SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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 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 *

Cegla Eldar Mordechay

(Last) (First) (Middle)

C/O INNOVIZ TECHNOLOGIES LTD.

5 URI ARIAV STREET, BUILDING C

(Street)

ROSH HA'AIN L3 4809202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol

Innoviz Technologies Ltd. [INVZ]

3. Date of Earliest Transaction (Month/Day/Year)

08/04/2026

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director

10% Owner

X Officer (give title below)

Other (specify below)

Chief Financial Officer

6. Individual or Joint/Group Filing (Check Applicable Line)

X 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	08/04/2026		A		73,184[(1)]	A	$0.00	537,237[(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	$0.42	08/04/2026		A		78,416		[(4)]	08/04/2033	Ordinary Shares	78,416	$0.00	78,416	D	

Explanation of Responses:

1. Represents 73,184 Restricted Share Units (RSUs) granted on August 4, 2026, one-fourth vesting on August 4, 2027, remainder vesting quarterly through 2030, subject to the Reporting Person remaining a service provider of the Issuer on the vesting date. Each RSU represents a contingent right to receive one ordinary share. No exercise price is applicable.

2. Includes 234,628 ordinary shares issuable upon vesting of RSUs; of which (a) 2,607 RSUs granted August 9, 2022, vesting quarterly through 2026; (b) 11,104 RSUs granted August 1, 2023, vesting quarterly through 2027; (c) 13,109 RSUs granted February 27, 2024, with 2,616 vesting quarterly through 2027 and 10,493 vesting quarterly through 2028; (d) 25,524 RSUs granted August 20, 2024, vesting quarterly through 2028; (e) 15,092 RSUs granted February 25, 2025, vesting quarterly through 2029; (f) 41,016 RSUs granted August 5, 2025, vesting quarterly through 2029; (g) 52,992 RSUs granted November 11, 2025, one-fourth vesting on November 11, 2026, remainder vesting quarterly through 2029; and (h) 73,184 RSUs granted August 4, 2026, one-fourth vesting on August 4, 2027, remainder vesting quarterly through 2030.

3. 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.

4. Share options granted on August 4, 2026, one-fourth vesting on August 4, 2027, remainder vesting quarterly through 2030, subject to the Reporting Person remaining a service provider of the Issuer on each applicable vesting date.

/s/ Dafna Raz - Attorney-in-Fact 08/05/2026

** 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.