

Mobileye N.V.
Form SC 14D9/A
July 14, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14D-9

(RULE 14d-101)

(Amendment No. 7)

SOLICITATION/RECOMMENDATION STATEMENT

UNDER SECTION 14(D)(4) OF THE SECURITIES EXCHANGE ACT OF 1934

Mobileye N.V.

(Name of Subject Company)

Mobileye N.V.

(Name of Person Filing Statement)

Ordinary shares, nominal value €0.01 per share

(Title of Class of Securities)

N51488117

(CUSIP Number of Class of Securities)

Liz Cohen-Yerushalmi

Har Hotzvim

13 Hartom Street

PO Box 45157

Jerusalem 9777513, Israel

+ 972-2-591-7858

(Name, address and telephone number of person authorized to receive notices and communications on behalf of the person filing statement)

With copies to:

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New York, NY 10019-5201

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..Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Amendment No. 7 to Schedule 14D-9 (this “**Amendment No. 7**”) amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 of Mobileye N.V., a public limited liability company (*naamloze vennootschap*) organized under the laws of The Netherlands (the “**Company**” or “**Mobileye**”), originally filed with the Securities and Exchange Commission (the “**SEC**”) on April 5, 2017 (together with any subsequent amendments and supplements thereto, the “**Schedule 14D-9**”). The Schedule 14D-9 relates to the tender offer by Cyclops Holdings, LLC (“**Purchaser**”), a Delaware limited liability company and a wholly owned subsidiary of Intel Corporation, a Delaware corporation (“**Parent**” or “**Intel**”), as disclosed in the Tender Offer Statement on Schedule TO filed with the SEC on April 5, 2017 by Purchaser and Parent (as amended or supplemented from time to time, the “**Schedule TO**”), and pursuant to which Purchaser is offering to purchase all of the outstanding ordinary shares, nominal value €0.01 per share, of the Company (the “**Shares**”) at a price of \$63.54 per Share, less any applicable withholding taxes and without interest to the holders thereof, payable in cash (such offer, on the terms and subject to the conditions set forth in the offer to purchase, dated April 5, 2017, and in the related letter of transmittal, each as filed on Schedule TO, together with any amendments or supplements thereto, the “**Offer**”).

Except as otherwise set forth below, the information regarding the Offer as set forth in the Schedule 14D-9, including all exhibits and annexes that were previously filed with the Schedule 14D-9, remains unchanged and is incorporated by reference as relevant to the items in this Amendment No. 7. Capitalized terms used and not defined herein shall have the meanings assigned to such terms in the Schedule 14D-9. This Amendment No. 7 is being filed to reflect certain updates as reflected below.

ITEM 2. IDENTITY AND BACKGROUND OF FILING PERSON

The disclosure in Item 2 of the Schedule 14D-9 under the heading “(b) Tender Offer—Offer and Post Offer” is hereby amended and supplemented by adding the following paragraph after the last paragraph of such section:

“On July 14, 2017, the Company announced the receipt of the Pre-Wired Asset Sale Ruling from the Israeli Tax Authority. As a result of the receipt of the Pre-Wired Asset Sale Ruling from the Israeli Tax Authority and the previously disclosed adoption of the Conversion Resolutions and the Pre-Wired Asset Sale Resolutions at the EGM, the Minimum Condition has now been automatically lowered to require that there have been validly tendered pursuant to the Offer and not properly withdrawn a number of Shares (excluding Shares tendered pursuant to guaranteed delivery procedures that have not yet been delivered in settlement or satisfaction of such guarantee prior to the Expiration Time) that, together with the Shares then owned by Parent or its affiliates, represents at least 67% of the Company’s issued capital immediately prior to the Expiration Time.

In connection with the receipt of the Pre-Wired Asset Sale Ruling and the lowering of the Minimum Condition, Parent and the Company have agreed that Purchaser will extend the expiration of the Offer to 5:00 p.m., New York City time, on July 28, 2017, unless the Offer is further extended or earlier terminated in accordance with the Purchase Agreement. The Offer was previously scheduled to expire at 5:00 p.m., New York City time, on July 20, 2017.

On July 14, 2017, the Company issued a press release announcing the extension of the Offer. The full text of the press release is incorporated by reference to Exhibit 99.1 to the Form 6-K filed by the Company on July 14, 2017 and filed as Exhibit (a)(1)(J) hereto.”

ITEM 8. ADDITIONAL INFORMATION

The disclosure in Item 8 of the Schedule 14D-9 under the heading “*Certain Shareholder Approvals Required in Connection with the Post-Offer Reorganization*” is hereby amended and supplemented by replacing the last sentence of the first paragraph of such section with the following sentences:

“On July 14, 2017, the Company announced the receipt of the Pre-Wired Asset Sale Ruling from the Israeli Tax Authority. As a result of the receipt of the Pre-Wired Asset Sale Ruling from the Israeli Tax Authority and the previously disclosed adoption of the Conversion Resolutions and the Pre-Wired Asset Sale Resolutions at the EGM, the Minimum Condition has now been automatically lowered to require that there have been validly tendered pursuant to the Offer and not properly withdrawn a number of Shares (excluding Shares tendered pursuant to guaranteed delivery procedures that have not yet been delivered in settlement or satisfaction of such guarantee prior to the

Expiration Time) that, together with the Shares then owned by Parent or its affiliates, represents at least 67% of the Company's issued capital immediately prior to the Expiration Time.”

ITEM 9. EXHIBITS

Exhibit No.	Description
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(a)(1)(J)	Press release issued by Mobileye N.V., dated July 14, 2017 (incorporated by reference to Exhibit 99.1 to the Form 6-K filed by Mobileye N.V. on July 14, 2017).
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SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Mobileye N.V.

By: /s/ Ofer Maharshak
Ofer Maharshak
Chief Financial Officer

Date: July 14, 2017