

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

SCHEDULE 14D-9

(RULE 14d-101)
(Amendment No. 6)

SOLICITATION/RECOMMENDATION STATEMENT
UNDER SECTION 14(D)(4) OF THE SECURITIES EXCHANGE ACT OF 1934

Mobileye N.V.
(Name of Subject Company)

Mobileye N.V.
(Name of Person Filing Statement)

Ordinary shares, nominal value €0.01 per share
(Title of Class of Securities)

N51488117
(CUSIP Number of Class of Securities)

Liz Cohen-Yerushalmi
Har Hotzvim
13 Hartom Street
PO Box 45157
Jerusalem 9777513, Israel
+ 972-2-591-7858

(Name, address and telephone number of person authorized to receive notices and communications on behalf of the person filing statement)

With copies to:
James R. Tanenbaum, Esq.
Anna T. Pinedo, Esq.
Morrison & Foerster LLP
250 West 55th Street
New York, NY 10019-5201
(212) 468-8000

☐ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Amendment No. 6 to Schedule 14D-9 (this “ **Amendment No. 6** ”) amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 of Mobileye N.V., a public limited liability company (*naamloze vennootschap*) organized under the laws of The Netherlands (the “ **Company** ” or “ **Mobileye** ”), originally filed with the Securities and Exchange Commission (the “ **SEC** ”) on April 5, 2017 (together with any subsequent amendments and supplements thereto, the “ **Schedule 14D-9** ”). The Schedule 14D-9 relates to the tender offer by Cyclops Holdings, LLC (“ **Purchaser** ”), a Delaware limited liability company and a wholly owned subsidiary of Intel Corporation, a Delaware corporation (“ **Parent** ” or “ **Intel** ”), as disclosed in the Tender Offer Statement on Schedule TO filed with the SEC on April 5, 2017 by Purchaser and Parent (as amended or supplemented from time to time, the “ **Schedule TO** ”), and pursuant to which Purchaser is offering to purchase all of the outstanding ordinary shares, nominal value €0.01 per share, of the Company (the “ **Shares** ”) at a price of \$63.54 per Share, less any applicable withholding taxes and without interest to the holders thereof, payable in cash (such offer, on the terms and subject to the conditions set forth in the offer to purchase, dated April 5, 2017, and in the related letter of transmittal, each as filed on Schedule TO, together with any amendments or supplements thereto, the “ **Offer** ”).

Except as otherwise set forth below, the information regarding the Offer as set forth in the Schedule 14D-9, including all exhibits and annexes that were previously filed with the Schedule 14D-9, remains unchanged and is incorporated by reference as relevant to the items in this Amendment No. 6. Capitalized terms used and not defined herein shall have the meanings assigned to such terms in the Schedule 14D-9. This Amendment No. 6 is being filed to reflect certain updates as reflected below.

ITEM 8. ADDITIONAL INFORMATION

The disclosure in Item 8 of the Schedule 14D-9 under the heading “ *(b) Regulatory and Other Approvals—Antitrust Compliance* ” is hereby amended and supplemented by adding the following paragraph to the end of subsection captioned “ *Germany* ”:

“On July 6, 2017, the FCO granted unconditional approval of the Offer and the other transactions contemplated by the Purchase Agreement in accordance with the Act Against Restraints of Competition (Gesetz gegen Wettbewerbsbeschränkungen) and the regulations promulgated thereunder. Accordingly, the portion of the Antitrust Clearance Condition (as such term is defined in the Offer to Purchase) relating to the expiration or termination of any applicable waiting period (and extensions thereof) applicable to the Offer and the other transactions contemplated by the Purchase Agreement under the competition laws of Germany and the regulations promulgated thereunder has been satisfied.

The disclosure in Item 8 of the Schedule 14D-9 under the heading “ *(b) Regulatory and Other Approvals—Antitrust Compliance* ” is hereby amended and supplemented by adding the following paragraph to the end of the subsection captioned “ *Austria* ”:

On July 7, 2017, the FCA granted approval of the Offer and the other transactions contemplated by the Purchase Agreement in accordance with the Austrian Cartel Act (Kartellgesetz) and the regulations promulgated thereunder. Accordingly, the portion of the Antitrust Clearance Condition (as such term is defined in the Offer to Purchase) relating to the expiration or termination of any applicable waiting period (and extensions thereof) applicable to the Offer and the other transactions contemplated by the Purchase Agreement under the competition laws of Austria and the regulations promulgated thereunder has been satisfied.”

ITEM 9. EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
(a)(1)(I)	Press release issued by Mobileye N.V., dated July 10, 2017 (incorporated by reference to Exhibit 99.1 to the Form 6-K filed by Mobileye N.V. on July 10, 2017).

SIGNATURE

After due 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.

Mobileye N.V.

By: /s/ Ziv Aviram
Ziv Aviram
Chief Executive Officer

Date: July 10, 2017
