

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

INNOVIZ TECHNOLOGIES LTD.
(Exact name of Registrant as specified in its charter)

State of Israel
(State or other jurisdiction of
incorporation or organization)

Not applicable
(I.R.S. Employer
Identification Number)

5 Uri Ariav Street
Bldg. C.
Nitzba 300
Rosh HaAin, Israel
(Address of Principal Executive Offices)

4809202
(Zip Code)

Innoviz Technologies Ltd. 2021 Share Incentive Plan
(Full Title of the Plan)

Cogency Global Inc.
122 East 42nd Street, 18th Floor
New York, NY 10168
(800) 221-0102

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Ryan J. Maierson
Ryan J. Lynch
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Tuvia J. Geffen, Adv.
Naschitz, Brandes, Amir & Co.
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Tel-Aviv 6789717, Israel
Tel: +972 3-623-5000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This registration statement on Form S-8 (this “**Registration Statement**”) is being filed with the Securities and Exchange Commission (the “**SEC**”) to register the offer, issuance and sale of an additional 4,909,261 ordinary shares, no par value (“**Ordinary Shares**”), of Innoviz Technologies Ltd. (the “**Company**,” the “**Registrant**,” “**we**” or “**us**”) issuable by the Registrant to its and/or its subsidiaries’ officers, employees, directors and consultants under the Innoviz Technologies Ltd. 2021 Share Incentive Plan (the “**2021 Plan**”).

On April 26, 2021, we filed with the SEC a registration statement on Form S-8 (File No. 333-255511) registering 9,820,588 Ordinary Shares that may be issued under the Innoviz Technologies Ltd. 2016 Share Incentive Plan and 19,510,820 Ordinary Shares that may be issued under the 2021 Plan.

On May 24, 2022, we filed with the SEC a registration statement on Form S-8 (File No. 333-265169) registering an additional 1,014,520 Ordinary Shares that may be issued under the Registrant’s 2021 Plan.

The 2021 Plan provides that the number of Ordinary Shares available for issuance under the 2021 Plan will automatically increase on the first day of each calendar year of 2022 through 2031, to equal to the lesser of (A) 5% of the outstanding shares on the last day of the immediately preceding calendar year and (B) such amount as determined by our board of directors if so determined prior to January 1 of a calendar year; provided, however, that no more than 14,000,000 shares in total may be issued upon the exercise of incentive stock options, or ISOs, under the 2021 Plan.

The purpose of this Registration Statement is for the Registrant to register an additional 4,909,261 Ordinary Shares issuable under the 2021 Plan effective as of January 1, 2023, representing an increase to the number of Ordinary Shares available for issuance under the 2021 Plan in an amount equal to 5% of the outstanding Ordinary Shares as of December 31, 2022.

Pursuant to Instruction E of Form S-8, the contents of our prior registration statements on Form S-8 (File Nos. 333- 255511 and 333-265169) are incorporated herein by reference, and the information required by Part II is omitted, except as supplemented by the information set forth below.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for in Part I of Form S-8 is not being filed with or included in this Form S-8 (by incorporation by reference or otherwise) in accordance with the rules and regulations of the SEC.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

In this registration statement, Innoviz Technologies Ltd. is sometimes referred to as “Registrant,” “we,” “us” or “our.”

Item 3. Incorporation of Documents by Reference.

The SEC allows us to incorporate by reference information we filed with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this registration statement, and later information filed with the SEC will update and supersede this information. We hereby incorporate by reference into this registration statement the following documents previously filed with the SEC:

- (a) The Registrant’s Annual Report on [Form 20-F](#) for the year ended December 31, 2022 filed with the SEC on March 9, 2023 pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”); and
- (b) The description of the Registrant’s Ordinary Shares contained in the Registrant’s registration statement on [Form 8-A](#) (File No. 001-40310), filed by the Registrant with the SEC under Section 12(b) of the Exchange Act on April 5, 2021 including any amendments or reports filed for the purpose of updating such description.

All documents that the Registrant subsequently files pursuant to Sections 13 or 15(d) of the Exchange Act prior to the filing of a post-effective amendment to the registration statement that indicates that all of the Ordinary Shares offered have been sold or that deregisters all of such shares then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of the filing of such documents.

Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such earlier statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Herewith
		Form	Date	Number	
4.1	Amended and Restated Articles of Association.	F-3	5/24/22	3.1	
4.2	Specimen Ordinary Share Certificate.	F-4/A	2/12/21	4.5	
5.1	Opinion of Naschitz, Brandes, Amir & Co., Advocates .				*
23.1	Consent of Ernst & Young LLP, independent registered public accounting firm.				*
23.2	Consent of Naschitz, Brandes, Amir & Co., Advocates (included in Exhibit 5.1).				*
24.1	Power of Attorney (included on the signature page of the Registration Statement).				*
99.1	Innoviz Technologies Ltd. 2021 Share Incentive Plan.	20-F	3/30/22	4.4	
107	Calculation of Registration Fee				*

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Tel Aviv, Israel, on this 9th day of March, 2023.

