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

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO SECTION 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of August 2023

Commission File Number: 001-40310

INNOVIZ TECHNOLOGIES LTD.
(Translation of registrant's name into English)

Innoviz Technologies Campus
5 Uri Ariav Street, Bldg. C
Nitzba 300, Rosh HaAin, Israel
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.
Form 20-F ☒ Form 40-F ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ☐

EXPLANATORY NOTE

Innoviz Technologies Ltd. (the "**Company**") hereby furnishes the following documents as exhibits 99.1 and 99.2:

99.1 Company's Interim Unaudited Consolidated Financial Statements as of June 30, 2023 and for the Six Months ended June 30, 2023 and June 30, 2022; and

99.2 Operating and Financial Review and Prospects.

This Report on Form 6-K and related exhibits are incorporated by reference into the Company's registration statements on Form F-3 (File Nos. 333-265170 and 333-267646) and Form S-8 (File Nos.333-255511, 333-265169 and 333-270416), and shall be a part thereof from the date on which this Form 6-K is furnished, to the extent not superseded by documents or reports subsequently filed or furnished.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INNOVIZ TECHNOLOGIES LTD.

Date: August 9, 2023

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

Exhibit 99.1

INNOVIZ TECHNOLOGIES LTD. AND ITS SUBSIDIARIES

INTERIM CONSOLIDATED FINANCIAL STATEMENTS

AS OF JUNE 30, 2023

UNAUDITED

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INNOVIZ TECHNOLOGIES LTD. AND ITS SUBSIDIARIES

INTERIM CONSOLIDATED BALANCE SHEETS (UNAUDITED)

U.S. dollars in thousands (except share and per share data)

	June 30, 2023 (Unaudited)	December 31, 2022
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 34,331	$ 55,718
Short term restricted cash	52	236
Bank deposits	62,710	80,684
Marketable securities	24,639	41,681
Trade receivables, net	2,382	1,762
Inventory	4,584	4,236
Prepaid expenses and other current assets	2,400	3,236
Total current assets	131,098	187,553
LONG-TERM ASSETS:		
Marketable securities	7,838	7,840
Restricted deposits	2,508	2,543
Property and equipment, net	30,744	30,489
Operating lease right-of-use assets, net	26,528	26,927
Other long-term assets	83	81
Total long-term assets	67,701	67,880
Total assets	$ 198,799	$ 255,433

The accompanying notes are an integral part of the interim consolidated financial statements.

INNOVIZ TECHNOLOGIES LTD. AND ITS SUBSIDIARIES

INTERIM CONSOLIDATED BALANCE SHEETS (UNAUDITED)

U.S. dollars in thousands (except share and per share data)

	June 30, 2023 (Unaudited)	December 31, 2022
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Trade payables	$ 6,993	$ 8,367
Advances from customers and deferred revenues	4,219	4,082
Employees and payroll accruals	9,379	8,693
Accrued expenses and other current liabilities	7,170	7,572
Operating lease liabilities	5,602	3,720
Total current liabilities	33,363	32,434
LONG-TERM LIABILITIES:		
Advances from customers and deferred revenues	121	61
Operating lease liabilities	28,122	30,201
Warrants liability	467	720
Total long-term liabilities	28,710	30,982
SHAREHOLDERS' EQUITY:		
Ordinary Shares of no-par value: Authorized: 500,000,000 shares as of June 30, 2023 and December 31, 2022; Issued and outstanding: 137,136,395 and 136,185,264 shares as of June 30, 2023 and December 31, 2022, respectively	-	-
Additional paid-in capital	714,534	703,851
Accumulated deficit	(577,808)	(511,834)
Total shareholders' equity	136,726	192,017
Total liabilities and shareholders' equity	$ 198,799	$ 255,433

The accompanying notes are an integral part of the interim consolidated financial statements.

INNOVIZ TECHNOLOGIES LTD. AND ITS SUBSIDIARIES

INTERIM CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

U.S. dollars in thousands (except share and per share data)

	Six Months Ended June 30, 2023	Six Months Ended June 30, 2022
	(Unaudited)	
Revenues	$ 2,476	$ 3,571
Cost of revenues	(9,572)	(6,084)
Gross loss	(7,096)	(2,513)
Operating expenses:		
Research and development	49,888	44,700
Sales and marketing	4,620	5,381
General and administrative	9,169	9,744
Total operating expenses	63,677	59,825
Operating loss	(70,773)	(62,338)
Financial income, net	5,267	4,040
Loss before taxes on income	(65,506)	(58,298)
Taxes on income	(468)	(48)
Net loss	$ (65,974)	$ (58,346)
Basic and diluted net loss per ordinary share	$ (0.48)	$ (0.43)
Weighted average number of ordinary shares used in computing basic and diluted net loss per ordinary share	136,640,997	134,607,839

The accompanying notes are an integral part of the interim consolidated financial statements.

