

Mellanox Technologies, Ltd.

Form S-8

February 07, 2011

Table of Contents

Registration No. 333-

As filed with the Securities and Exchange Commission on February 7, 2011

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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

**MELLANOX TECHNOLOGIES, LTD.
(Exact Name of Registrant as Specified in Its Charter)**

**Israel
(State or Other Jurisdiction of
Incorporation or Organization)**

**98-0233400
(I.R.S. Employer
Identification Number)**

**Mellanox Technologies, Ltd.
Hermon Building, Yokneam, Israel 20692
(Address of Principal Executive Offices including Zip Code)**

**Mellanox Technologies, Ltd. Global Share Incentive Assumption Plan (2010)
Voltaire Ltd. 2007 Incentive Compensation Plan
Voltaire Ltd. 2003 Section 102 Stock Option/Stock Purchase Plan
Voltaire Ltd. 2001 Section 102 Stock Option/Stock Purchase Plan
Voltaire Ltd. 2001 Stock Option Plan
(Full Title of the Plan)**

**Michael Gray
Chief Financial Officer
Mellanox Technologies, Inc.
350 Oakmead Parkway, Suite 100
Sunnyvale, California 94085
(408) 970-3400**

**(Name and Address, Including Zip Code, and Telephone Number,
Including Area Code, of Agent for Service)**

**Copy to:
Alan C. Mendelson, Esq.
Mark V. Roeder, Esq.
Latham & Watkins LLP
140 Scott Drive
Menlo Park, California 94025
(650) 328-4600**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definition of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. Check one:

Non-Accelerated Filer o

Large Accelerated Filer
oAccelerated
Filer Smaller Reporting
Company (Do not check if a smaller reporting
company)**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered (1)	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Ordinary Shares, nominal value NIS 0.0175 per share, to be issued under the Mellanox Technologies, Ltd. Global Share Incentive Assumption Plan (2010) (the 2010 Plan)	1,266,991(2)	\$ 26.70(3)	\$33,828,659.70	\$3,927.51
Ordinary Shares, nominal value NIS 0.0175 per share, to be issued pursuant to equity awards granted under the Voltaire Ltd. 2001 Stock Option Plan, as amended, the Voltaire Ltd. 2001 Section 102 Stock Option/Stock Purchase Plan, as amended, the Voltaire Ltd. 2003 Section 102 Stock Option/Stock Purchase Plan, as amended, and the Voltaire Ltd. 2007 Incentive Compensation Plan, as amended (collectively, the Voltaire Plans)	649,614(4)(5)	\$ 15.27(6)	\$ 9,919,605.78	\$ 1151.67
Total				\$5,079.18

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act), this Registration Statement shall also cover any additional shares of the Registrant's ordinary shares that become issuable under the plans by reason of any share dividend, share split, recapitalization or similar transaction effected without the Registrant's receipt of consideration which would increase the number of outstanding ordinary shares of the Registrant.
- (2) Represents the Registrant's ordinary shares reserved for issuance pursuant to equity awards to be granted pursuant to the 2010 Plan.
- (3) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rules 457(c) and 457(h). The offering price per share and the aggregate offering price for shares reserved for future equity awards to be granted pursuant to the 2010 Plan are calculated based on the average of the high \$27.35 and the low \$26.05 prices of the Registrant's ordinary shares as reported on the NASDAQ Global Select Market on January 31, 2011.
- (4) Represents the Registrant's ordinary shares issuable pursuant to options or restricted share units granted under the Voltaire Plans that were assumed by the Registrant on February 7, 2011 pursuant to the Merger Agreement (as defined in the following Explanatory Note).
- (5)

To the extent any outstanding equity awards under the Voltaire Ltd. 2007 Incentive Compensation Plan, as amended, assumed by the Registrant pursuant to the Merger Agreement (as defined in the following Explanatory Note) terminate, expire or otherwise lapse for any reason following the effective date of the 2010 Plan, the ordinary shares subject to such equity awards that terminate, expire or lapse will become available for future issuance under the 2010 Plan.

