

Mellanox Technologies, Ltd.  
 Form 4  
 February 05, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
 OMB Number: 3235-0287  
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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 \*  
 Kagan Michael

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)  
 C/O MELLANOX  
 TECHNOLOGIES,  
 LTD.,, HAKIDMA 26, OFER  
 INDUSTRIAL PARK

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/04/2016

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 CTO & VP of Architecture

(Street)  
 YOKNEAM, L3 2069200  
 (City) (State) (Zip)

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

**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 Indirect Ownership (Instr. 4)
Ordinary Shares	02/04/2016		M	V Amount (A) or (D) Price \$ 8.23	165,222 <sup>(1)</sup>	D	
Ordinary Shares	02/04/2016		S	V Amount (A) or (D) Price \$ 47.2595	163,063 <sup>(1)</sup>	D	

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

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SEC 1474  
 (9-02)

displays a currently valid OMB control number.

**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. F. Der. Sec. (Instr. 3 and 4)
							Title	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	
Stock Option (Right to Buy)	\$ 8.23	02/04/2016		M	2,159	<u>(3)</u> 12/25/2018	Ordinary Shares	2,159

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kagan Michael C/O MELLANOX TECHNOLOGIES, LTD., HAKIDMA 26, OFER INDUSTRIAL PARK YOKNEAM, L3 2069200			CTO & VP of Architecture	

## Signatures

/s/ Michael Kagan by Jacob Shulman, Power of Attorney  
02/04/2016

\*\*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 24,625 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.  
This transaction was executed in multiple trades in prices ranging from \$47.25 to \$47.30. The price reported above reflects the weighted average sale price. 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.
- (3) The 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.

## Edgar Filing: Mellanox Technologies, Ltd. - Form 4

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