INNOVIZ TECHNOLOGIES LTD. AND ITS SUBSIDIARIES

INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (UNAUDITED)

U.S. dollars in thousands (except share and per share data)

	Ordinary Shares		Additional Paid-in Capital	Accumulated Deficit	Total Shareholders' Equity
	Number	Amount			
Balance as of December 31, 2021	134,098,120	$ -	$ 683,764	$ (384,962)	$ 298,802
Reclassification of warrants liability to equity	-	-	15	-	15
Exercise of shares options	524,938	-	311	-	311
Exercise of public warrants	100	-	1	-	1
Vesting of RSUs	648,611	-	-	-	-
Share-based compensation	-	-	9,165	-	9,165
Net Loss	-	-	-	(58,346)	(58,346)
Balance as of June 30, 2022	135,271,769	$ -	$ 693,256	$ (443,308)	$ 249,948
Balance as of December 31, 2022	136,185,264	$ -	$ 703,851	$ (511,834)	$ 192,017
Reclassification of warrants liability to equity	-	-	8	-	8
Exercise of shares options	289,851	-	232	-	232
Vesting of RSUs	661,280	-	-	-	-
Share-based compensation	-	-	10,443	-	10,443
Net Loss	-	-	-	(65,974)	(65,974)
Balance as of June 30, 2023	137,136,395	$ -	$ 714,534	$ (577,808)	$ 136,726

The accompanying notes are an integral part of the interim consolidated financial statements.

INNOVIZ TECHNOLOGIES LTD. AND ITS SUBSIDIARIES

INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

U.S. dollars in thousands (except share and per share data)

	Six Months Ended June 30, 2023	Six Months Ended June 30, 2022
	(Unaudited)	(Unaudited)
Cash Flows from Operating Activities:		
Net loss	$ (65,974)	$ (58,346)
Adjustments required to reconcile net loss to net cash used in Operating Activities:		
Depreciation and amortization	2,954	4,192
Remeasurement of warrants liability	(245)	(789)
Change in accrued interest on bank deposits	455	(245)
Change in marketable securities	(237)	707
Share-based compensation	10,443	9,165
Foreign exchange loss, net	65	1,220
Change in prepaid expenses and other assets	1,014	(3,186)
Change in trade receivables, net	(620)	(562)
Change in inventory	(348)	(395)
Changes in operating lease assets and liabilities, net	202	(430)
Change in trade payables	(134)	60
Change in accrued expenses and other liabilities	110	(1,185)
Change in employees and payroll accruals	686	(558)
Change in advances from customers and deferred revenues	197	243
Net cash used in operating activities	(51,432)	(50,109)
Cash flows from investing activities:		
Purchase of property and equipment	(5,136)	(5,026)
Investment in bank deposits	(62,000)	(50,000)
Withdrawal of bank deposits	79,500	135,000
Increase in restricted deposits	(40)	(2,580)
Investment in marketable securities	(23,004)	(17,664)
Proceeds from sales and maturities of marketable securities	40,285	17,664
Net cash provided by investing activities	$ 29,605	$ 77,394

The accompanying notes are an integral part of the interim consolidated financial statements.

INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

U.S. dollars in thousands (except share and per share data)

	Six Months Ended June 30, 2023	Six Months Ended June 30, 2022
	(Unaudited)	
Cash flows from financing activities:		
Proceeds from exercise of options	227	293
Net cash provided by financing activities	227	293
Effect of exchange rate changes on cash, cash equivalents and restricted cash	29	(1,122)
Increase (decrease) in cash, cash equivalents and restricted cash	(21,571)	26,456
Cash, cash equivalents and restricted cash at the beginning of the period	55,954	24,541
Cash, cash equivalents and restricted cash at the end of the period	$ 34,383	$ 50,997
Supplementary disclosure of cash flows activities:		
(1) Cash paid during the period for:		
Income taxes	$ 255	$ 48
(2) Non-cash transactions:		
Purchase of property and equipment	$ 564	$ 7,582
Reclassification of warrants liability to equity	$ 8	$ 15
Exercise of options	$ 5	$ 19
Right-of-use assets recognized with corresponding lease liabilities	$ 749	$ 29,267
(3) Cash, cash equivalents and restricted cash at the end of the period:		
Cash and cash equivalents	$ 34,331	$ 50,279
Short-term restricted cash	52	718
	$ 34,383	$ 50,997

The accompanying notes are an integral part of the interim consolidated financial statements.

NOTE 1:- GENERAL

a. Innoviz Technologies Ltd. and its subsidiaries (the "Company" or "Innoviz") is a Tier-1 direct supplier of high-performance, automotive grade LiDAR sensors and perception solutions that feature technological breakthroughs across core components and bring enhanced vision and superior performance to enable safe autonomous driving at a mass scale. The Company provides a complete and comprehensive solution for OEMs and Tier-1 partners that are developing and marketing autonomous driving vehicles to the passenger car and other relevant markets, such as robotaxis, shuttles, delivery vehicles, buses and trucks, as well as other industries that require 3-dimensional high-resolution sensors. In addition, Innoviz' solutions can enable safe autonomy for other industries, including logistics, drones, robotics, construction and other industrial applications, smart city, smart infrastructures and mapping.

b. The Company was incorporated on January 18, 2016, under the laws of the state of Israel.

c. On December 10, 2020, the Company entered into definitive agreements in connection with a merger (the "Transactions") with Collective Growth Corporation ("Collective Growth"), a special purpose acquisition company, that resulted in Collective Growth becoming a wholly owned subsidiary of the Company upon the consummation of the Transactions on April 5, 2021 (the "Closing Date").

