

Sultzbaugh Marc
Form 4
June 04, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Sultzbaugh Marc

2. Issuer Name and Ticker or Trading Symbol
Mellanox Technologies, Ltd.
[MLNX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
350 OAKMEAD PARKWAY,
SUITE 100

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/31/2018

____ Director
 Officer (give title below) _____ Other (specify below)
Sr. VP World Wide Sales

SUNNYVALE, CA 94085

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)	
				Code	V	Amount				(A) or (D)
Ordinary Shares	05/31/2018		M			1,739	A	\$ 8.23	56,921 ⁽¹⁾	D
Ordinary Shares	05/31/2018		M			18,005	A	\$ 10.23	74,926 ⁽¹⁾	D
Ordinary Shares	05/31/2018		S ⁽²⁾			19,744	D	\$ 86.23 ⁽³⁾	55,182 ⁽¹⁾	D
Ordinary Shares	06/01/2018		M			256	A	\$ 10.23	55,438 ⁽¹⁾	D
Ordinary Shares	06/01/2018		S ⁽²⁾			256	D	\$ 86.105	55,182 ⁽¹⁾	D

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 8.23	05/31/2018		M	1,739	<u>(4)</u> 12/25/2018	Ordinary Shares	1,739
Stock Option (Right to Buy)	\$ 10.23	05/31/2018		M	18,005	<u>(4)</u> 04/22/2019	Ordinary Shares	18,005
Stock Option (Right to Buy)	\$ 10.23	06/01/2018		M	256	<u>(4)</u> 04/22/2019	Ordinary Shares	256

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Sultzbaugh Marc
350 OAKMEAD PARKWAY, SUITE 100
SUNNYVALE, CA 94085

Sr. VP World Wide Sales

Signatures

/s/ Marc Sultzbaugh by Alinka Flaminia,
Power-of-Attorney

06/04/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Includes 27,250 unvested Restricted Share Units (RSU's). Upon vesting thereof, the Reporting Person is entitled to receive one (1) ordinary share for each one (1) RSU.

Represents ordinary shares sold to cover the reporting person's tax liability in connection with the vesting of RSUs and the exercise on
(2) May 31, 2018 of two fully vested options to purchase shares that were due to expire on December 25, 2018 and April 22, 2019, respectively.

The transaction was executed in multiple trades in prices ranging from \$86.00 to \$86.92. The price reported above reflects the weighted
(3) average sale prices. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a stockholder of the Issuer, the information regarding the number of shares and price at which the transaction was effected.

(4) The ordinary shares subject to this option are fully vested and exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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