

Starboard Value LP
Form 4
July 11, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Starboard Value LP

2. Issuer Name and Ticker or Trading Symbol
Mellanox Technologies, Ltd.
[MLNX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
777 THIRD AVENUE, 18TH FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/09/2018

___ Director ___X___ 10% Owner
___ Officer (give title below) ___X___ Other (specify below)
See Footnote 2

NEW YORK, NY 10017

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
				(A) or (D) Code V Amount (D) Price			
Ordinary Shares, nominal value NIS 0.0175 per share (1) (2)	07/09/2018		S	137,515 D \$ 84.9164	3,621,198	I	By Starboard Value and Opportunity Master Fund Ltd (3)
Ordinary Shares, nominal	07/09/2018		S	73,536 D \$ 85.1062	3,547,662	I	By Starboard Value and

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value NIS 0.0175 per share <u>(1)</u> <u>(2)</u>								Opportunity Master Fund Ltd ⁽³⁾
Ordinary Shares, nominal value NIS 0.0175 per share <u>(1)</u> <u>(2)</u>	07/09/2018	S	13,751	D	\$ 85.4375	3,533,911	I	By Starboard Value and Opportunity Master Fund Ltd ⁽³⁾
Ordinary Shares, nominal value NIS 0.0175 per share <u>(1)</u> <u>(2)</u>	07/09/2018	S	12,189	D	\$ 85.4693	3,521,722	I	By Starboard Value and Opportunity Master Fund Ltd ⁽³⁾
Ordinary Shares, nominal value NIS 0.0175 per share <u>(1)</u> <u>(2)</u>	07/09/2018	S	16,103	D	\$ 84.9164	424,032	I	By Starboard Value and Opportunity S LLC ⁽⁴⁾
Ordinary Shares, nominal value NIS 0.0175 per share <u>(1)</u> <u>(2)</u>	07/09/2018	S	8,611	D	\$ 85.1062	415,421	I	By Starboard Value and Opportunity S LLC ⁽⁴⁾
Ordinary Shares, nominal value NIS 0.0175 per share <u>(1)</u> <u>(2)</u>	07/09/2018	S	1,610	D	\$ 85.4375	413,811	I	By Starboard Value and Opportunity S LLC ⁽⁴⁾
Ordinary Shares,	07/09/2018	S	1,427	D	\$ 85.4693	412,384	I	By Starboard

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nominal value NIS 0.0175 per share <u>(1)</u> <u>(2)</u>								Value and Opportunity S LLC <u>(4)</u>
Ordinary Shares, nominal value NIS 0.0175 per share <u>(1)</u> <u>(2)</u>	07/09/2018	S	9,059	D	\$ 84.9164	238,538	I	By Starboard Value and Opportunity C LP <u>(5)</u>
Ordinary Shares, nominal value NIS 0.0175 per share <u>(1)</u> <u>(2)</u>	07/09/2018	S	4,844	D	\$ 85.1062	233,694	I	By Starboard Value and Opportunity C LP <u>(5)</u>
Ordinary Shares, nominal value NIS 0.0175 per share <u>(1)</u> <u>(2)</u>	07/09/2018	S	906	D	\$ 85.4375	232,788	I	By Starboard Value and Opportunity C LP <u>(5)</u>
Ordinary Shares, nominal value NIS 0.0175 per share <u>(1)</u> <u>(2)</u>	07/09/2018	S	803	D	\$ 85.4693	231,985	I	By Starboard Value and Opportunity C LP <u>(5)</u>
Ordinary Shares, nominal value NIS 0.0175 per share <u>(1)</u> <u>(2)</u>	07/09/2018	S	16,705	D	\$ 84.9164	439,904	I	By Starboard Leaders Papa LLC <u>(6)</u> <u>(7)</u>
Ordinary	07/09/2018	S	8,933	D	\$	430,971	I	By

