAK, Israel, May 9, 2002** – Tefron Ltd., (NYSE-TFR), one of the world's leading producers of seamless intimate apparel, today announced financial results for the first quarter ended March 31, 2002.

The Company reported sales for the first quarter of \$40.2 million, compared to \$43.3 million for the year-earlier period. Operating income for the first quarter was \$2.7 million, compared to an operating loss of \$4.3 million for the first quarter of 2001. Net income for the three months was \$600,000 or \$0.05 per share (diluted), compared to a net loss of \$5.1 million or \$0.41 per share, for the prior year's first quarter.

EBITDA for the first quarter of 2002 was \$5.2 million, compared to a negative EBITDA of \$1.4 million for the same quarter last year. Cash flow from operations for the quarter was \$4.6 million, compared to a negative cash flow of \$4.9 million in the prior year's first quarter. The positive cash flow in the last 12 months has enabled the Company to reduce its bank debts, net of cash, by \$24.4 million compared to the end of the first quarter of the prior year.

Yos Shiran, Chief Executive Officer of Tefron Ltd. said, "As we had previously announced, sales for the first quarter were slightly lower than those of last year's first quarter. The lower sales reflect the temporary downturn caused in sales backlog as a result of the world economic reaction to the events of September 11, 2001.

"Looking at the second quarter of this year, we expect to see a significant improvement over this year's first quarter. We anticipate that sales will be in line with those achieved during the last three quarters of 2001. This expected sales level in the second quarter, coupled with our break-even point of \$40 million in sales should further improve our profitability and performance.

"The successful execution of Tefron's turnaround plan, which was implemented last year is responsible for the Company's improving results."

Mr. Shiran added, "We wish to assure you that the improvement in our service levels and shipping times over the last year will continue, and that there was no negative impact or change to our delivery times as a result of current events.

"Further, Tefron, as part of its strategic plan, continues to shift more and more of its sewing production from both Israel and the U.S. to several offshore manufacturing facilities situated around the world. This action positions the Company to handle any growing demand from the market place, while taking advantage of the lower production costs in those countries."

### **Conference Call**

A conference call is scheduled for 11:00 a.m. EDT today. Individuals wishing to participate in the conference call can access the live call and replay via the Web at [www.viavid.com](http://www.viavid.com) or by dialing 888-413-4411, domestically and 703-871-3795, internationally. A replay of the call will be available through May 16, 2002 by dialing 888-266-2086, domestically and 703-925-2435, for international callers. The pass code for the replay is 5948156.

Tefron manufactures boutique-quality everyday seamless intimate apparel sold throughout the world by such name-brand marketers as Victoria's Secret, Gap, Banana Republic, Target, Nike, J.C. Penney, Express, Sears, Patagonia, Adidas, Kohls, Mimi Maternity, Motherhood, Woman's Secret and Schiesser, as well as other well-known American designer labels. The company's product line includes knitted briefs, bras, tank tops, loungewear, nightwear, T-shirts, bodysuits and active wear primarily for women.

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*This press release contains certain forward-looking statements with respect to the Company's business, financial condition and results of operations. These forward looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those contemplated in such forward-looking statements, including, but not limited to, fluctuations in product demand, economic conditions as well as certain other risks detailed from time to time in the Company's filings with the Securities and Exchange Commission. The Company undertakes no obligation to publicly release any revisions to these forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated.*

