

Mellanox Technologies, Ltd.  
Form S-8 POS  
March 01, 2016

As filed with the Securities and Exchange Commission on February 29, 2016

Registration No. 333-209808

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**POST-EFFECTIVE**

**AMENDMENT NO. 1**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

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**MELLANOX TECHNOLOGIES, LTD.**

(Exact Name of Registrant as Specified in Its Charter)

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**Israel**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**98-0233400**  
(IRS Employer  
Identification Number)

**Mellanox Technologies, Ltd.**

**Beit Mellanox, Yokneam, Israel 20692**

(Address of Principal Executive Offices including Zip Code)

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**EZchip Semiconductor Ltd. 2003 Amended and Restated Equity Incentive Plan**

**EZchip Semiconductor Ltd. 2007 U.S. Equity Incentive Plan**

**Amended and Restated EZchip Semiconductor Ltd. 2009 Equity Incentive Plan**

(Full Title of the Plan)

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**Jacob Shulman**  
**Chief Financial Officer**  
**Mellanox Technologies, Ltd.**  
**350 Oakmead Parkway, Suite 100**  
**Sunnyvale, California 94085**  
**(408) 970-3400**

Copy to:  
**Alan C. Mendelson, Esq.**  
**Mark V. Roeder, Esq.**  
**Latham & Watkins LLP**  
**140 Scott Drive**  
**Menlo Park, California 94025**  
**(650) 328-4600**

(Name and Address, Including Zip Code, and Telephone Number,  
Including Area Code, of Agent for Service)

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Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  X

Non-accelerated filer  O

Accelerated filer  O

Smaller reporting company  O

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**EXPLANATORY NOTE**

On February 29, 2016, Mellanox Technologies, Ltd., a company formed under the laws of the State of Israel (the Company or the Registrant ) filed with the Securities and Exchange Commission a Registration Statement on Form S-8 (Registration Statement No. 333-209808) (the Form S-8 ) registering 1,524,010 ordinary shares of the Registrant, covering the EZchip Semiconductor Ltd. ( EZchip ) 2003 Amended and Restated Equity Incentive Plan, the EZchip 2007 U.S. Equity Incentive Plan and the EZchip Amended and Restated 2009 Equity Incentive Plan (together, the Plans ) and certain restricted stock units assumed under the Plans in connection with the merger of EZchip into Mondial Europe Sub Ltd., a wholly owned subsidiary of the Registrant.

The Registrant is amending the Form S-8 solely to correct a clerical error in the consent of PricewaterhouseCoopers LLP, the Registrant's independent registered public accounting firm, that was filed as Exhibit 23.1 to the Form S-8. We have included as Exhibit 23.1 to this Post-Effective Amendment No. 1 to the Form S-8 the corrected version of the consent PricewaterhouseCoopers LLP, executed on February 29, 2016.

**Item 8. Exhibits**

<b>Exhibit Number</b>	<b>Description</b>
4.1*	Mellanox Technologies, Ltd. Amended and Restated Articles of Association (as amended on May 16, 2011) (filed as Exhibit A to the Registrant's Definitive Proxy Statement on Schedule 14A (File No. 001-33299) filed on April 11, 2011 and incorporated herein by reference)
4.2*	EZchip Semiconductor Ltd. 2003 Amended and Restated Equity Incentive Plan
4.3*	Amendment to EZchip Semiconductor Ltd. 2003 Amended and Restated Equity Incentive Plan, dated January 7, 2014
4.4*	EZchip Semiconductor Ltd. 2007 U.S. Equity Incentive Plan
4.5*	Amendment to EZchip Semiconductor Ltd. 2007 U.S. Equity Incentive Plan, dated September 10, 2013
4.6*	Amended and Restated EZchip Semiconductor Ltd. 2009 Equity Incentive Plan
5.1*	Opinion of Herzog Fox & Neeman
23.1	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm
23.2*	Consent of Herzog Fox & Neeman (included in Exhibit 5.1)
24.1*	Power of Attorney (included on the signature page of this Registration Statement)

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\* Previously filed.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Sunnyvale, California on February 29, 2016.

**MELLANOX TECHNOLOGIES, LTD.**

By: */s/ Jacob Shulman*  
 Jacob Shulman, Chief Financial Officer (Principal Financial Officer)

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENT, that each person whose signature appears below constitutes and appoints Eyal Waldman and Jacob Shulman, and each of them, his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in order to effectuate the same as fully, to all intents and purposes, as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on the dates indicated.

Signature	Title	Date
* Eyal Waldman	President, Chief Executive Officer and Director (Principal Executive Officer)	February 29, 2016
* Jacob Shulman	Chief Financial Officer (Principal Financial and Accounting Officer) Authorized Representative in the United States	February 29, 2016
* Dov Baharav	Director	February 29, 2016
* Glenda Dorchak	Director	February 29, 2016
* Irwin Federman	Director	February 29, 2016
* Amal M. Johnson	Director	February 29, 2016

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*	Director	February 29, 2016
David Perlmutter		
*	Director	February 29, 2016
Tom Riordan		
*	Director	February 29, 2016
Thomas Weatherford		
*	Director	February 29, 2016
Shai Cohen		

By: /s/ Jacob Shulman  
Jacob Shulman  
Attorney-in-Fact

**INDEX TO EXHIBITS**

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