The Company's ordinary shares and warrants were listed on the Nasdaq Stock Market LLC under the trading symbols "INVZ" and "INVZW", respectively, on April 5, 2021.

d. As of June 30, 2023, the Company's principal source of liquidity includes its cash and cash equivalents in the amount of $34,331, bank deposits in the amount of $62,710 and marketable securities in the amount of $32,477, which is sufficient to finance its business plan for at least the next 12 months. As the Company achieves further commercial success, it may need to obtain additional funding to support its continuing operations. If the Company is unable to raise capital when and if needed, it may need to reduce or eliminate some of its research and development programs.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES

a. Interim Financial Statements

The accompanying interim consolidated balance sheet as of June 30, 2023, the interim consolidated statements of operations and the interim consolidated statements of cash flows for the six months ended June 30, 2023 and 2022, as well as the interim statement of changes in shareholders' equity for the six months ended June 30, 2023 and 2022, are unaudited. These unaudited interim consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States ("U.S. GAAP") and applicable rules and regulations of the Securities and Exchange Commission regarding interim financial reporting. In management's opinion, the unaudited interim consolidated financial statements include all adjustments of a normal recurring nature necessary for the fair presentation of the Company's financial position as of June 30, 2023, as well as its results of operations and cash flows for the six months ended June 30, 2023 and 2022. The results of operations for the six months ended June 30, 2023 are not necessarily indicative of the results to be expected for the year ending December 31, 2023 or for other interim periods or for future years.

b. Significant accounting policies

The accompanying unaudited interim financial statements should be read in conjunction with the Company's Annual Report on Form 20-F for the fiscal year ended December 31, 2022 (the "2022 Annual Report") filed with the Securities and Exchange Commission (the "SEC") on March 9, 2023.

There have been no changes to the significant accounting policies described in the 2022 Annual Report that have had a material impact on the unaudited interim consolidated financial statements and related notes, except as mentioned below (see also Note 2e).

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

c. Use of estimates:

The preparation of interim consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the interim consolidated financial statements and the reported amounts of revenues and expenses during the reporting period.

Significant items subject to such estimates and assumptions include inventory reserves, warranty provision, valuation allowance for deferred tax assets, share-based compensation, fair value of warrants liability and useful lives of property, plant, and equipment. The Company bases these estimates on historical and anticipated results, trends and various other assumptions that it believes are reasonable under the circumstances, including assumptions as to future events. Actual results could differ from those estimates.

d. Concentration of credit risk:

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and cash equivalents, trade receivables, marketable securities, bank deposits, restricted deposits and restricted cash.

Trade receivable of the Company are mainly derived from customers located globally. The Company mitigates its credit risks by performing credit evaluations of its customers' financial conditions and requires customer advance payments in certain circumstances. The Company generally does not require collateral.

The Company invests in marketable securities with an average credit rating of "A" and a maturity of up to three years. The Company's investment policy is not to invest more than 5% of its investment portfolio in a single security at time of purchase.

e. Recently adopted accounting pronouncement:

On January 1, 2023, the Company adopted ASU No. 2016-13 (Topic 326), Financial Instruments - Credit Losses: Measurement of Credit Losses on Financial Instruments, which has replaced the previous incurred loss impairment methodology. Under the new guidance an entity is required to recognize an allowance that reflects its current estimate of credit losses expected to be incurred over the life of the financial instrument based on historical experience, current conditions and reasonable and supportable forecasts. The adoption of ASU 2016-13 did not have a material impact on the interim consolidated financial statements.

U.S. dollars in thousands (except share and per share data)

NOTE 3:- CONTRACT BALANCES AND REMAINING PERFORMANCE OBLIGATIONS

Contract liabilities consisted of the following as of June 30, 2023 and December 31, 2022:

	June 30, 2023 (Unaudited)	December 31, 2022
Contract liabilities, Current		
Deferred revenues	$ 4,151	$ 4,004
Advances from customers	68	78
Total	$ 4,219	$ 4,082
Contract liabilities, Long-term		
Deferred revenues	$ 121	$ 61
Total Contract liabilities	$ 4,340	$ 4,143

During the six months ended June 30, 2023, the Company recognized $42 that was included in deferred revenues balance at December 31, 2022.

Remaining Performance Obligation

The Company's remaining performance obligations are comprised of product and engineering services not yet satisfied. As of June 30, 2023, the aggregate amount of the transaction price allocated to remaining performance obligations was $12,536 (out of which, $3,441 is recorded as short-term deferred revenues), which the Company expects to recognize as revenues.

U.S. dollars in thousands (except share and per share data)

NOTE 4:- FAIR VALUE MEASUREMENTS

The below table sets forth the Company's assets and liabilities that were measured at fair value as of June 30, 2023 and December 31, 2022 by level within the fair value hierarchy.