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Shares, nominal value NIS 0.0175 per share <u>(1)</u> <u>(2)</u>					85.1062			Starboard Leaders Papa LLC <u>(6)</u> <u>(7)</u>
Ordinary Shares, nominal value NIS 0.0175 per share <u>(1)</u> <u>(2)</u>	07/09/2018	S	1,671	D	\$ 85.4375	429,300	I	By Starboard Leaders Papa LLC <u>(6)</u> <u>(7)</u>
Ordinary Shares, nominal value NIS 0.0175 per share <u>(1)</u> <u>(2)</u>	07/09/2018	S	1,481	D	\$ 85.4693	427,819	I	By Starboard Leaders Papa LLC <u>(6)</u> <u>(7)</u>
Ordinary Shares, nominal value NIS 0.0175 per share <u>(1)</u> <u>(2)</u>	07/09/2018	S	20,618	D	\$ 84.9164	542,949	I	By Managed Account of Starboard Value LP <u>(8)</u>
Ordinary Shares, nominal value NIS 0.0175 per share <u>(1)</u> <u>(2)</u>	07/09/2018	S	11,026	D	\$ 85.1062	531,923	I	By Managed Account of Starboard Value LP <u>(8)</u>
Ordinary Shares, nominal value NIS 0.0175 per share <u>(1)</u> <u>(2)</u>	07/09/2018	S	2,062	D	\$ 85.4375	529,861	I	By Managed Account of Starboard Value LP <u>(8)</u>

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Ordinary Shares, nominal value NIS 0.0175 per share <u>(1)</u> <u>(2)</u>	07/09/2018	S	1,827	D	\$ 85.4693	528,034	I	By Managed Account of Starboard Value LP <u>(8)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Benef Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Starboard Value LP 777 THIRD AVENUE, 18TH FLOOR NEW YORK, NY 10017		X		See Footnote 2
Starboard Value GP LLC 777 THIRD AVENUE, 18TH FLOOR NEW YORK, NY 10017		X		See Footnote 2
Starboard Principal Co LP 777 THIRD AVENUE, 18TH FLOOR NEW YORK, NY 10017		X		See Footnote 2
		X		

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Starboard Principal Co GP LLC 777 THIRD AVENUE, 18TH FLOOR NEW YORK, NY 10017		See Footnote 2
Starboard Value & Opportunity C LP 777 THIRD AVENUE, 18TH FLOOR NEW YORK, NY 10017	X	See Footnote 2
Starboard Value R LP 777 THIRD AVENUE, 18TH FLOOR NEW YORK, NY 10017	X	See Footnote 2
STARBOARD VALUE & OPPORTUNITY MASTER FUND LTD 777 THIRD AVENUE, 18TH FLOOR NEW YORK, NY 10017	X	See Footnote 2
STARBOARD VALUE & OPPORTUNITY S LLC 777 THIRD AVENUE, 18TH FLOOR NEW YORK, NY 10017	X	See Footnote 2
Starboard Value R GP LLC 777 THIRD AVENUE, 18TH FLOOR NEW YORK, NY 10017	X	See Footnote 2
Starboard Leaders Papa LLC 777 THIRD AVENUE, 18TH FLOOR NEW YORK, NY 10017	X	See Footnote 2

Signatures

Starboard Value LP; By: Starboard Value GP LLC; By: /s/ Jeffrey C. Smith, Authorized Signatory		07/11/2018
**Signature of Reporting Person		Date
Starboard Value and Opportunity Master Fund Ltd; By: Starboard Value LP; By: /s/ Jeffrey C. Smith, Authorized Signatory		07/11/2018
**Signature of Reporting Person		Date
Starboard Value and Opportunity S LLC; By: Starboard Value LP; By: /s/ Jeffrey C. Smith, Authorized Signatory		07/11/2018
**Signature of Reporting Person		Date
Starboard Value GP LLC; By: Starboard Principal Co LP; By: /s/ Jeffrey C. Smith, Authorized Signatory		07/11/2018
**Signature of Reporting Person		Date
Starboard Principal Co LP; By: Starboard Principal Co GP LLC; By: /s/ Jeffrey C. Smith, Authorized Signatory		07/11/2018
**Signature of Reporting Person		Date
Starboard Principal Co GP LLC; By: /s/ Jeffrey C. Smith, Authorized Signatory		07/11/2018
**Signature of Reporting Person		Date
Starboard Value and Opportunity C LP; By: Starboard Value R LP; By: /s/ Jeffrey C. Smith, Authorized Signatory		07/11/2018
**Signature of Reporting Person		Date

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- (8) Securities held in an account managed by Starboard Value LP. Starboard Value GP, as the general partner of Starboard Value LP, Principal Co, as a member of Starboard Value GP, Principal GP, as the general partner of Principal Co, and Messrs. Smith, Mitchell and Feld, as members of Principal GP and as members of each of the Management Committee of Starboard Value GP and the Management Committee of Principal GP, may be deemed to be the beneficial owner of the securities beneficially owned by Starboard Value LP.

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

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