- (6) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rules 457(c) and 457(h). The offering price per share and the aggregate offering price (a) for outstanding options granted pursuant to the Voltaire Plans and assumed by the Registrant are based upon the weighted average exercise price of these outstanding options, as adjusted by the Exchange Ratio (as defined in the following Explanatory Note), and (b) for outstanding restricted share units granted pursuant to the Voltaire Plans and assumed by the Registrant are calculated based on the average of the high \$27.35 and the low \$26.05 prices of the Registrant's ordinary shares as reported on the NASDAQ Global Select Market on January 31, 2011.

Proposed sale to take place as soon after the registration statement is declared effective as awards under the plans are exercised and/or vest.

Table of Contents

EXPLANATORY NOTE

On November 29, 2010, Mellanox Technologies, Ltd., a public company formed under the laws of Israel (the Registrant), Mondial Acquisition Corporation Ltd., a private company formed under the laws of Israel and a wholly owned subsidiary of the Registrant (Merger Sub), and Voltaire Ltd., a public company formed under the laws of Israel (Voltaire), entered into an Agreement of Merger (the Merger Agreement). On February 7, 2011, pursuant to the Merger Agreement, Merger Sub was merged with and into Voltaire (the Merger), with Voltaire continuing as the surviving corporation and becoming a wholly owned subsidiary of the Registrant. In connection with the Merger, certain options to acquire ordinary shares of Voltaire and restricted share units of Voltaire (collectively, the Assumed Voltaire Equity Awards) granted under the Voltaire Plans outstanding as of the effective time of the Merger (the Effective Time) were assumed by the Registrant and converted on February 7, 2011 at the Effective Time into options or restricted share units, as applicable, of the Registrant with the number of ordinary shares of the Registrant subject to such equity award determined by multiplying the number of ordinary shares of Voltaire subject to such Assumed Voltaire Equity Award by 0.319 (the Exchange Ratio) and rounding the resulting product down to the next whole number of ordinary shares of the Registrant, and the exercise price per share of options of Voltaire assumed by the Registrant determined by dividing the exercise price per share of such options of Voltaire prior to the Merger by the Exchange Ratio and rounding the resulting quotient up to the next whole cent.

This Registration Statement on Form S-8 is filed by the Registrant to register (i) the ordinary shares of the Registrant subject to such Assumed Voltaire Equity Awards and (ii) the ordinary shares reserved for issuance pursuant to equity awards to be granted under the 2010 Plan.

TABLE OF CONTENTS

PART I

PART II

Item 3. Incorporation of Documents by Reference

Item 4. Description of Securities

Item 5. Interests of Named Experts and Counsel

Item 6. Indemnification of Directors and Officers

Item 7. Exemption from Registration Claimed

Item 8. Exhibits

Item 9. Undertakings

SIGNATURES

EX-5.1

EX-23.1

Table of Contents

**PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The information called for in Part I of Form S-8 is not being filed with or included in this Form S-8 (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Securities and Exchange Commission (the "SEC" or the "Commission").

**PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

In this registration statement, Mellanox Technologies, Ltd. is sometimes referred to as Registrant, we, us or our.

Item 3. Incorporation of Documents by Reference.

The Commission allows us to incorporate by reference the information we file with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this Registration Statement, and later information filed with the Commission will update and supersede this information. The following documents filed by us with the Commission are incorporated herein by reference:

- (a) The Registrant's Annual Report on Form 10-K for the year ended December 31, 2009 filed on March 5, 2010, including all material incorporated by reference therein;
 - (b) The Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2010 filed on May 6, 2010, including all material incorporated by reference therein;
 - (c) The Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2010 filed on August 4, 2010, including all material incorporated by reference therein;
 - (d) The Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2010 filed on November 4, 2010, including all material incorporated by reference therein;
 - (e) The Registrant's Current Reports on Form 8-K filed January 8, 2010, February 12, 2010, March 5, 2010, May 20, 2010, November 23, 2010, November 29, 2010, January 6, 2011, January 28, 2011, and February 7, 2011, including all material incorporated by reference therein; and
 - (f) The description of the Registrant's Ordinary Shares contained in the Registration Statement on Form 8-A (File No. 001-33299) filed February 6, 2007 under Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including all material incorporated by reference therein and any subsequently filed amendments and reports updating such description.
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Table of Contents

