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	**7372**	**Not Applicable**
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

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P.O. Box 45157
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(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)
Mobileye, Inc.
99 Jericho Turnpike
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Copies to:

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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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Through and including , 2014 (the 25th day after the date of this prospectus), all dealers effecting transactions i these securities, whether or not participating in this offering, may be required to deliver a prospectus. This is in addition to a dealer's obligation to deliver a prospectus when acting as an underwriter and with respect to an unsold allotment or subscription.

We, the selling shareholders and the underwriters have not authorized anyone to provide any information other than that contained in this prospectus or in any free writing prospectus prepared by us or on our behalf or to which we may have referred you. We, the selling shareholders and the underwriters do not take any responsibility for, and cannot provide any assurance as to the reliability of, any other information that others may give you. We, the selling shareholders and the underwriters have not authorized any other person to provide you with different or additional information, and none of us are making an offer to sell the ordinary shares in any jurisdiction where the offer or sale thereof is not permitted. This offering is being made in the United States and elsewhere solely on the basis of the information contained in this prospectus. You should assume that the information appearing in this prospectus is accurate

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only as of the date on the front cover of this prospectus, regardless of the time of delivery of the prospectus or of any sale of the ordinary shares. Our business, financial condition, results of operations and prospects may have changed since the date on the front cover of this prospectus.

For investors outside of the United States, we have not, nor have the selling shareholders or any underwriter, done anything that would permit the offering or possession or distribution of this prospectus in any jurisdiction where action for that purpose is required, other than in the United States. You are required to inform yourselves about and to observe any restrictions relating to this offering and the distribution of this prospectus outside of the United States.

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Prospectus Summary

The following summary highlights certain information contained elsewhere in this prospectus and is qualified in its entirety by the more detailed information and consolidated financial statements included elsewhere in this prospectus. Because this is a summary, it may not contain all of the information that is important to you in making a decision to invest in our ordinary shares. Before making an investment decision, you should carefully read the entire prospectus, including "Risk Factors," "Cautionary Statement Regarding Forward-Looking Statements," the consolidated financial statements and the notes thereto. Unless otherwise indicated or the context requires, all references in this prospectus to "Mobileye N.V.," "Mobileye," the "Company," "we," "our," "ours," "us" or similar terms refer to Mobileye N.V. together wit subsidiaries. We also include a glossary of some of the terms used in this prospectus as Appendix A.

Except as otherwise indicated, all share amounts, per share amounts and related information in this prospectus have been adjusted retroactively for a five-for-one stock split, which we refer to as the "Stock Split," that occurred pursuant to a deed of amendment of our articles of association on July 10, 2014.

Company Overview

Mobileye is the global leader in the design and development of software and related technologies for camera-based Advanced Driver Assistance Systems ("ADAS"). Our 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. Our proprietary software algorithms and EyeQ ® chips perform detailed interpretations of the visual field in order to anticipate possible collisions with other vehicles, pedestrians, cyclists, animals, debris and other obstacles. Our products are also able to detect roadway markings such as lanes, road boundaries, barriers and similar items, as well as to identify and read traffic signs and traffic lights. Our products combine high performance, low energy consumption and low cost, with automotive-grade standards. Our technology was first included in serial models in 2007. We estimate that our products were installed in approximately 3.3 million vehicles worldwide through March 31, 2014. By the end of 2014, our technology will be available in 160 car models from 18 original equipment manufacturers ("OEMs") worldwide. Further, our products have been selected for implementation in serial production of 237 car models from 20 OEMs by 2016. Mobileye's more than 15 years of research and development and data collected from millions of miles of driving experience give us a significant technological lead. For the past six years, we have won more than 80% of the serial productions for which we have been requested to provide a quotation.

We believe that we are well-positioned to take advantage of two key industry trends:

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- The first trend is the evolution in the demand for ADAS, one of the fastest growing segments within the automotive electronics industry. The rapid increase in the demand for ADAS is driven by growing public acceptance and awareness of driver safety technologies and by the rising influence of regulators and national and international safety organizations that issue safety ratings to encourage manufacturers to include safety features in their new or revamped car models. As regulators and safety organizations continue to increase the types and functions of ADAS applications required to maintain high ratings, ADAS will become standard on more vehicle models and the market for our products will continue to expand significantly. Our experience to date validates the exponential increase in demand for ADAS technology. It took approximately five years from 2007 to ship the first 1.0 million EyeQ ® chips. In 2013 alone, we shipped approximately 1.3 million chips. Moreover, in early 2010 our technology was sourced by seven OEMs for inclusion in 36 car models. By the end of 2014, our technology will be adopted by 18 OEMs for inclusion in 160 car models worldwide.

