

OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Keilaf Omer David</u> (Last) (First) (Middle) <u>C/O INNOVIZ TECHNOLOGIES LTD.</u> <u>5 URI ARIAV STREET, BUILDING C</u> (Street) <u>ROSH HA'AIN</u> <u>L3</u> <u>4809202</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Innoviz Technologies Ltd. [INVZ]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>07/07/2026</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>Chief Executive Officer</u> 6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person
--	---	---

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares	07/07/2026		J		679,400	D	\$0.00	2,826,531 ⁽¹⁾⁽²⁾⁽³⁾	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Share Option ⁽⁴⁾	\$11.5	07/07/2026		J			510,222 ⁽¹⁾	⁽⁴⁾	05/12/2028	Ordinary Shares	510,222	\$0.00	510,222	D	
Share Option ⁽⁴⁾	\$9.92	07/07/2026		J			342,408 ⁽¹⁾	⁽⁴⁾	05/12/2028	Ordinary Shares	342,408	\$0.00	342,408	D	
Share Option ⁽⁵⁾	\$5.23	07/07/2026		J			29,240 ⁽¹⁾	⁽⁵⁾	08/09/2029	Ordinary Shares	29,240	\$0.00	64,328	D	
Share Option ⁽⁶⁾	\$4.03	07/07/2026		J			25,641 ⁽¹⁾	⁽⁶⁾	08/01/2030	Ordinary Shares	25,641	\$0.00	91,575	D	

Explanation of Responses:

1. Represents a transfer of an aggregate of 679,400 ordinary shares and options to purchase an aggregate of 907,511 ordinary shares from the Reporting Person to his former spouse, Ms. Gali Moscovici, for no consideration, pursuant to a divorce settlement. The transferred ordinary shares consist of shares previously issued to the Reporting Person upon vesting and settlement of restricted share units, and the transferred options are reported in Table II.
2. The amount includes 916,552 ordinary shares issuable upon vesting of restricted share units ("RSUs"); of which (a) 7,798 RSUs granted August 9, 2022, vesting in equal quarterly installments through 2026; (b) 36,630 RSUs granted August 1, 2023, vesting quarterly through 2027; (c) 62,978 RSUs granted February 27, 2024, with 10,674 vesting quarterly through 2027 and 52,304 vesting quarterly through 2028; (d) 54,531 RSUs granted August 20, 2024, vesting quarterly through 2028; (e) 75,251 RSUs granted February 25, 2025, vesting quarterly through 2029; (f) 562,500 RSUs granted May 26, 2025, vesting quarterly through 2029; and (g) 116,864 RSUs granted August 5, 2025, one-fourth vesting on August 5, 2026, remainder vesting quarterly through 2029. Vesting is subject to the Reporting Person remaining a service provider of the Issuer on each applicable vesting date. Each RSU represents a contingent right to receive one ordinary share.
3. No consideration was paid in connection with the transfer. No exercise price is applicable.
4. Immediately exercisable.
5. Share options granted on August 9, 2022. The balance reported includes 58,480 vested options and 5,848 unvested options, which shall vest in equal quarterly installments through 2026, subject to the Reporting Person remaining a service provider of the Issuer on each applicable vesting date.
6. Share options granted on August 1, 2023. The balance reported includes 54,945 vested options and 36,630 unvested options, which shall vest in equal quarterly installments through 2027, subject to the Reporting Person remaining a service provider of the Issuer on each applicable vesting date.

/s/ Dafna Raz - Attorney-in-Fact 07/09/2026

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.