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

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**SCHEDULE 14D-9**

(RULE 14d-101)  
(Amendment No. 5)

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

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**Mobileye N.V.**  
(Name of Subject Company)

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

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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  
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+ 972-2-591-7858

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

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*With copies to:*  
**James R. Tanenbaum, Esq.**  
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☐ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

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This Amendment No. 5 to Schedule 14D-9 (this “ **Amendment No. 5** ”) 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. 5. Capitalized terms used and not defined herein shall have the meanings assigned to such terms in the Schedule 14D-9. This Amendment No. 5 is being filed to reflect certain updates as reflected below.

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**ITEM 2.            IDENTITY AND BACKGROUND OF FILING PERSON**

The disclosure in Item 2 of the Schedule 14D-9 under the heading “ *(b) Tender Offer—Offer and Post Offer* ” is hereby amended and supplemented by replacing “5:00 p.m. (New York City time) on June 21, 2017” in provision (b)(i) of the third paragraph of such section with “5:00 p.m. (New York City time) on July 20, 2017.”

The disclosure in Item 2 of the Schedule 14D-9 under the heading “ *(b) Tender Offer—Offer and Post Offer* ” is hereby further amended and supplemented by adding the following paragraphs after the last paragraph of such section:

“The Offer, which was previously scheduled to expire at 5:00 p.m. (New York City time) on June 21, 2017, is being extended in accordance with the Purchase Agreement until 5:00 p.m. (New York City time) on July 20, 2017, unless further extended or earlier terminated in accordance with the Purchase Agreement.

On June 22, 2017, the Company issued a press release announcing the extension of the Offer. The full text of the press release is incorporated by reference to Exhibit 99.1 to the Form 6-K filed by the Company on June 22, 2017 and filed as Exhibit (a)(1)(J) hereto.”

**ITEM 9.            EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
(a)(1)(J)	Press release issued by Mobileye N.V., dated June 22, 2017 (incorporated by reference to Exhibit 99.1 to the Form 6-K filed by Mobileye N.V. on June 22, 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: June 22, 2017

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## Mobileye Announces Extension of Cash Tender Offer

**JERUSALEM, Israel – June 22, 2017** – (NYSE: MBLY) – Mobileye N.V. (“Mobileye” or the “Company”), the global leader in Advanced Driver Assistance Systems and autonomous driving technologies, today announced that the previously announced all cash tender offer by Cyclops Holdings, LLC (“Cyclops”), a wholly owned subsidiary of Intel Corporation (“Intel”), to purchase all of the outstanding ordinary shares of Mobileye, has been extended. The tender offer is now scheduled to expire at 5:00 p.m., New York City time, on July 20, 2017, unless the tender offer is further extended or earlier terminated, in either case, pursuant to the terms of the Purchase Agreement, dated as of March 12, 2017, by and among Mobileye, Intel and Cyclops (the “Purchase Agreement”).

American Stock Transfer & Trust Company, LLC, the depositary for the tender offer, has advised the Company that as of 5:00 p.m., New York City time, on June 21, 2017, the previously scheduled expiration time, 112,004,732 Mobileye ordinary shares (excluding Mobileye ordinary shares tendered pursuant to guaranteed delivery procedures), representing approximately 50.31% of the outstanding Mobileye ordinary shares, have been validly tendered pursuant to the tender offer and not properly withdrawn and an additional 17,270,830 Mobileye ordinary shares, representing approximately 7.76% of the outstanding Mobileye ordinary shares, have been tendered pursuant to guaranteed delivery procedures. Mobileye shareholders who have already tendered their ordinary shares of Mobileye do not have to re-tender their shares or take any other action as a result of the extension of the expiration date of the tender offer.

Completion of the tender offer remains subject to additional conditions described in the tender offer statement on Schedule TO filed by Cyclops Holdings with the U.S. Securities and Exchange Commission (the “SEC”) on April 5, 2017 (as amended and supplemented, the “Schedule TO”). Such conditions include the receipt of regulatory approvals in certain non-U.S. jurisdictions and at least 95% of Mobileye’s outstanding shares (as such threshold may be lowered pursuant to the Purchase Agreement) being validly tendered and not withdrawn prior to the expiration of the tender offer (including any further extensions). The tender offer will continue to be extended until all conditions are satisfied or waived, or until the tender offer is terminated, in either case pursuant to the terms of the Purchase Agreement and as described in the Schedule TO.

### About Mobileye

Mobileye N.V. is the global leader in the development of computer vision and machine learning, data analysis, localization and mapping for Advanced Driver Assistance Systems and autonomous driving. The Company’s technology keeps passengers safer on the roads, reduces the risks of traffic accidents, saves lives and has the potential to revolutionize the driving experience by enabling autonomous driving. The Company’s proprietary software algorithms and EyeQ<sup>®</sup> chips perform detailed interpretations of the visual field in order to anticipate possible collisions with other vehicles, pedestrians, cyclists, animals, debris and other obstacles. The Company’s products are also able to detect roadway markings such as lanes, road boundaries, barriers and similar items; identify and read traffic signs, directional signs and traffic lights; create a Roadbook<sup>™</sup> of localized drivable paths and visual landmarks using REM<sup>™</sup>; and

provide mapping for autonomous driving. The Company's products are or will be integrated into car models from more than 25 global automakers. The Company's products are also available in the aftermarket.

#### **Additional Information and Where to Find It**

This press release is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell any ordinary shares of Mobileye or any other securities. A tender offer statement on Schedule TO, including an offer to purchase, a letter of transmittal and related documents, has been filed with the SEC by Intel and one or more of its subsidiaries and a solicitation/recommendation statement on Schedule 14D-9, has been filed with the SEC by Mobileye. The offer to purchase all of the issued and outstanding ordinary shares of Mobileye will only be made pursuant to the offer to purchase, the letter of transmittal and related documents filed as a part of the tender offer statement on Schedule TO, in each case as amended from time to time. THE TENDER OFFER MATERIALS (INCLUDING AN OFFER TO PURCHASE, A RELATED LETTER OF TRANSMITTAL AND CERTAIN OTHER TENDER OFFER DOCUMENTS) AND THE SOLICITATION/RECOMMENDATION STATEMENT ON SCHEDULE 14D-9 CONTAIN IMPORTANT INFORMATION. INVESTORS AND SHAREHOLDERS OF MOBILEYE ARE URGED TO READ THESE DOCUMENTS CAREFULLY BECAUSE THEY CONTAIN IMPORTANT INFORMATION THAT SUCH HOLDERS SHOULD CONSIDER BEFORE MAKING ANY DECISION REGARDING TENDERING THEIR ORDINARY SHARES. Investors and security holders may obtain a free copy of these statements and other documents filed with the SEC at the website maintained by the SEC at [www.sec.gov](http://www.sec.gov), at the transaction website (<http://intelandmobileye.transactionannouncement.com>), or by directing such requests to D.F. King & Co., Inc., the information agent for the tender offer, toll free at (800) 966-9021 (for shareholders) or collect at (212) 269-5550 (for banks and brokers).

#### **Forward-Looking Statements**

This press release contains certain forward-looking statements. Words such as “believes,” “intends,” “expects,” “projects,” “anticipates,” and “future” or similar expressions are intended to identify forward-looking statements. These statements are only predictions based on the Company’s current expectations and projections about future events. You should not place undue reliance on these statements. Many factors may cause actual results to differ materially from any forward-looking statement, including the risk factors and other matters set forth in the Company’s filings with the SEC, including its Annual Report on Form 20-F for the year ended December 31, 2016. The Company does not undertake any obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as may be required by law.

#### **Company Contact:**

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