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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF
THE SECURITIES EXCHANGE ACT OF 1934

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 No.)

2 Amal Street
Afek Industrial Park
Rosh HaAin, Israel
(Address of principal executive offices)

4809202
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class
to be so registered**
Ordinary shares, no par value per share
Warrants to purchase ordinary shares

**Name of each exchange on which
each class is to be registered**
The Nasdaq Stock Market LLC
The Nasdaq Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement file number to which this form relates:
333-252023 (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:
None

Item 1. Description of Registrant's Securities to be Registered.

A description of the ordinary shares, no par value (the "Ordinary Shares"), of Innoviz Technologies Ltd. (the "Registrant") and a description of the warrants to purchase ordinary shares of the Registrant (the "Warrants") to be registered hereunder are set forth under the captions "Description of Innoviz Ordinary Shares" and "Description of Innoviz Warrants," respectively, in the prospectus that constitutes a part of the Registrant's Registration Statement on Form F-4, File No. 333-252023 (the "Registration Statement"), initially filed with the U.S. Securities and Exchange Commission on January 11, 2021, as subsequently amended by any amendments to such Registration Statement and by any form of prospectus filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, in connection with such Registration Statement. Such Registration Statement, as amended, and any form of prospectus filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, that includes such description, are hereby incorporated by reference herein.

The Ordinary Shares and Warrants to be registered hereunder have been approved for listing on The Nasdaq Stock Market LLC ("Nasdaq") under the symbols "INVZ" and "INVZW", respectively.

Item 2. Exhibits.

Under the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on Nasdaq and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

INNOVIZ TECHNOLOGIES LTD.

Date: April 5, 2021

By: /s/ Eldar Cegla

Name: Eldar Cegla

Title: Chief Financial Officer