###

Financial Tables Follow

**TEFRON LTD.**  
**CONSOLIDATED BALANCE SHEETS**  
 In thousands of US dollars

	March 31		December 31,
	2002	2001	2001
	(Unaudited)		(Audited)
<b>ASSETS</b>			
<b>CURRENT ASSETS</b>			
Cash	\$ 3,517	\$ 1,520	\$ 5,078
Trade receivables, net	17,535	26,042	23,440
Others receivables	12,582	12,474	12,738
Inventory	24,842	31,158	25,122
	<u>58,476</u>	<u>71,194</u>	<u>66,378</u>
<b>SEVERANCE PAY DEPOSITS</b>	<u>451</u>	<u>805</u>	<u>549</u>
<b>FIXED ASSETS</b>			
Cost	154,319	159,704	152,672
Less-accumulated depreciation	45,921	36,620	43,229
	<u>108,398</u>	<u>123,084</u>	<u>109,443</u>
<b>OTHER ASSETS</b>			
Goodwill	48,737	49,699	48,737
Investments in investee company	1,159		1,297
Advance to supplier	963	1,291	1,329
	<u>50,859</u>	<u>50,990</u>	<u>51,363</u>
<b>Total assets</b>	<u>\$ 218,184</u>	<u>\$ 246,073</u>	<u>\$ 227,733</u>
<b>LIABILITIES &amp; SHAREHOLDERS' EQUITY</b>			
<b>CURRENT LIABILITIES</b>			
Short-term bank debt	\$ 20,720	\$ 25,111	\$ 18,675
Current maturities of long-term debt:			
Bank	22,119	16,844	22,119
Capital leases and note payable	3,756	2,542	3,358
Trade payables	19,158	22,359	20,328
Others payables and accrued expenses	6,064	8,223	8,856
	<u>71,817</u>	<u>75,079</u>	<u>73,336</u>
<b>LONG-TERM LIABILITIES</b>			
Bank loans	72,016	95,683	80,075
Capital leases and note payable	6,491	7,318	7,382
Deferred taxes	7,525	3,464	7,226
Accrued severance pay	2,125	2,146	2,126
	<u>88,157</u>	<u>108,611</u>	<u>96,809</u>
<b>Total liabilities</b>	<u>159,974</u>	<u>183,690</u>	<u>170,145</u>
<b>SHAREHOLDERS' EQUITY</b>			
Share capital	5,576	5,576	5,576
Additional paid-in capital	62,810	62,810	62,810
Retained earnings	(2,766)	1,528	(3,372)
Deferred compensation	(52)	(123)	(68)
Other comprehensive income	50		50
	<u>65,618</u>	<u>69,791</u>	<u>64,996</u>
Treasury shares	(7,408)	(7,408)	(7,408)
<b>Total shareholders' equity</b>	<u>58,210</u>	<u>62,383</u>	<u>57,588</u>
<b>Total liabilities and shareholders' equity</b>	<u>\$ 218,184</u>	<u>\$ 246,073</u>	<u>\$ 227,733</u>

**TEFRON LTD.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
In thousands of US dollars ( except per share data )

	Three months ended March 31,		Year ended December 31,
	2002	2001	2001
	(Unaudited)		
<b>SALES</b>	\$ 40,194	\$43,252	\$ 188,949
Cost of sales	33,064	42,223	169,173
Gross Profit (loss)	7,130	1,029	19,776
<b>S,G&amp;A EXPENSES</b>	4,389	5,300	20,140
Operating Income (loss)	2,741	(4,271)	(364)
Financing expenses, net	1,693	2,806	9,396
	1,048	(7,077)	(9,760)
Other expenses, net	4		843
Net Income (loss) before tax	1,044	(7,077)	(10,603)
Income tax expense (benefit)	300	(1,971)	(837)
Net income (loss) after income taxes	744	(5,106)	(9,766)
<b>EQUITY IN LOSSES OF AFFILIATE COMPANY</b>	138		240
Net income (loss)	\$ 606	(\$5,106)	(\$10,006)
Earnings (Loss) Per Share	\$0.05	(\$0.41)	(\$0.81)
Memo: EBITDA	\$ 5,161	(\$1,376)	\$ 9,497

*The Financial Relations Board*

WEBER SHANDWICK

☎☎ CONFERENCE CALL REMINDER ☎☎

# Tefron, Ltd.

(NYSE: TFR)

Management will hold a conference call to discuss  
First quarter results on:

Thursday May 9, 2002 at:

11:00 a.m. Eastern

10:00 a.m. Central

9:00 a.m. Mountain

8:00 a.m. Pacific

## TO PARTICIPATE:

Please dial **888-413-4411** domestic **703-871-3795** international  
at least 5 minutes before start time.

REPLAY: through May 16, 2002 at 11:00 p.m.

Please dial 888-266-2086 / 703-925-2435, Passcode: 5948156

THIS CALL CAN ALSO BE ACCESSED THROUGH THE INTERNET AT

[www.viaavid.com](http://www.viaavid.com)

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And Principal Cities Throughout The World