

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 2)*

Innoviz Technologies Ltd.

(Name of Issuer)

Ordinary Shares

(Title of Class of Securities)

M5R635108

(CUSIP Number)

12/31/2024

(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)

SCHEDULE 13G

CUSIP No. M5R635108

| | |
|---|--|
| 1 | Names of Reporting Persons Citigroup Global Markets Inc. |
| 2 | Check the appropriate box if a member of a Group (see instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b) |
| 3 | Sec Use Only |
| 4 | Citizenship or Place of Organization NEW YORK |

| | | |
|--|---|--|
| Number of Shares Beneficially Owned by Each Reporting Person With: | 5 | Sole Voting Power 0.00 |
| | 6 | Shared Voting Power 6,090,037.00 |
| | 7 | Sole Dispositive Power 0.00 |
| | 8 | Shared Dispositive Power 6,090,037.00 |
| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person 6,090,037.00 | |
| 10 | Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/> | |
| 11 | Percent of class represented by amount in row (9) 3.7 % | |
| 12 | Type of Reporting Person (See Instructions) BD | |

SCHEDULE 13G

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| CUSIP No. | M5R635108 |
|-----------|-----------|

| | | |
|--|---|--|
| 1 | Names of Reporting Persons Citigroup Financial Products Inc. | |
| 2 | Check the appropriate box if a member of a Group (see instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b) | |
| 3 | Sec Use Only | |
| 4 | Citizenship or Place of Organization DELAWARE | |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 5 | Sole Voting Power 0.00 |
| | 6 | Shared Voting Power 6,118,149.00 |
| | 7 | Sole Dispositive Power 0.00 |
| | 8 | Shared Dispositive Power 6,118,149.00 |
| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person 6,118,149.00 | |
| 10 | Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/> | |

| | |
|----|--|
| 11 | Percent of class represented by amount in row (9) 3.7 % |
| 12 | Type of Reporting Person (See Instructions) CO |

SCHEDULE 13G

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| CUSIP No. | M5R635108 |
|-----------|-----------|

| | |
|--|--|
| 1 | Names of Reporting Persons Citigroup Global Markets Holdings Inc. |
| 2 | Check the appropriate box if a member of a Group (see instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b) |
| 3 | Sec Use Only |
| 4 | Citizenship or Place of Organization NEW YORK |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 5 Sole Voting Power 0.00 |
| | 6 Shared Voting Power 6,118,149.00 |
| | 7 Sole Dispositive Power 0.00 |
| | 8 Shared Dispositive Power 6,118,149.00 |
| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person 6,118,149.00 |
| 10 | Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/> |
| 11 | Percent of class represented by amount in row (9) 3.7 % |
| 12 | Type of Reporting Person (See Instructions) HC |

SCHEDULE 13G

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|-----------|-----------|
| CUSIP No. | M5R635108 |
|-----------|-----------|

| | |
|---|---|
| 1 | Names of Reporting Persons Citigroup Inc. |
|---|---|

| | | |
|--|---|--|
| 2 | Check the appropriate box if a member of a Group (see instructions) | |
| | <input type="checkbox"/> | (a) |
| | <input type="checkbox"/> | (b) |
| 3 | Sec Use Only | |
| 4 | Citizenship or Place of Organization DELAWARE | |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 5 | Sole Voting Power 0.00 |
| | 6 | Shared Voting Power 6,118,149.00 |
| | 7 | Sole Dispositive Power 0.00 |
| | 8 | Shared Dispositive Power 6,118,149.00 |
| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person 6,118,149.00 | |
| 10 | Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/> | |
| 11 | Percent of class represented by amount in row (9) 3.7 % | |
| 12 | Type of Reporting Person (See Instructions) HC | |

SCHEDULE 13G

Item 1.

(a) Name of issuer:

Innoviz Technologies Ltd.

(b) Address of issuer's principal executive offices:

5 Uri Ariav Street, Bldg. C, Nitzba 300, Rosh Haain, Israel 4809202

Item 2.

(a) Name of person filing:

Citigroup Global Markets Inc. ("CGM"), Citigroup Financial Markets Inc. ("CFP"), Citigroup Global Markets Holdings Inc. ("CGM Holdings"), Citigroup Inc. ("Citigroup").

(b) Address or principal business office or, if none, residence:

388 Greenwich Street
New York, NY 10013

(c) Citizenship:

CGM and CGM Holdings are New York corporations. CFP and Citigroup are Delaware corporations.

(d) Title of class of securities:

Ordinary Shares

(e) CUSIP No.:

M5R635108

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:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
- (k) Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

- (a) Amount beneficially owned:

6,118,149

- (b) Percent of class:

3.7 %

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

- (i) Sole power to vote or to direct the vote:

0

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

6,118,149

- (iii) Sole power to dispose or to direct the disposition of:

0

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

6,118,149

Item 5. Ownership of 5 Percent or Less of a Class.

- Ownership of 5 percent or less of a class

Item 6. Ownership of more than 5 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.

If a parent holding company has filed this schedule, pursuant to Rule 13d-1(b)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

CFP is the sole stockholder of CGM. CGM Holdings is the sole stockholder of CFP. Citigroup is the sole stockholder of CGM Holdings.

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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.

SIGNATURE

After reasonable 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.

Citigroup Global Markets Inc.

Signature: Ronny Ostrow
Name/Title: Assistant Secretary
Date: 02/12/2025

Citigroup Financial Products Inc.

Signature: Ronny Ostrow
Name/Title: Assistant Secretary
Date: 02/12/2025

Citigroup Global Markets Holdings Inc.

Signature: Ronny Ostrow
Name/Title: Assistant Secretary
Date: 02/12/2025

Citigroup Inc.

Signature: Ronny Ostrow
Name/Title: Assistant Secretary
Date: 02/12/2025

EXHIBIT INDEX TO SCHEDULE 13G

EXHIBIT 1

Agreement among CGM, CFP, CGM Holdings and Citigroup as to joint filing of Schedule 13G.

EXHIBIT 1

AGREEMENT AS TO JOINT FILING OF SCHEDULE 13G

Each of the undersigned hereby affirms that it is individually eligible to use Schedule 13G, and agrees that this Schedule 13G is filed on its behalf.

Dated: February 12, 2025

Citigroup Global Markets Inc.

By: /s/ Ronny Ostrow
Title: Assistant Secretary

Citigroup Financial Products Inc.

By: /s/ Ronny Ostrow
Title: Assistant Secretary

Citigroup Global Markets Holdings Inc.

By: /s/ Ronny Ostrow
Title: Assistant Secretary

Citigroup Inc.

By: /s/ Ronny Ostrow
Title: Assistant Secretary
