

Mobileye B.V.
Form SC 13G/A
February 12, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

(Rule 13d-102)

**information to be included in statements filed pursuant
to § 240.13d-1(b), (c) and (d) and amendments thereto filed
pursuant to § 240.13d-2**

(Amendment No. 3)*

Mobileye B.V.
(Name of Issuer)

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

N51488117
(CUSIP Number)

December 31, 2017
(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.

CUSIP No. N51488117 **13G** Page 2 of 5 Pages

1 NAMES OF
REPORTING PERSONS

Amnon Shashua

2 CHECK THE
APPROPRIATE BOX IF
A MEMBER OF A
GROUP

(SEE (a) ..
INSTRUCTIONS)

(b) ..

3 SEC USE ONLY
CITIZENSHIP OR

4 PLACE OF
ORGANIZATION

Israel

SOLE
VOTING
POWER

5

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

SHARED
VOTING
POWER

6

0

SOLE
DISPOSITIVE
POWER

7

0

8 SHARED
DISPOSITIVE
POWER

0

9 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

0

10 CHECK IF THE
AGGREGATE
AMOUNT IN ROW
(9) EXCLUDES ..
CERTAIN SHARES
(SEE
INSTRUCTIONS)
PERCENT OF CLASS
11 REPRESENTED BY
AMOUNT IN ROW (9)
0.00%
12 TYPE OF REPORTING
PERSON (SEE
INSTRUCTIONS)
IN

CUSIP No. N51488117 **13G** Page 3 of 5 Pages

Item 1(a) **Name of Issuer:** Mobileye B.V.

Item 1(b) **Address of Issuer's Principal Executive Offices:** Har Hotzvim, 13 Hartom Street, P.O. Box 45157, Jerusalem 9777513, Israel

Item 2(a) **Name of Person Filing:** Amnon Shashua

Item 2(b) **Address of Principal Business Office or, if none, Residence:** Har Hotzvim, 13 Hartom Street, P.O. Box 45157, Jerusalem 9777513, Israel

Item 2(c) **Citizenship:** Israel

Item 2(d) **Title of Class of Securities:** Ordinary Shares

Item 2(e) **CUSIP No.:** N51488117

Item 3 **If this statement is filed pursuant to §§ 240 13d-1(b), or 240 13d-2(b) or (c), check whether the person filing is a:**

CUSIP No. N51488117 **13G** Page 4 of 5 Pages

Item 4 Ownership:

(a) Amount beneficially owned: 0

(b) Percent of class: 0.00%

(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 each of the Reporting Persons has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. x

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 or Control Person:

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:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

CUSIP No. N51488117 **13G** Page 5 of 5 Pages

SIGNATURE

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

Dated: February 9, 2018

By: /s/ Amnon Shashua
Amnon Shashua