

Waldman Eyal
Form 4
November 13, 2017

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Waldman Eyal

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., 26
HAKIDMA ST. BEIT MELLANOX

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/08/2017

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President and CEO

YOKNEAM, L3 2069200

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 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 Beneficial Ownership (Instr. 4)
Ordinary Shares	11/08/2017		M ⁽¹⁾	20,972 A	\$ 10.23 560,456 ⁽²⁾	D	
Ordinary Shares	11/08/2017		S ⁽¹⁾	20,972 D	\$ 50 539,484 ⁽²⁾	D	
Ordinary Shares	11/08/2017		M ⁽¹⁾	58,500 A	\$ 8.23 597,984 ⁽²⁾	D	
Ordinary Shares	11/08/2017		S ⁽¹⁾	58,500 D	\$ 50 539,484 ⁽²⁾	D	
	11/08/2017		S ⁽¹⁾	42,300 D	\$ 50 497,184 ⁽²⁾	D	

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Ordinary
Shares

Ordinary
Shares

1,426,041 I

By
Partnership
(3)

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)	\$ 10.23	11/08/2017		M	20,972	(4) 04/22/2019	Ordinary Shares	20,972
Stock Option (Right To Buy)	\$ 8.23	11/08/2017		M	58,500	(4) 12/25/2018	Ordinary Shares	58,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Waldman Eyal
C/O MELLANOX TECHNOLOGIES, LTD.,
26 HAKIDMA ST. BEIT MELLANOX
YOKNEAM, L3 2069200

X

President and CEO

Signatures

/s/ Eyal Waldman by Cheryl Ganapol, Power-of
Attorney

11/10/2017

__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) The sales reported in the Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (2) Includes 187,500 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.
- (3) Shares held by Waldo Holdings 2, a general partnership formed pursuant to the laws of Israel of which Mr. Waldman is a general partner. Mr. Waldman has sole voting and dispositive power over all of the shares reported on this Form 4.
- (4) The shares exercised pursuant 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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