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- The second trend is the race to develop autonomous driving. Autonomous driving will require ADAS technological innovations of increasing complexity. Completely autonomous driving, where the driver is not actively engaged in driving the vehicle for extended periods of time, cannot be achieved in one step. In the near future, we believe that there will be at

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least three technological innovations that are likely to revolutionize the driving experience. The first innovation involves hands-free-capable driving at highway speeds and in congested traffic situations. We have design wins from two OEMs to launch these features in 2016, and are in development programs with an additional six OEMs for potential launch in 2018. The next two innovations, which we believe could launch as early as 2018, are the inclusion of country road capabilities and city traffic capabilities. These innovations should require only minor additional sensing hardware, but significant algorithmic advances, which we are currently developing. We believe the cost of our enabling technology, including hardware, software, packaging and related elements, will be well within acceptable automotive industry levels, which will provide us with a competitive advantage and accelerate the migration of the technology from premium to mass market car models.

We offer the only camera-based ADAS technology that covers all major safety and convenience-related functions available in the market today:

- Safety Functions
  - Lane functions — Lane Departure Warning (LDW) and Lane Keeping and Support (LKS);
  - Vehicle detection functions — Forward Collision Warning (FCW), Headway Monitoring and Warning (HMW), Adaptive Cruise Control (ACC), Traffic Jam Assist and Automatic Emergency Braking (AEB);
  - Pedestrian detection functions — Pedestrian Collision Warning (PDW) and Pedestrian Automatic Emergency Braking;
- Convenience and Driving Enhancement Functions — Intelligent High Beam Control (IHC), Traffic Sign Recognition (TSR) and Speed Limit Indicator (SLI); and
- Autonomous Driving Technologies — Drivable path delimiter capabilities, including detection of curbs, barriers, construction zone obstructions, general obstacles, road bumps, potholes and debris.

We have strong direct relationships with OEMs. Mobileye's products are or will be available in production vehicles from most of the global OEMs, including:

Adam Opel AG
Audi AG
Bayerische Motoren Werke (BMW) AG — BMW, Mini and Rolls Royce
Chrysler Group LLC — Chrysler, Dodge and Jeep
Fiat S.p.A.
Ford Motor Company — Ford and Lincoln
General Motors Company — Buick, Cadillac, Chevrolet and GMC
Honda Motor Company, Ltd

HKMC — Hyundai and Kia
Jaguar Land Rover Automotive PLC — Jaguar and Land Rover
MAN SE
Mitsubishi Group
Nissan Motor Co., Ltd. — Nissan and Infiniti
PSA Peugeot Citroën — Peugeot and Citroën
Renault S.A.
Scania Aktiebolag (publ)
Tesla Motors, Inc.
Volvo Car Corporation
Yulon Motor Co., Ltd.
IVECO

We supply our technology to OEMs through automotive system integrators, known as Tier 1 companies, which are direct suppliers to vehicle manufacturers. Sales to our OEM segment represented approximately 89% and 78% of our total revenues in the three months ended March 31, 2014 and the year ended December 31, 2013, respectively. Our Tier 1 customers include Magna Electronics Inc., TRW Automotive Holdings Corp., Autoliv, Inc., Delphi Automotive Plc, Gentex Corporation, Kansei Corporation, Leopold Kostal GmbH and Mando Corporation as well as Bendix Corporation and Mobis Transportation Alternatives, Inc. working jointly with TRW.

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We also offer our technology as an aftermarket product in vehicles that do not come pre-equipped with such technology. Our aftermarket customers include commercial and governmental fleets, telematics providers and insurance companies. To date, our aftermarket products have been installed in more than 120,000 vehicles. Aftermarket sales represented approximately 11% and 22% of our total revenues in the three months ended March 31, 2014 and the year ended December 31, 2013, respectively.