June 30, 2023 (Unaudited)	Level 1	Level 2	Level 3	Total
Assets:				
Marketable securities	$ -	$ 32,477	$ -	$ 32,477
Total financial assets	$ -	$ 32,477	$ -	$ 32,477
Liabilities:				
Warrants (1)	$ -	$ -	$ 467	$ 467
Total financial liabilities	$ -	$ -	$ 467	$ 467

December 31, 2022	Level 1	Level 2	Level 3	Total
Assets:				
Marketable securities	$ -	$ 49,521	$ -	$ 49,521
Total financial assets	$ -	$ 49,521	$ -	$ 49,521
Liabilities:				
Warrants (1)	$ -	$ -	$ 720	$ 720
Total financial liabilities	$ -	$ -	$ 720	$ 720

During the six months ended June 30, 2023, the Company recognized net trading gain of $237 which relates to marketable securities held by the Company.

(1) As part of the Transactions (see Note 1c), the Company assumed a derivative warrants liability related to previously issued private placement warrants in connection with Collective Growth's initial public offering. The Company utilizes a Black-Scholes option pricing model to estimate the fair value of the private placement warrants which is considered a Level 3 fair value measurement. The warrants are measured at each reporting period, with changes in fair value recognized in financing income, net.

U.S. dollars in thousands (except share and per share data)

NOTE 4:- FAIR VALUE MEASUREMENTS (Cont.)

The change in the fair value of the derivative private warrants liability is summarized as follows:

	Six Months Ended June 30, 2023	Six Months Ended June 30, 2022
	(Unaudited)	
Balance as of January 1	$ 720	$ 1,639
Change in fair value of warrants liability	(245)	(789)
Reclassification of warrants liability to equity	(8)	(15)
Balance as of June 30	$ 467	$ 835

The estimated fair value of the private placement warrant derivative liabilities is determined using Level 3 inputs. Inherent in a Black-Scholes option pricing model are assumptions related to expected share price volatility, expiration, risk-free interest rate and dividend yield. The Company estimates the volatility of its private warrants based on implied volatility of the publicly traded warrants and the historical volatility of the company's share price and of a selected peer companies that matches the expected remaining life of the warrants. The risk-free interest rate is based on the U.S. Treasury zero-coupon yield curve as of the valuation date for a maturity similar to the expiration of the warrants. The dividend yield is based on the historical rate, which the Company anticipates remaining at zero. The following table provides quantitative information regarding Level 3 fair value measurements inputs as their measurement dates:

	June 30, 2023	December 31, 2022
	(Unaudited)	
Fair value determined per warrant	$ 1.03	$ 1.57
Expected volatility	105%	92.5%
Expected annual dividend yield	0%	0%
Expected term (years)	2.8	3.3
Risk-free rate	4.6%	4.2%

NOTE 5:- LEASES

Below is a summary of the Company operating right-of-use assets, net and operating lease liabilities as of June 30, 2023:

Operating lease right-of-use assets, net	$ 26,528
Operating lease liabilities, current	$ 5,602
Operating lease liabilities, non-current	28,122
Total operating lease liabilities	$ 33,724
Weighted average remaining lease term (years)	9.37
Weighted average discount rate of operating leases	4.59%

U.S. dollars in thousands (except share and per share data)

NOTE 5:- LEASES (Cont.)

Additional information regarding the Company's operating leases:

	Six Months Ended June 30, 2023 (unaudited)
Operating lease costs	$ 1,894
Variable lease payments	$ 118
Short term lease costs	$ 6
Operating cash flows from lease incentives received, net of cash paid for operating leases	$ 184

Minimum lease payments over the remaining lease periods as of June 30, 2023, are as follows:

Year Ended December 31, (unaudited)	
2023	$ 1,997
2024	3,876
2025	4,204
2026	4,207
2027	4,197
Thereafter	20,750
Total undiscounted lease payments	$ 39,231
Less: interest	(5,507)
Present value of lease liabilities	$ 33,724

NOTE 6:- COMMITMENTS AND CONTINGENCIES

Legal proceedings:

The Company is currently not part, as plaintiff or defendant, to any legal proceedings that, individually or in the aggregate, are expected by the Company to have a material effect on the Company's business, financial position, results of operations or cash flows. The Company reviews the status of each matter and assesses its potential financial exposure. If the potential loss from any claim or legal proceeding is considered probable and the amount can be reasonably estimated, the Company accrues a liability for the estimated loss. These accruals are reviewed at least yearly and adjusted to reflect the impact of negotiations, settlements, rulings, advice of legal counsel and other information and events pertaining to a matter.

