

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

**SCHEDULE 13G**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934**

(Amendment No. 6)\*

**Innoviz Technologies Ltd.**

(Name of Issuer)

**Ordinary Shares, no par value per share**

(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 | <b>Names of Reporting Persons</b><br>Antara Capital LP  |
| 2 | <b>Check the appropriate box if a member of a Group (see instructions)</b><br><input type="checkbox"/> (a)<br><input checked="" type="checkbox"/> (b) |
| 3 | <b>Sec Use Only</b>   |
| 4 | <b>Citizenship or Place of Organization</b><br>DELAWARE   |

|  |   |  |
|--|---|--|
| Number of Shares Beneficially Owned by Each Reporting Person With: | 5   | Sole Voting Power<br>0.00                |
|  | 6   | Shared Voting Power<br>8,483,060.00      |
|  | 7   | Sole Dispositive Power<br>0.00           |
|  | 8   | Shared Dispositive Power<br>8,483,060.00 |
| 9  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>8,483,060.00  |  |
| 10   | Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)<br><input type="checkbox"/> |  |
| 11   | Percent of class represented by amount in row (9)<br>5.03 %   |  |
| 12   | Type of Reporting Person (See Instructions)<br>IA, PN   |  |

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

|  |  |  |
|--|--|--|
| 1  | Names of Reporting Persons<br>Antara Capital GP LLC  |  |
| 2  | Check the appropriate box if a member of a Group (see instructions)<br><input type="checkbox"/> (a)<br><input checked="" type="checkbox"/> (b) |  |
| 3  | Sec Use Only   |  |
| 4  | Citizenship or Place of Organization<br>DELAWARE   |  |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 5  | Sole Voting Power<br>0.00                |
|  | 6  | Shared Voting Power<br>8,483,060.00      |
|  | 7  | Sole Dispositive Power<br>0.00           |
|  | 8  | Shared Dispositive Power<br>8,483,060.00 |
| 9  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>8,483,060.00   |  |
| 10   | Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)<br><input type="checkbox"/>                            |  |

|    |   |
|----|---|
| 11 | Percent of class represented by amount in row (9)<br>5.03 % |
| 12 | Type of Reporting Person (See Instructions)<br>OO           |

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|           |           |
|-----------|-----------|
| CUSIP No. | M5R635108 |
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|  |   |
|--|---|
| 1  | <b>Names of Reporting Persons</b><br>Gulati Himanshu  |
| 2  | <b>Check the appropriate box if a member of a Group (see instructions)</b><br><input type="checkbox"/> (a)<br><input checked="" type="checkbox"/> (b) |
| 3  | <b>Sec Use Only</b>   |
| 4  | <b>Citizenship or Place of Organization</b><br>UNITED STATES  |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 5 <b>Sole Voting Power</b><br>0.00  |
|  | 6 <b>Shared Voting Power</b><br>8,483,060.00  |
|  | 7 <b>Sole Dispositive Power</b><br>0.00   |
|  | 8 <b>Shared Dispositive Power</b><br>8,483,060.00   |
| 9  | <b>Aggregate Amount Beneficially Owned by Each Reporting Person</b><br>8,483,060.00   |
| 10   | <b>Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)</b><br><input type="checkbox"/>                            |
| 11   | Percent of class represented by amount in row (9)<br>5.03 %   |
| 12   | Type of Reporting Person (See Instructions)<br>IN   |

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:**

This Schedule 13G is being filed by (i) Antara Capital LP ("Antara Capital"), (ii) Antara Capital GP LLC ("Antara GP"), and (iii) Himanshu Gulati ("Mr. Gulati", and together with Antara Capital and Antara GP, the "Reporting Persons").

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

The principal business address of each of the Reporting Persons is 55 Hudson Yards, 47th Floor, Suite C, New York, NY 10001.

(c) **Citizenship:**

(i) Antara Capital is a Delaware limited partnership, (ii) Antara GP is a Delaware limited liability company, and (iii) Mr. Gulati is an individual and is a citizen of the United States.

(d) **Title of class of securities:**

Ordinary Shares, no par value per share

(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:**

As of December 31, 2024, Antara Capital Master Fund LP ("Antara Master Fund") directly holds 2,175,210 Ordinary Shares, no par value per share (the "Ordinary Shares"), and options to purchase 2,780,000 Ordinary Shares. Certain managed accounts for which Antara Capital serves as investment manager (the "Managed Accounts") directly hold 3,527,850 Ordinary Shares. The foregoing amounts do not include 197,962 Ordinary Shares to be issued to Antara Master Fund upon the satisfaction of certain earn-out conditions. Antara Capital is the investment manager of the Antara Master Fund and the Managed Accounts. Antara GP is the general partner of Antara Capital. Mr. Gulati is the sole member of Antara GP. Antara Capital, Antara GP and Mr. Gulati may be deemed to beneficially own the securities of the Issuer held directly by Antara Master Fund and the Managed Accounts.

(b) **Percent of class:**

As of December 31, 2024, the Reporting Persons in the aggregate beneficially own approximately 5.03% of the Ordinary Shares, based on 168,681,997 Ordinary Shares of the Issuer outstanding as of November 5, 2024, based on Exhibit 99.1 in the Issuer's Form 6-K filed with the Securities and Exchange Commission on November 7, 2024. %

(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:**

8,483,060

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

0

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

8,483,060

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

**Item 6. Ownership of more than 5 Percent on Behalf of Another Person.**

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

The Ordinary Shares beneficially owned by the Reporting Persons are directly held by Antara Master Fund and the Managed Accounts, for which Antara Capital LP serves as investment manager.

**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. 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.

### Antara Capital LP

Signature: /s/ Himanshu Gulati

Name/Title: Himanshu Gulati / Managing Member of Antara Capital GP LLC, its general partner

Date: 02/14/2025

### Antara Capital GP LLC

Signature: /s/ Himanshu Gulati

Name/Title: Himanshu Gulati / Managing Member

Date: 02/14/2025

### Gulati Himanshu

Signature: /s/ Himanshu Gulati

Name/Title: Himanshu Gulati / Self

Date: 02/14/2025