INNOVIZ TECHNOLOGIES LTD.

By: /s/ Eldar Cegla
Name: Eldar Cegla
Title: Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint each of Omer David Keilaf and Eldar Cegla, with full power of substitution and full power to act without the other, as his or her true and lawful attorney-in-fact and agent to act for him or her in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file this registration statement, with all exhibits thereto, and other documents in connection therewith, with the SEC, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in order to effectuate the same as fully, to all intents and purposes, as they or he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the date indicated.

<u>NAME</u>	<u>POSITION</u>	<u>DATE</u>
<u>/s/ Omer David Keilaf</u> Omer David Keilaf	Chief Executive Officer and Director (Principal Executive Officer)	March 9, 2023
<u>/s/ Eldar Cegla</u> Eldar Cegla	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	March 9, 2023
<u>/s/ Amichai Steimberg</u> Amichai Steimberg	Director	March 9, 2023
<u>/s/ Aharon Aharon</u> Aharon Aharon	Director	March 9, 2023
<u>/s/ Dan Falk</u> Dan Falk	Director	March 9, 2023
<u>/s/ Ronit Maor</u> Ronit Maor	Director	March 9, 2023
<u>/s/ Orit Stav</u> Orit Stav	Director	March 9, 2023
<u>/s/ James Sheridan</u> James Sheridan	Director	March 9, 2023

AUTHORIZED REPRESENTATIVE

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of Innoviz Technologies Ltd. has signed this registration statement on March 9th, 2023.

By: /s/ Colleen De Vries

Name: Colleen De Vries

Title: SVP on behalf of Cogency Global Inc.

נְשִׁיץ בְּרַנְדֵס אִמִיר
NASCHITZ BRANDES AMIR

NASCHITZ, BRANDES, AMIR & CO., ADVOCATES
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Tel-Aviv, March 9, 2023

Innoviz Technologies Ltd.
5 Uri Ariav Street
Bldg. C.
Nitzba 300
Rosh HaAin 4809202
Israel

Ladies and Gentlemen:

Innoviz Technologies Ltd., a company organized under the laws of the State of Israel (the "Company"), has filed with the Securities and Exchange Commission a Registration Statement on Form S-8 (the "Registration Statement"), for the purpose of registering under the Securities Act of 1933, as amended (the "Securities Act"), 4,909,261 of its Ordinary Shares, no par value per share (the "Shares"), issuable under the Innoviz Technologies Ltd. 2021 Share Incentive Plan (the "Plan").

As special Israeli counsel to the Company, we have examined such corporate records, certificates and other documents, and such questions of law, as we have considered necessary or appropriate for the purpose of our opinion. Upon the basis of such examination, we are of the opinion that, when the Shares are issued and sold pursuant to the terms of the Plan and in accordance with the Registration Statement, the Shares will be legally and validly issued, fully paid and non-assessable.

The opinion expressed herein is limited to Israeli law, and we do not express any opinion as to the laws of any other jurisdiction.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Naschitz, Brandes, Amir & Co., Advocates
Naschitz, Brandes, Amir & Co., Advocates

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statements (Form S-8) pertaining to the 2021 Share Incentive Plan of Innoviz Technologies Ltd. of our report dated March 9th, 2023, with respect to the consolidated financial statements of Innoviz Technologies Ltd. included in its Annual Report (Form 20-F) for the year ended December 31, 2022, filed with the Securities and Exchange Commission.

Tel Aviv, Israel
March 9th, 2023

/s/ Kost Forer Gabbay & Kasierer
KOST, FORER, GABBAY & KASIERER
A Member of Ernst & Young Global

Calculation of Filing Fee Tables

Form S-8
(Form Type)

Innoviz Technologies Ltd.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Ordinary shares, no par value per share, reserved for issuance pursuant to the 2021 Plan	Rule 457(c) and Rule 457(h)	4,909,261 ⁽²⁾	\$4.14 ⁽³⁾	\$20,324,340.54	\$110.20 per \$1,000,000	\$2,239.74
Total Offering Amounts					\$20,324,340.54		\$2,239.74
Total Fee Offsets							\$—
Net Fee Due							\$2,239.74

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this registration statement shall also cover any additional ordinary shares of the Registrant that become issuable under the Innoviz Technologies Ltd. 2021 Share Incentive Plan (the “2021 Plan”) by reason of any share dividend, share split, recapitalization or similar transaction effected without the Registrant’s receipt of consideration that would increase the number of outstanding ordinary shares.
- (2) Represents the additional 4,909,261 ordinary shares issuable under the Innoviz Technologies Ltd. 2021 Share Incentive Plan (the “2021 Plan”), representing an increase to the number of ordinary shares available for issuance under the 2021 Plan in an amount equal to 5% of the outstanding ordinary shares as of December 31, 2022.
- (3) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and Rule 457(c) promulgated under the Securities Act. The offering price per share and the aggregate offering price for shares reserved for future issuance under the 2021 Plan are based on the average of the high (\$4.33) and low (\$3.95) prices of ordinary shares on The Nasdaq Stock Market LLC on March 3, 2023.