U.S. dollars in thousands (except share and per share data)

NOTE 7:- SHARE-BASED COMPENSATION

a. Options granted:

A summary of option balances as of June 30, 2023 (unaudited), and changes during the six months then ended are as follows:

	Number of options	Weighted-average exercise price	Weighted-average remaining contractual term (in years)	Aggregate intrinsic value
Outstanding as of December 31, 2022	14,080,996	$ 5.24	6.00	$ 19,724
Granted	11,784	$ 4.75		-
Exercised	(289,851)	$ 0.80		$ 786
Forfeited	(191,460)	$ 5.36		$ 114
Expired	(67,235)	$ 7.66		-
Outstanding as of June 30, 2023	13,544,234	$ 5.33	5.45	$ 12,079
Exercisable as of June 30, 2023	9,954,056	$ 5.20	5.33	$ 10,692

b. RSUs granted:

A summary of RSUs activity for the six months ended June 30, 2023 (unaudited), is as follows:

	Number of shares	Weighted average grant date fair value per share
Unvested as of December 31, 2022	7,308,579	$ 5.95
Granted	960,622	$ 4.06
Vested	(661,280)	$ 5.99
Forfeited	(285,596)	$ 5.43
Unvested as of June 30, 2023	7,322,325	$ 5.72

U.S. dollars in thousands (except share and per share data)

NOTE 7:- SHARE-BASED COMPENSATION (Cont.)

c. Share-based compensation expenses:

The total share-based compensation expenses related to all of the Company's equity-based awards, which include options and RSUs recognized in the Company's consolidated statements of operations for the six months ended June 30, 2023, and 2022, are as follows:

	Six Months Ended June 30,	
	2023	2022
	(Unaudited)	
Cost of revenues	$ 181	$ 76
Research and development	6,926	5,380
Sales and marketing	682	1,367
General and administrative	2,654	2,342
	$ 10,443	$ 9,165

As of June 30, 2023, unrecognized compensation cost related to share options and RSUs was $42,363, which is expected to be recognized over a weighted average period of 2.55 years.

NOTE 8:- BASIC AND DILUTED NET LOSS PER SHARE

The following table sets forth the computation of the net loss per share for the period presented:

	Six Months Ended June 30,	
	2023	2022
	(Unaudited)	
Numerator:		
Net Loss	$ (65,974)	$ (58,346)
Denominator:		
	136,640,997	134,607,839

The following potential ordinary shares have been excluded from the calculation of diluted net loss per share for the period presented due to their anti-dilutive effect:

a. 16,231,141 warrants, 2,402,178 sponsors earnout shares, 20,866,559 outstanding options to purchase Ordinary Shares and unvested RSUs as of June 30, 2023.

b. 16,231,141 warrants, 2,402,178 sponsors earnout shares, 20,096,766 outstanding options to purchase Ordinary Shares and unvested RSUs as of June 30, 2022.

U.S. dollars in thousands (except share and per share data)

NOTE 9:- GEOGRAPHIC AND CUSTOMER INFORMATION

a. Geographic information:

Following is a summary of revenues by geographic areas. Revenues attributed to geographic areas, based on the location where the customers accept delivery of the products and services:

	Six Months Ended June 30,	
	2023	2022
	(Unaudited)	
Europe, Middle East and Africa (*)	$ 1,640	$ 2,000
Asia Pacific	260	334
North America (**)	576	1,237
	$ 2,476	$ 3,571

(*) Includes revenue from Germany in the amount of $1,500 thousand and $1,926 thousand for the six months ended June 30, 2023 and 2022, respectively.

(**) Includes revenues from United States only.

b. Customers accounted for over 10% of revenue:

As of June 30, 2023, Customer A, B and C accounted for 41%, 23%, 16% of revenues, respectively.

As of June 30, 2022, Customer B accounted for 81% of revenues.

Exhibit 99.2

OPERATING AND FINANCIAL REVIEW AND PROSPECTS

You should read the following discussion and analysis of our financial condition and results of operations together with (i) our unaudited interim consolidated financial statements as of and for the six months ended June 30, 2023, included as Exhibit 99.1 to this Report on Form 6-K (this "Report"), (ii) our audited consolidated financial statements and other financial information as of and for the year ended December 31, 2022 appearing in our Annual Report on Form 20-F for the year ended December 31, 2022 (our "Annual Report") and (iii) Item 5 — "Operating and Financial Review and Prospects" of our Annual Report. Some of the information contained in this discussion and analysis, including information with respect to our plans and strategy for our business and related financing, includes forward-looking statements that involve risks and uncertainties. As a result of many factors, including those factors set forth in the section entitled "Cautionary Statement Regarding Forward-Looking Statement" and in the section entitled Item 3.D. "Risk Factors" of our Annual Report, our actual results could differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis.

Unless otherwise designated, the terms "we", "us", "our", "Innoviz", "the Company" and "our company" refer to Innoviz Technologies Ltd.

Forward-Looking Statements

Statements in this Report may constitute "forward-looking statements" within the meaning of the United States federal securities laws. These forward-looking statements can generally be identified as such because the context of the statement will include words such as "may," "might," "will," "could," "would," "intends," "plans," "believes," "anticipates," "expects," "seeks," "estimates," "predicts," "potential," "continue," "contemplate" or "opportunity," the negative of these words or words of similar import. Similarly, statements that describe our business outlook or future economic performance, anticipated revenues, expenses or other financial items, introductions and advancements in development of products, and plans and objectives related thereto, and statements concerning assumptions made or expectations as to any future events, conditions, performance or other matters, are also forward-looking statements. Forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from those stated in such statements. Factors that could cause or contribute to such differences include, but are not limited to, those set forth in *Item 3.D. "Risk Factors"* in our Annual Report, as well as those discussed elsewhere in our Annual Report and in our other filings with the Securities and Exchange Commission.

