

Mobileye N.V.
Form SC 13G/A
February 03, 2017

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

Schedule 13G
(Rule 13d-102)

**information to be included in statements filed pursuant
to § 240.13d-1(b), (c) and (d) and amendments thereto filed
pursuant to § 240.13d-2**

(Amendment No. 2)*

Mobileye N.V.
(Name of Issuer)

Ordinary Shares, €0.01 nominal value per share
(Title of Class of Securities)

N51488117
(CUSIP Number)

December 31, 2016
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

CUSIP No. N51488117 13G Page 2 of 5 Pages

1 NAMES OF REPORTING PERSONS

Ziv Aviram

CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP

2 (SEE INSTRUCTIONS) (a) ..

(b) ..

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF

4 ORGANIZATION

Israel

SOLE
VOTING
POWER

5

15,883,230¹

SHARED
VOTING
POWER

6

NUMBER OF
SHARES
BENEFICIALLY

0

OWNED BY
EACH

SOLE
DISPOSITIVE
POWER

7

REPORTING
PERSON
WITH

15,883,230¹

SHARED
DISPOSITIVE
POWER

8

0

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9

15,883,230¹

CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) ..
10 EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)
PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

11

7.16%²
TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

12

IN

¹ Includes 8,609,000 ordinary shares subject to options exercisable within 60 days of December 31, 2016. Excludes 3,466,000 ordinary shares subject to unvested options.

² Based on 221,738,866 ordinary shares outstanding as of December 31, 2016.

CUSIP No. N51488117 **13G** Page 3 of 5 Pages

- Item 1(a) Name of Issuer: Mobileye N.V.
- Item 1(b) Address of Issuer's Principal Executive Offices: Har Hotzvim, 13 Hartom Street, P.O. Box 45157, Jerusalem 9777513, Israel
- Item 2(a) Name of Person Filing: Ziv Aviram
- Item 2(b) Address of Principal Business Office or, if none, Residence: Har Hotzvim, 13 Hartom Street, P.O. Box 45157, Jerusalem 9777513, Israel
- Item 2(c) Citizenship: Israel
- Item 2(d) Title of Class of Securities: Ordinary Shares
- Item 2(e) CUSIP No.:** N51488117
- Item 3 If this statement is filed pursuant to §§ 240 13d-1(b), or 240 13d-2(b) or (c), check whether the person filing is a:

CUSIP No. N51488117 **13G** Page 4 of 5 Pages

Item 4 Ownership:

(a) Amount beneficially owned: 15,883,230¹

(b) Percent of class: 7.16%²

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote: 15,883,230¹

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 15,883,230¹

(iv) Shared power to dispose or to direct the disposition of: 0

Item 5 Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof each of the Reporting Persons has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. "

Item 6 Ownership of More Than Five Percent on Behalf of Another Person:

Not applicable.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person:

Not applicable.

Item 8 Identification and Classification of Members of the Group:

Not applicable.

Item 9 Notice of Dissolution of Group:

Not applicable.

Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

¹ Includes 8,609,000 ordinary shares subject to options exercisable within 60 days of December 31, 2016. Excludes 3,466,000 ordinary shares subject to unvested options.

² Based on 221,738,866 ordinary shares outstanding as of December 31, 2016.

CUSIP No. N51488117 **13G** Page 5 of 5 Pages

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, we certify that the information set forth in this Statement is true, complete and correct.

Dated: February 3, 2017

By: /s/ Ziv Aviram
Ziv Aviram