

Mobileye N.V.
Form F-1/A
July 31, 2014

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As filed with the Securities and Exchange Commission on July 31, 2014
Registration No. 333-196898

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

Amendment No. 7
to
FORM F-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Mobileye N.V.
(Exact name of Registrant as specified in its charter)
Not Applicable
(Translation of Registrant's name into English)

The Netherlands (State or other jurisdiction of incorporation or organization)	7372 (Primary Standard Industrial Classification Code Number)	Not Applicable (I.R.S. Employer Identification Number)
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Har Hotzvim, 13 Hartom Street
P.O. Box 45157
Jerusalem 97775, Israel
+972 2 541 7333
(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Mobileye, Inc.
99 Jericho Turnpike
Jericho, NY 11753
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

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Chief Financial Officer
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Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be registered	Proposed Maximum Aggregate Offering Price (1) (2)	Amount of Registration Fee (3)
Ordinary shares, nominal value €0.01	40,927,350	\$ 941,329,050	\$ 121,244

(1)

- Includes ordinary shares that may be purchased by the underwriters to cover over-allotments, if any.

(2)

- Estimated solely for the purposes of computing the amount of the registration fee pursuant to Rule 457(a) under the Securities Act of 1933, as amended.

(3)

- Registration fees in the amount of \$94,538 were previously paid.

The Registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until this registration statement shall become effective on such date as the U.S. Securities and Exchange Commission, acting pursuant to such Section 8(a), may determine.

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The information in this preliminary prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the U.S. Securities and Exchange Commission is declared effective. This preliminary prospectus is not an offer to sell these securities and we are not soliciting offers to buy these securities in any state where the offer or sale thereof is not permitted.

Subject to Completion. Dated July 31, 2014

PROSPECTUS

35,589,000 Ordinary Shares

This is an initial public offering of ordinary shares by Mobileye N.V. and no public market currently exists for our shares. We are selling 8,325,000 of our ordinary shares and the selling shareholders identified in this prospectus are selling 27,264,000 of our ordinary shares. We will not receive any proceeds from the sale of shares by the selling shareholders. The estimated initial public offering price is between \$21.00 and \$23.00 per share.

Our ordinary shares have been authorized for listing on the New York Stock Exchange under the symbol “MBLY,” subject to official notice of issuance.

We are an “emerging growth company” as that term is used in the Jumpstart Our Business Startups Act of 2012 and, as such, have elected to comply with certain reduced public company reporting requirements for future filings.

See “Risk Factors” on page 16 to read about factors you should consider before buying ordinary shares.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

	Per Share	Total
Initial public offering price	\$	\$
Underwriting discount (1)	\$	\$
Proceeds, before expenses, to Mobileye	\$	\$
Proceeds, before expenses, to the selling shareholders	\$	\$

(1)

- See “Underwriting (Conflicts of Interest)” for a description of the compensation payable to the underwriters.

To the extent that the underwriters sell more than 35,589,000 ordinary shares, the underwriters have the option to purchase up to an additional 5,338,350 shares from the selling shareholders at the initial price to public less the underwriting discount.

The underwriters expect to deliver the shares against payment in New York, New York on _____, 2014.
Lead book-running managers

Goldman, Sachs & Co.

Morgan Stanley

Deutsche Bank Securities

Barclays

Citigroup

Wells Fargo Securities

Baird

William Blair

Raymond James

Prospectus dated , 2014

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