We have experienced significant growth in revenues in the last three years. For the years ended December 31, 2013, 2012 and 2011, our total revenues were $81.2 million, $40.3 million and $19.2 million, respectively, representing year-over-year growth in total revenues of 102% and 110% for our two most recent fiscal years. Over the same periods, we improved from net losses of $13.4 million in 2011 and $53,000 in 2012, to net income of $19.9 million in 2013. Our total revenues in the three months ended March 31, 2014 and 2013 were $35.6 million and $11.7 million, respectively, and our net loss was $19.6 million and $2.6 million, respectively. Our net income (loss) excluding the effects of share-based compensation, a non-GAAP measure, was $12.6 million and $1.9 million in the three months ended March 31, 2014 and 2013, respectively, and $33.1 million, $1.8 million and $(12.3) million in 2013, 2012 and 2011, respectively. See note (3) to "Summary Financial Information" for a reconciliation of Net Income (Loss) Before Share-Based Compensation to Net Income (Loss).

Market Opportunity

Road traffic accidents and injuries remain a major unresolved problem worldwide. The World Health Organization (the "WHO") estimates that there were 1.24 million deaths on the world's roads in 2010. The WHO also estimates that road traffic accidents can adversely affect 1-3% of a country's gross domestic product. In 2011, AAA estimated that auto accidents cost the United States $300 billion annually. As a result, reducing traffic injuries has been a critical priority for governments, safety organizations and the automotive industry. Making vehicles safer has been critical to reducing road traffic injuries. The U.S. Insurance Institute for Highway Safety (the "IIHS") cites studies finding that more than 90% of vehicular accidents are due to human factors. IIHS has estimated that if all vehicles were equipped with forward collision warning, lane departure warning, side-view assist, and adaptive headlights, as many as 1.9 million crashes involving passenger vehicles could be prevented or mitigated each year, including about one of every three fatal crashes and one of every five serious or moderate injury crashes. The ADAS market is a new and growing market. We believe that major regulatory changes, together with increased customer awareness of the benefits of active safety technology, will drive ADAS adoption to the point where the vast majority of new cars produced will be equipped with one or more ADAS capabilities.

Automobile safety is driven both by regulation and the availability to consumers of independent assessments of the safety performance of different car models, which have encouraged OEMs to produce cars that are safer than those required by law. In many countries, new car assessment programs ("NCAPs"), particularly the European NCAP, and the U.S. NCAP administered by the U.S. National Highway Traffic Safety Administration (the "NHTSA"), have created a "market for safety." Car manufacturers seek to demonstrate that their new and revamped car models satisfy the NCAP's highest rating, typically five stars, or can "tick the box" on the new car sticker. National NCAPs will continue to add specific ADAS applications to their evaluation items over the next several years, led by the European NCAP. We believe that this global rollout will lead to harmonized requirements across key geographic areas. For example, in 2014, the European NCAP increased its active safety weighting to 20% from 10%, meaning that a 5-star rating will require one or more active safety systems on each vehicle model; by 2017 active safety functions will be required to achieve a 4-star rating. Similarly, the U.S. NCAP continues to add ADAS features to its evaluation items, including forward collision warning and lane departure warnings, begun in 2011, and rearview video systems beginning in 2014. In addition, the IIHS has added collision avoidance technology such as FCW to its criteria for awarding a "Top Safety Pick+" rating.

In recent years, there has been increasing emphasis on "autonomous", "automated" or "self-driving" vehicles. Self-driving vehicles are those in which operation of the vehicle occurs without direct driver input to control the steering, acceleration and braking, and are designed so that the driver

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is not expected to monitor the roadway constantly while operating in self-driving mode. Self-driving vehicles range from single applications with the driver required to continuously monitor traffic to semi-autonomous or fully autonomous driving where the driver increasingly relinquishes control. Semi-autonomous driving, under certain conditions, such as highway driving, means the driver does not have to monitor traffic continuously but must be ready to control the vehicle. Fully autonomous driving under all situations will not require any driver input. The move to the autonomous vehicle is expected to introduce significant potential economic savings as well as further reduce traffic accidents. While fully autonomous driving is not expected in the near future, we believe that there will be ongoing introductions of semi-autonomous driving capabilities. We believe these capabilities will start with hands-free highway driving that will gradually extend to other types of roadways, such as country and city driving. ADAS applications that warn, but do not perform a control function, are not, for this purpose, considered automated driving, but they are necessary for effective performance of the control functions. The key factors in the growth of autonomous driving will be increased safety, consumer demand and economic and social benefits, which we expect will subsequently be reflected in automobile regulations and rating systems. Controlling the costs of the systems is also critical as many studies have shown that consumers are interested in safety but are also very sensitive to costs.