Company Overview

We are a Tier-1 direct supplier of high-performance, automotive grade LiDAR sensors and perception software that feature technological breakthroughs across core components and bring enhanced vision and superior performance to enable safe autonomous driving at a mass scale. We believe that we provide a complete and comprehensive solution for OEMs and Tier-1 partners that are developing and marketing autonomous driving vehicles to the passenger car and other relevant markets, such as robotaxis, shuttles, delivery vehicles, buses and trucks, as well as other industries that require 3-dimensional high-resolution sensors. In addition, our solutions can enable safe autonomy for other industries, including logistics, drones, robotics, construction and other industrial applications, agriculture, smart city, smart infrastructures, security and mapping.

In 2022, following more than two years of extensive diligence and qualification, we were selected by Volkswagen as its direct LiDAR supplier for automated vehicles within the Volkswagen brands with our InnovizTwo next generation high-performance automotive-grade LiDAR sensor. Later in 2022, an Asia-based automotive OEM selected us to serve as its direct LiDAR supplier for series production passenger vehicles. For further updates, please see *Recent Developments* below.

The sustained cooperation with our customers provides our engineers and other research and development personnel with a valuable competitive edge. These engineers and other research and development personnel have been meticulously trained to design, operate and verify our many ground-breaking innovations in accordance and in compliance with the rigorous ISO26262 standard for Functional Safety in the automotive industry. Compliance with this and other standards have been enforced by regular ongoing audits of Innoviz and rigorous testing by our key suppliers, existing customers and prospective customers that thoroughly review the performance of various elements of our operations. As a result, our products have been constructed from the bottom up with hardware and software technology that meets the most stringent automotive safety, quality, environmental, manufacturing, and other standards.

Our innovation has produced LiDAR solutions that deliver market leading performance and that meet the current demanding safety requirements for Level 2+ through Level 5 autonomous vehicles at price points suitable for mass produced passenger vehicles. Our integrated custom design of advanced hardware and software components, which leverages the multidisciplinary expertise and experience of our team, enables us to provide turn-key autonomous solutions that are likely to accelerate widespread adoption across automakers at serial production scale.

Our robust software suite enables our ~905nm wavelength laser-based LiDAR architecture to be easily leveraged to provide compelling solutions for Level 2+ through Level 5. We believe this means that we are positioned to penetrate the current market, which is currently characterized mainly by Level 2+ production, and to continue to capture and extend our market share to Level 3 and above, as the market continues to mature.

We are currently expanding our third-party manufacturing capacity through contract manufacturers to meet an anticipated increase in customer demand for our products, while also further developing a next generation high-performance automotive-grade LiDAR sensor, the InnovizTwo, that is expected to provide further cost efficiencies, while enabling even higher performance solutions for vehicles offering driving automation levels of Level 2+ and above.

In addition, during 2022 Innoviz became a Tier-1 supplier to the automotive industry. This allows Innoviz to have direct technical discussions with end-customers and to improve pricing to automotive OEMs with the goal of strengthening our position in the automotive market. This has already played a significant role in two of our major OEM program wins, one in Europe and one in Asia.

Recent Developments

In 2023, we announced that a leading global automotive customer aims to expand its use of our InnovizTwo LiDAR to its existing light commercial vehicle program. In addition, on August 2, 2023 we announced together with BMW Group that we are expanding our collaboration by starting a B-sample development phase on a new generation of LiDAR. Under the new development agreement, following BMW requirements, we will develop these B-samples based on our second generation InnovizTwo LiDAR sensor.

A. Results of Operations

The results of operations presented below should be reviewed together with our unaudited interim consolidated financial statements as of and for the six months ended June 30, 2023, included in Exhibit 99.1 to this Report, our audited consolidated financial statements as of and for the year ended December 31, 2022 appearing in our Annual Report , and (iii) Item 5 - “Operating and Financial Review and Prospects” of our Annual Report.

The following table sets forth our consolidated results of operations data for the periods presented:

	Six Months Ended June 30,	
	2023	2022
	(In thousands except per share data) (unaudited)	
Revenues	$ 2,476	$ 3,571
Cost of revenues	(9,572)	(6,084)
Gross loss	(7,096)	(2,513)
Operating expenses:		
Research and development	49,888	44,700
Sales and marketing	4,620	5,381
General and administrative	9,169	9,744
Total operating expenses	63,677	59,825
Operating loss	(70,773)	(62,338)
Financial income, net	5,267	4,040
Loss before taxes on income	(65,506)	(58,298)
Taxes on income	(468)	(48)
Net loss	$ (65,974)	$ (58,346)
Basic and diluted net loss per ordinary share	$ (0.48)	$ (0.43)
Weighted average number of ordinary shares used in computing basic and diluted net loss per ordinary share	136,640,997	134,607,839

Comparison of the Six Months Ended June 30, 2023 and 2022

Revenues

	Six Months Ended June 30, 2023	Six Months Ended June 30, 2022	Change $	Change %
	(In thousands)	(In thousands	(In thousands)	
Revenues	$ 2,476	$ 3,571	$ (1,095)	(31)%

Revenues decreased by approximately $1.1 million, or 31%, to approximately $2.5 million for the six months ended June 30, 2023, from approximately $3.6 million for the six months ended June 30, 2022.