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such documents; except as to any portion of any future annual or quarterly report to shareholders or document or current report furnished under current items 2.02 or 7.01 of Form 8-K that is not deemed filed under such provision. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this Registration Statement, or in any other subsequently filed document which also is or is deemed to be incorporated by reference in this Registration Statement, modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Under no circumstances will any information filed under current items 2.02 or 7.01 of Form 8-K be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

Item 4. Description of Securities.

Not Applicable.

Item 5. Interests of Named Experts and Counsel.

Not Applicable.

Item 6. Indemnification of Directors and Officers.

We indemnify our office holders for certain liabilities. The Israel Companies Law, 1999, or Companies Laws, allows us to insure our office holders against the following liabilities incurred for acts performed as an office holder:

a breach of duty of loyalty to the company, to the extent that the office holder acted in good faith and had a reasonable basis to believe that the act would not prejudice the company;

a breach of duty of care to the company or to a third party; and

a financial liability imposed on or incurred by the office holder in favor of a third party.

We cannot, however, indemnify, exculpate or insure our office holders against any of the following:

a breach of duty of loyalty, except, with respect to indemnification and insurance, to the extent that the office holder acted in good faith and had a reasonable basis to believe that the act would not prejudice the company;

a breach of duty of care committed intentionally or recklessly, excluding a breach arising out of the negligent conduct of the office holder;

an act or omission committed with intent to derive illegal personal benefit; or

a fine levied against the office holder.

An Israeli company may not exculpate an office holder from liability for a breach of the duty of loyalty of the office holder. The company may, however, approve an office holder's act performed in breach of the duty of loyalty, provided that the office holder acted in good faith, the act or its approval does not harm the company and the office holder discloses the nature of his or her personal interest in the act and all material facts and documents a reasonable time before discussion of the approval. An Israeli company may exculpate an office holder in advance from liability to the company, in whole or in part, for a breach of duty of care, but only if a provision authorizing such exculpation is inserted in its articles of association. Our amended and restated articles of association include such a provision. An Israeli company may not exculpate a director for liability arising out of a prohibited dividend or distribution to shareholders.

Pursuant to the Companies Law, we may indemnify an office holder only for judgments, settlements or arbitrators' awards approved by a court that were rendered in connection with events that the board of directors deemed foreseeable based on the company's actual activities at the time of the approval by the board of the indemnification, provided that the indemnification is limited to an amount or criteria determined by the board of directors as reasonable

under the circumstances and that the indemnification undertaking states the foreseeable activities and the amount or criteria. In addition, we may indemnify an office holder against the following liabilities incurred for acts performed as an office holder:

Table of Contents

reasonable litigation expenses, including attorneys' fees, incurred by the office holder as a result of an investigation or proceeding instituted against him or her by an authority authorized to conduct such investigation or proceeding, provided that (i) no indictment was filed against such office holder as a result of such investigation or proceeding and (ii) either (A) no financial liability was imposed upon him or her as a substitute for the criminal proceeding as a result of such investigation or proceeding or (B) if the financial liability was imposed, it was imposed with respect to an offense that does not require proof of criminal intent; and

reasonable litigation expenses, including attorneys' fees, incurred by the office holder or imposed by a court in proceedings instituted against him or her by the company, on its behalf or by a third party or in connection with criminal proceedings in which the office holder was acquitted or in which the office holder was convicted of an offense that does not require proof of criminal intent.

Under the Companies Law, exculpation, indemnification and insurance of office holders must be approved by our audit committee and our board of directors and, in respect of our directors, by our shareholders.

