

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

SCHEDULE 13G/A
Under the Securities Exchange Act of 1934
(Amendment No. 2)*

Innoviz Technologies Ltd.
(Name of Issuer)

Ordinary Shares, no par value
(Title of Class of Securities)

M5R635108
(CUSIP Number)

December 31, 2023
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
☐ Rule 13d-1(c)
☒ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

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1.	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (entities only) Yahal Zilka		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3.	SEC USE ONLY		
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Israel and United States of America		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER -0-	
	6.	SHARED VOTING POWER 0	
	7.	SOLE DISPOSITIVE POWER -0-	
	8.	SHARED DISPOSITIVE POWER 0	
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0		
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>		
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.0%		
12.	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN		

1.	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (entities only) Modi Rosen		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3.	SEC USE ONLY		
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Israel		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER -0-	
	6.	SHARED VOTING POWER -0-	
	7.	SOLE DISPOSITIVE POWER -0-	
	8.	SHARED DISPOSITIVE POWER -0-	
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0-		
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>		
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.0%		
12.	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN		

1.	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (entities only) Magma Venture Partners General Partner Ltd.		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3.	SEC USE ONLY		
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Israel		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER -0-	
	6.	SHARED VOTING POWER -0-	
	7.	SOLE DISPOSITIVE POWER -0-	
	8.	SHARED DISPOSITIVE POWER -0-	
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0-		
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>		
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.0%		
12.	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO		

1.	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Magma Venture Capital Management IV, L.P.		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3.	SEC USE ONLY		
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER -0-	
	6.	SHARED VOTING POWER -0-	
	7.	SOLE DISPOSITIVE POWER -0-	
	8.	SHARED DISPOSITIVE POWER -0-	
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0-		
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>		
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.0%		
12.	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN		

1.	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Magma Venture Capital IV CEO Fund, L.P.		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3.	SEC USE ONLY		
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER -0-	
	6.	SHARED VOTING POWER -0-	
	7.	SOLE DISPOSITIVE POWER -0-	
	8.	SHARED DISPOSITIVE POWER -0-	
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0-		
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>		
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.0%		
12.	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN		

1.	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Magma Venture Capital IV, L.P.		
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2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3.	SEC USE ONLY		
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER -0-	
	6.	SHARED VOTING POWER -0-	
	7.	SOLE DISPOSITIVE POWER -0-	
	8.	SHARED DISPOSITIVE POWER -0-	
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0-		
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>		
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.0%		
12.	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN		

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Item 1(a). Name of Issuer:

Innoviz Technologies Ltd. (the “**Issuer**”)

Item 1(b). Address of Issuer’s Principal Executive Offices:

5 Uri Ariav Street, Bldg. C
Nitzba 300
Rosh HaAin, 4809202, Israel

Item 2(a). Name of Person Filing:

This Amendment No. 2 (this “**Amendment**”) to the Statement of Beneficial Ownership on Schedule 13G filed on February 8, 2022 (the “**Statement**”), as amended by Amendment No. 1 thereto, filed on February 7, 2023 (“**Amendment No. 1**”) is being filed by the below-listed persons and entities with respect to the ordinary shares, no par value, of the Issuer (the “**Ordinary Shares**” or “**Shares**”) beneficially owned by them.

- (a) Magma Venture Capital IV CEO Fund, L.P. (“**Magma IV CEO**”);
- (b) Magma Venture Capital IV, L.P. (“**Magma IV**”);
- (c) Magma Venture Capital Management IV, L.P. (“**Magma Management IV**”), the sole general partner of Magma IV CEO and Magma IV;
- (d) Magma Venture Partners General Partner Ltd. (“**Magma General Partner**”), the sole general partner of Magma Management IV;
- (e) Yahal Zilka, the beneficial owner of 50% of the outstanding shares of Magma General Partner;
- (f) Modi Rosen, the beneficial owner of 50% of the outstanding shares of Magma General Partner.

Magma IV CEO and Magma IV (collectively, the “**Funds**”) directly own the Shares reported in this Amendment.