The decrease in revenues was primarily due to progress in the BMW program as it transitioned to volume production at Magna, the Tier-1 supplier of the program. The transition includes a shift from selling full LiDAR units to selling components to Magna at lower production average sales prices. The decline of BMW program revenues was partially offset by growth in the volume of unit sales.

Cost of Revenues and Gross Margin

	Six Months Ended June 30, 2023	Six Months Ended June 30, 2022	Change $	Change %
	(In Thousands except percentages)		(In thousands)	
Cost of revenues	$ 9,572	$ 6,084	$ 3,488	57%
Gross margin	(287)%	(70)%		

Cost of revenues increased by approximately $3.5 million, or 57%, to approximately $9.6 million for the six months ended June 30, 2023, from approximately $6.1 million for the six months ended June 30, 2022.

The increase in cost of revenues was primarily due to full realization of the production inefficiencies of InnovizOne and related production salary cost. Gross margin decreased to approximately (287)% for the six months ended June 30, 2023, from approximately (70)% for the six months ended June 30, 2022, primarily due to the same factors that resulted in the increase in cost of revenues.

Operating Expenses

	Six Months Ended June 30, 2023	Six Months Ended June 30, 2022	Change $	Change %
	(In Thousands)	(In Thousands)	(In Thousands)	
Research and development	$ 49,888	$ 44,700	$ 5,188	12%
Sales and marketing	4,620	5,381	(761)	(14)%
General and administrative	9,169	9,744	(575)	(6)%
Total operating expenses	$ 63,677	$ 59,825	$ 3,852	6%

Research and Development

Research and development expenses increased by approximately $5.2 million, or 12%, to approximately $49.9 million for the six months ended June 30, 2023, from approximately $44.7 million for the six months ended June 30, 2022.

The increase was primarily attributable to an increase in headcount due to the recruitment of additional engineers to develop the InnovizTwo product, leading to higher personnel expenses and share-based compensation.

Sales and Marketing

Sales and marketing expenses decreased by approximately $0.8 million, or 14%, to approximately $4.6 million for the six months ended June 30, 2023, from approximately $5.4 million for the six months ended June 30, 2022.

The decrease was primarily attributable to a decrease in share-based compensation.

General and Administrative

General and administrative expenses decreased by approximately $0.5 million, or 6%, to approximately $9.2 million for the six months ended June 30, 2023, from approximately $9.7 million for the six months ended June 30, 2022.

The decrease was primarily attributable to a decrease in depreciation and amortization, partly offset by an increase in payroll and share-based compensation.

Financial Income , net

	Six Months Ended June 30		Change	Change
	2023	**2022**	**$**	**%**
	(In Thousands)	**(In Thousands)**	**(In Thousands)**	
Financial income, net	$ 5,267	$ 4,040	$ 1,227	30%

Financial income, net was approximately $5.3 million for the six months ended June 30, 2023, compared to financial income, net of approximately $4.0 million for the six months ended June 30, 2022.

The increase was primarily related to gain related to marketable securities of $1.7 million and to bank deposit interest income of $1.5 million. These were partially offset by a decrease in income from exchange rate differences arising from our ILS denominated lease liabilities under ASC 842 of $1.7 million and by a decrease of income related to warrants liability revaluation in the amount of $0.5 million.

Quantitative and Qualitative Disclosures About Market Risk

We are exposed to a variety of risks, including foreign currency exchange fluctuations, changes in interest rates and inflation. We regularly assess currency, interest rate and inflation risks to minimize any adverse effects on our business as a result of those factors.

Foreign Currency Risk

Our financial results are reported in USD, and changes in the exchange rate between USD and local currencies in the countries in which we operate (primarily ILS) may affect the results of our operations. In the six months ended June 30, 2023, approximately 84% of our revenues were denominated in USD. The USD cost of our operations in countries other than the United States may be negatively influenced by devaluation of the USD against other currencies.

During the six months ended June 30, 2023, the value of the USD appreciated against the value of the ILS by approximately 5.1%. Our most significant foreign currency exposures are related to our operations in Israel. The Company hedges its anticipated exposure by exchanging USD into ILS in amounts sufficient to fund up to three months of operations and monitoring foreign currency exchange rates over time.

Interest Rate Risk

Our investment strategy is to achieve a return that will allow us to preserve capital and meet our liquidity requirements. We invest in bank deposits and marketable securities, primarily in USD.