Our amended and restated articles of association allow us to indemnify and insure our office holders to the fullest extent permitted by the Companies Law. In addition, we have entered into agreements with each of our office holders undertaking to indemnify them to the fullest extent permitted by law and to indemnify venture capital funds that are or were affiliated with or represented by such office holders party to such agreements. This indemnification is limited to an amount or criteria determined by the board of directors as reasonable under the circumstances, and, with respect to financial obligation incurred by the office holder as a result of, judgments, settlements or arbitrators' awards approved by a court, indemnification in advanced is also limited to events determined as foreseeable by our board of directors based on the company's activities. The insurance is subject to our discretion depending on its availability, effectiveness and cost.

Item 7. Exemption from Registration Claimed.

Not Applicable.

Item 8. Exhibits.

See Index to Exhibits.

Item 9. Undertakings.

The undersigned Registrant hereby undertakes:

(a) (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the

Calculation of Registration Fee table in the effective Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (i) and (ii) do not apply if the Registration Statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

Table of Contents

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b)

The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c)

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Yokneam, Israel, on February 7, 2011.

MELLANOX TECHNOLOGIES, LTD.

By: /s/ Eyal Waldman
Eyal Waldman, President and Chief
Executive
Officer (Principal Executive Officer)

(Power of Attorney on Following Page)

Table of Contents**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENT, that each person whose signature appears below constitutes and appoints Eyal Waldman and Michael Gray, and each of them, his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in order to effectuate the same as fully, to all intents and purposes, as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on the dates indicated.

Signature	Title	Date
/s/ Eyal Waldman Eyal Waldman	President, Chief Executive Officer and Director (Principal Executive Officer)	February 7, 2011
/s/ Michael Gray Michael Gray	Chief Financial Officer (Principal Financial and Accounting Officer) Authorized Representative in the United States	February 7, 2011
/s/ Dov Baharav Dov Baharav	Director	February 7, 2011
/s/ Glenda Dorchak Glenda Dorchak	Director	February 7, 2011
/s/ Irwin Federman Irwin Federman	Director	February 7, 2011
/s/ Amal Johnson Amal Johnson	Director	February 7, 2011
/s/ Tom Riordan Tom Riordan	Director	February 7, 2011
/s/ C. Thomas Weatherford	Director	February 7, 2011

C. Thomas Weatherford

Table of Contents

INDEX TO EXHIBITS

Exhibit Number	Description
4.1	Amended and Restated Articles of Association of Mellanox Technologies, Ltd. (as amended on May 18, 2008) (incorporated by reference to Exhibit 3.1 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2008 (SEC File No. 001-33299) filed on March 12, 2009)
5.1	Opinion of Herzog Fox & Neeman
10.1	Mellanox Technologies, Ltd. Global Share Incentive Assumption Plan (2010) (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on February 7, 2011)
10.2	Voltaire Ltd. 2007 Incentive Compensation Plan (incorporated by reference to Exhibit 10.18 to the Registration Statement on Form F-1 of Voltaire Ltd. (File No. 333-144439) filed on July 10, 2007)
10.3	Voltaire Ltd. 2003 Section 102 Stock Option/Stock Purchase Plan (incorporated by reference to Exhibit 10.17 to the Registration Statement on Form F-1 of Voltaire Ltd. (File No. 333-144439) filed on July 10, 2007)
10.4	Voltaire Ltd. 2001 Section 102 Stock Option/Stock Purchase Plan (incorporated by reference to Exhibit 10.16 to the Registration Statement on Form F-1 of Voltaire Ltd. (File No. 333-144439) filed on July 10, 2007)
10.5	Voltaire Ltd. 2001 Stock Option Plan (incorporated by reference to Exhibit 10.15 to the Registration Statement on Form F-1 of Voltaire Ltd. (File No. 333-144439) filed on July 10, 2007)
23.1	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm
23.2	Consent of Herzog Fox & Neeman (included in Exhibit 5.1)
24.1	Power of Attorney (included on the signature page of this Registration Statement)