

Mellanox Technologies, Ltd.  
Form 4  
March 02, 2016

**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 \*

Waldman Eyal

(Last) (First) (Middle)

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

(Street)

YOKNEAM, L3 2069200

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Mellanox Technologies, Ltd.  
[MLNX]

3. Date of Earliest Transaction

(Month/Day/Year)

02/29/2016

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

President and CEO

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Ordinary Shares                 | 02/29/2016                           |  | M                              |   | 8,570   | A  | \$ 9.19   |
| Ordinary Shares                 | 02/29/2016                           |  | M                              |   | 8,570   | A  | \$ 9.19   |
| Ordinary Shares                 | 02/29/2016                           |  | S <sup>(2)</sup>               |   | 17,140  | D  | \$ 51.013 <sup>(3)</sup>                              |
| Ordinary                        |                                      |  |                                |   |   |  | 1,426,041   |
|                                 |                                      |  |                                |   |   | I  | By  |

Shares

Partnership  
(4)

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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. F. Derivative Securities (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title  | Amount or Number of Shares |
| Stock Option (Right To Buy)                | \$ 9.19  | 02/29/2016                           |  | M                              | 8,570   | (5) 10/25/2016   | Ordinary Shares   | 8,570  |                            |
| Stock Option (Right To Buy)                | \$ 9.19  | 02/29/2016                           |  | M                              | 8,570   | (5) 10/25/2016   | Ordinary Shares   | 8,570  |                            |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

Waldman Eyal  
C/O MELLANOX TECHNOLOGIES, LTD.,  
HAKIDMA 26, OFER INDUSTRIAL PARK  
YOKNEAM, L3 2069200

X

President and CEO

## Signatures

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

03/02/2016

\*\*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 118,750 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.
- (2) The sales reported in the Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.  
This transaction was executed in multiple trades in prices ranging from \$50.6500 to \$51.4200. The price reported above reflects the
- (3) 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, information regarding the number of shares and prices at which the transaction was effected.
- (4) 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.
- (5) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.