

SANGHI STEVE
Form 4
July 27, 2018

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 *
SANGHI STEVE

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., 350
OAKMEAD PARKWAY, SUITE
100

3. Date of Earliest Transaction
(Month/Day/Year)
07/25/2018

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

(Street)
SUNNYVALE, CA 94085

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 (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)
Ordinary Shares	07/25/2018		A	(A) or (D) Amount 4,200 (1) (2)	\$ 0 5,950 (3) (4)	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)

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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SANGHI STEVE
C/O MELLANOX TECHNOLOGIES, LTD.
350 OAKMEAD PARKWAY, SUITE 100
SUNNYVALE, CA 94085 X

Signatures

/s/ Steve Sanghi, by Alinka Flamina,
Power-of-Attorney

07/27/2018

__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) Restricted Share Units ("RSU's"). The Reporting Person is entitled to receive one (1) ordinary share for each one (1) RSU upon vesting.
- (2) The RSU's shall vest in equal monthly installments over a one year period beginning on August 1, 2018 and will be 100% vested on July 1, 2019 provided the director continues to serve as a non-employee director.
- (3) Includes 4,200 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.

Reflects forfeiture of 2,450 unvested RSU's out of the 4,200 RSU's granted on February 28, 2018, following the reporting person's appointment to the Board. Under Israeli law, the reporting person was only entitled to compensation with respect to his service as a director through the first general meeting of shareholders following his appointment, which was the Company's extraordinary general meeting that occurred on May 24, 2018. As a result, potentially 3,150 shares would have forfeited except that, at the Company's annual general meeting of shareholders held on July 25, 2018, the Company's shareholders approved that 700 of the unvested RSU's would vest, as compensation for the reporting person's services as a director during the period beginning on May 25, 2018 through the date prior to the annual general meeting of shareholders, and the remaining 2,450 unvested RSU's would be forfeited.

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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