

MELLANOX TECHNOLOGIES, LTD.

Reported by
WALDMAN EYAL

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/02/18 for the Period Ending 12/28/17

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|-------------|--|
| Address | 350 OAKMEAD PARKWAY, SUITE 100 SUNNYVALE, CA, 94085 |
| Telephone | 408-970-3400 |
| CIK | 0001356104 |
| Symbol | MLNX |
| SIC Code | 3674 - Semiconductors and Related Devices |
| Industry | Semiconductors |
| Sector | Technology |
| Fiscal Year | 12/31 |

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 or Section 30(h) of the Investment Company Act of 1940

| | | | | | | | | |
|--|--|--|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Issuer Name and Ticker or Trading Symbol | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
| Waldman Eyal | | | Mellanox Technologies, Ltd. [MLNX] | | | <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) President and CEO | | |
| (Last) (First) (Middle) | | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | | |
| C/O MELLANOX TECHNOLOGIES, LTD., 26 HAKIDMA ST. BEIT MELLANOX | | | 12/28/2017 | | | | | |
| (Street) | | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | |
| YOKNEAM, L3 2069200 | | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 | 12/28/2017 | | M (1) | | 2500 | A | \$10.23 | 499684 (2) | D | |
| Ordinary Shares | 12/28/2017 | | S (1) | | 2500 | D | \$65.00 | 497184 (2) | D | |
| Ordinary Shares | 12/29/2017 | | M (1) | | 2500 | A | \$10.23 | 499684 (2) | D | |
| Ordinary Shares | 12/29/2017 | | S (1) | | 2500 | D | \$64.80 (3) | 497184 (2) | D | |
| Ordinary Shares | | | | | | | | 1426041 | I | By Partnership (4) |

Table II - Derivative Securities 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. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|-----|---|-----------------|---|----------------------------|--|--|--|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Stock Option (Right To Buy) | \$10.23 | 12/28/2017 | | M | | 2500 | | (5) | 4/22/2019 | Ordinary Shares | 2500 | \$0.00 | 2500 | D | |
| Stock Option (Right To Buy) | \$10.23 | 12/29/2017 | | M | | 2500 | | (5) | 4/22/2019 | Ordinary Shares | 2500 | \$0.00 | 0 | D | |

Explanation of Responses:

- The sales reported in the Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- 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.
- This transaction was executed in multiple trades in prices ranging from \$64.35 to \$65.30. 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.
- 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.
- The Shares subject to this option are fully vested and exercisable.

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

1/2/2018

**Signature of Reporting Person

Date

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

* 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).

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

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.