Each of Magma IV CEO, Magma IV, Magma Management IV, Magma General Partner, Yahal Zilka and Modi Rosen is sometimes individually referred to herein as a “**Reporting Person**,” and collectively they are referred to as the “**Reporting Persons**”.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the principal business office of each of the Reporting Persons:

c/o 22 Rothschild Blvd.
25th floor
Tel Aviv, 6688218, Israel

Item 2(c). Citizenship:

Yahal Zilka — Israel and United States of America

Modi Rosen — Israel

Magma General Partner — Israel

Magma Management IV — Cayman Islands

Magma IV CEO — Cayman Islands

Magma IV — Cayman Islands

Item 2(d). Title of Class of Securities:

Ordinary shares, no par value

Item 2(e). CUSIP Number:

M5R635108

Item 3. Not Applicable.

Item 4. Ownership.

The Reporting Persons beneficially own ordinary shares of the Issuer as follows:

Yahal Zilka:

- (a) Amount beneficially owned: 0 ordinary shares.
- (b) Percent of class: 0.0%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: –0–
 - (ii) Shared power to vote or to direct the vote: –0–
 - (iii) Sole power to dispose or to direct the disposition of: –0–
 - (iv) Shared power to dispose or to direct the disposition of: –0–

Modi Rosen:

- (a) Amount beneficially owned: 0 ordinary shares.
- (b) Percent of class: 0.0%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: –0–
 - (ii) Shared power to vote or to direct the vote: –0–
 - (iii) Sole power to dispose or to direct the disposition of: –0–
 - (iv) Shared power to dispose or to direct the disposition of: –0–

Magma General Partner:

- (a) Amount beneficially owned: 0 ordinary shares.
- (b) Percent of class: 0.0%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: –0–
 - (ii) Shared power to vote or to direct the vote: –0–
 - (iii) Sole power to dispose or to direct the disposition of: –0–
 - (iv) Shared power to dispose or to direct the disposition of: –0–

Magma Management IV:

- (a) Amount beneficially owned: 0 ordinary shares.
- (b) Percent of class: 0.0%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: -0-
 - (ii) Shared power to vote or to direct the vote: -0-
 - (iii) Sole power to dispose or to direct the disposition of: -0-
 - (iv) Shared power to dispose or to direct the disposition of: -0-

Magma IV CEO:

- (a) Amount beneficially owned: 0 ordinary shares
 - (b) Percent of class: 0.0%
 - (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: -0-
 - (ii) Shared power to vote or to direct the vote: -0-
 - (iii) Sole power to dispose or to direct the disposition of: -0-
 - (iv) Shared power to dispose or to direct the disposition of: -0-
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Magma IV:

- (a) Amount beneficially owned: 0 ordinary shares.
- (b) Percent of class: 0.0%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: -0-
 - (ii) Shared power to vote or to direct the vote: -0-
 - (iii) Sole power to dispose or to direct the disposition of: -0-
 - (iv) Shared power to dispose or to direct the disposition of: -0-

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following: ☒

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2024

/s/ Yahal Zilka

YAHAL ZILKA

/s/ Modi Rosen

MODI ROSEN

MAGMA VENTURE PARTNERS GENERAL PARTNER LTD.

/s/ Yahal Zilka

Name: Yahal Zilka

/s/ Modi Rosen

Name: Modi Rosen

MAGMA VENTURE CAPITAL MANAGEMENT IV L.P.

By: Magma Venture Partners General Partner Ltd., its General Partner

/s/Yahal Zilka and Modi Rosen

Name: Yahal Zilka and Modi Rosen

Title: Directors

MAGMA VENTURE CAPITAL IV CEO FUND, L.P.

By: Magma Venture Capital Management IV L.P., its General Partner

By: Magma Venture Partners General Partner Ltd., its General Partner

/s/ Yahal Zilka and Modi Rosen

Name: Yahal Zilka and Modi Rosen

Title: Directors

MAGMA VENTURE CAPITAL IV L.P.

By: Magma Venture Capital Management IV L.P., its General Partner

/s/ Yahal Zilka and Modi Rosen

Name: Yahal Zilka and Modi Rosen

Title: Directors

EXHIBIT INDEX

Exhibit 1.	Joint Filing Agreement as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended (incorporated by reference to Exhibit 1 to the Statement)
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