Our cash and cash equivalents are exposed to market risk related to changes in interest rates, which is affected by changes in the general level of the Bank of Israel interest rates and United States Federal Reserve interest rates. Due to the short-term nature and the low-risk profile of our interest-bearing accounts, an immediate 10% change in interest rates would not have a material effect on the fair market value of our cash and cash equivalents, bank deposits and restricted bank deposits or on our financial position or results of operations.

Our investments in marketable securities are primarily in securities with an average credit rating of "A" and a maturity of up to three years. We do not intend to invest more than 5% of our investment portfolio in a single security at time of purchase.

Other Market Risks

We do not believe that inflation had a material effect on our business, financial conditions or results of operations during the six months ended June 30, 2023 and 2022.

B. Liquidity and Capital Resources

Sources of Liquidity

During the six months ended June 30, 2023 and 2022, we funded our operations primarily from approximately $370 million in proceeds we received from the Business Combination we completed in April 2021 and, to a lesser extent, from revenues generated from the sale of goods and services. As of June 30, 2023, we had approximately $129.6 million in cash and cash equivalents, short term deposits, marketable securities and short term restricted cash. Cash equivalents and marketable securities are invested in accordance with our investment policy.

Cash Flow Summary

The following table summarizes our cash flows for the periods presented:

	Six Months Ended June 30,	
	2023	2022
	(In Thousands)	(In Thousands)
Net cash used in operating activities	$ (51,432)	$ (50,109)
Net cash provided by investing activities	29,605	77,394
Net cash provided by financing activities	227	293
Effect of exchange rate changes on cash, cash equivalents and restricted cash	29	(1,122)
Net increase (decrease) in cash, cash equivalents and restricted cash	$ (21,571)	$ 26,456

Operating Activities

During the six months ended June 30, 2023, operating activities used approximately $51.4 million. The primary factors affecting operating cash flows during the six months ended June 30, 2023 were the net loss of approximately $66.0 million, impacted by non-cash charges of approximately $14.6 million consisting of stock-based compensation of approximately $10.4 million, depreciation and amortization of approximately $3.0 million and a decrease in working capital of approximately $1.2 million.

During the six months ended June 30, 2022, operating activities used approximately $50.1 million. The primary factors affecting operating cash flows during the six months ended June 30, 2022 were the net loss of approximately $58.3 million, impacted by non-cash charges of approximately $8.2 million consisting of stock-based compensation of approximately $9.2 million, depreciation and amortization of approximately $4.2 million, partially offset by an increase in working capital of approximately $5.2 million.

Investing Activities

During the six months ended June 30, 2023, cash provided by investing activities was approximately $29.6 million, which primarily resulted from withdrawal of bank deposits of approximately $79.5 million and net proceeds from sales and maturities of marketable securities of approximately $17.3 million, partially offset by investment in bank deposits of approximately $62.0 million and purchase of property and equipment of approximately $5.1 million.

During the six months ended June 30, 2022, cash provided by investing activities was approximately $77.4 million, which was primarily from withdrawal of bank deposits of approximately $135.0 million, partially offset by investment in bank deposits of approximately $50.0 million, purchase of property and equipment of approximately $5.0 million and an increase in restricted deposits of approximately $2.6 million.

Financing Activities

During the six months ended June 30, 2023, cash provided by financing activities was approximately $0.2 million resulting from the exercise of employee stock options.

During the six months ended June 30, 2022, cash provided by financing activities was approximately $0.3 million resulting from the exercise of employee stock options.

Funding Requirements

Our expense structure is stable, our expenses may gradually increase in connection with our ongoing activities. As we achieve further commercial success, we may need to obtain additional funding to support our continuing operations. In addition, our financial stability is reviewed by existing and potential customers from time to time and a stronger cash position may be perceived positively by such customers and may also provide us with higher grading in such customers' diligence processes. If we are unable to raise capital when and if needed, we could be forced to delay, reduce or eliminate some of our research and development programs or future commercialization efforts.

As of June 30, 2023, we had cash and cash equivalents, short term bank deposits, short term restricted cash and marketable securities of approximately $129.6 million. We expect those funds to be sufficient to continue to execute our business plan for at least the next 12 months.

We also expect our losses to be higher in future periods as we:

- expand production capabilities to produce our LiDAR solutions, and accordingly incur costs associated with outsourcing the production of our LiDAR solutions;
- expand our design, development, installation and servicing capabilities;
- increase our investment in research and development;
- increase our test and validation activities as part of our Tier 1 responsibilities;
- produce an inventory of our LiDAR solutions; and
- increase our sales and marketing activities and develop our distribution infrastructure.

Because we will incur costs and expenses from these efforts before we receive incremental revenues with respect thereto, losses in future periods will be significant. In addition, we may find that these efforts are more expensive than we currently anticipate or that these efforts may not result in revenues, which would further increase our losses.

Off-Balance Sheet Arrangements

The Company's remaining performance obligations are comprised of product and engineering services not yet satisfied. As of June 30, 2023, the aggregate amount of the transaction price allocated to remaining performance obligations was $9.1 million, which we expect to recognize as revenue in future years.

Other than as set forth above, we have not entered into any off-balance sheet arrangements and do not have any holdings in variable interest entities.