Our Solution

Our sophisticated software algorithms and proprietary EyeQ ® system on a chip (“SoC”) combine high performance, low energy consumption and low cost, with automotive-grade standards to provide drivers with interpretations of a scene in real-time and an immediate evaluation based on the analysis. Our products use monocular camera processing that works accurately alone, or together with radar for redundancy. We expect to launch products that work with multi-focal cameras for automated driving applications with the same high performance, low energy consumption and low cost starting in 2016.

Led by Professor Amnon Shashua, our co-Founder, Chief Technology Officer and Chairman, our more than 320 engineers and other research and development personnel have a history of innovation. We believe our position as the camera-based ADAS market leader is based on the following competitive strengths:

- All applications in one camera, resulting in cost savings and greater convenience — We have always understood that it was essential to develop the entire spectrum of camera functionalities in order to position the camera as the primary sensor due to its cost and packaging convenience. We provide all applications in a single system and camera. We believe this makes our solution compelling to OEMs. Further, many of our planned additional applications require a simple update to the software rather than costly and time-consuming changes to the hardware itself. We believe that as internet access becomes more available in cars, software updates may even be made wirelessly.

- Large validation datasets train and optimize our complex proprietary algorithms — Mobileye’s more than 15 years of ADAS research and development, largest number of serial production models in the industry and experience with most global OEMs have yielded millions of miles of road experience data covering more than 40 countries at all times of day and in multiple scenarios — highway, country, city — across hundreds of vehicle models. Our large datasets, unbiased as to any OEM, give us the unequalled ability to train and optimize our proprietary algorithms. We can also fully validate safety functions, which is crucial in order to avoid false-positive actuations, such as an inappropriate AEB actuation. We believe that no other company in the world has road experience datasets as deep and as wide as ours.

- We seek to work with all OEMs and Tier 1 companies — We seek to work with all OEMs and with Tier 1 companies. We believe our hybrid approach of working directly with OEMs to customize and validate our products and making our products available to multiple Tier 1 companies that may respond to a request for quotation ("RFQ") for the same serial production contract offers us the opportunity for the greatest market share.

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- Long-standing relationships with OEMs and Tier 1 companies provide for a leading and defensible market position — Our market leadership results from many years of review and validation from 20 of the global OEMs and our relationship with most of the leading Tier 1 companies. In early 2010 our proprietary technology was in 36 car models from seven OEMs. We currently have sourcing agreements for our technology to be in 237 car models from 20 OEMs by 2016. We expect that as regulations and ratings require more active safety features, more cars and more car models will have a camera. As the leading provider of camera-based ADAS, we are well-positioned to benefit from this trend. We believe there are significant barriers to entry to the ADAS market, particularly the camera-based market, primarily based on our innovative proven technology and our continued development of more advanced and innovative technology. In addition, our leading market position, combined with the very high investment of time and resources required, makes penetrating this market challenging. We believe that it can take up to seven years from the time a company has effective technology before it could be implemented in a vehicle.

- Self-designed, cost effective EyeQ ® microchip — We have designed our own microprocessor chip that has the computing power to run LDW, FCW, AEB (for vehicles and pedestrians), TSR, AHC, ACC, Free-Space Analysis, debris detection, and more — at a frame rate of above 20 fps. We believe this kind of computational load is unusually high on a portable device. Our EyeQ ® SoC is capable of achieving a very high throughput at a very low power consumption and very low cost. Each new generation of the EyeQ ® SoC is many times faster than its predecessor, allowing for more and better image analysis. EyeQ2 ® was approximately six times faster than the original EyeQ ®; EyeQ3 ®, launched in vehicles in 2015, is approximately eight times faster than EyeQ2 ®; and we are currently designing EyeQ4 ®, which we expect to launch in 2018. We believe our system is the only one that offers the full suite of ADAS applications currently available, and many of our additional applications will only require software updates, rather than additional hardware.

- Highly scalable business model — Our business model results in strong operating margins, and in 2013, we generated operating income and net income for the first time. We believe that our business can grow significantly without corresponding increases in fixed and capital expenditures because we have strong existing relationships with nearly all OEMs and Tier 1 companies, and are not reliant on traditional sales and marketing processes to develop the OEMs business.

Our Growth Strategies

We intend to expand our operations and continue to lead the ADAS market by:

- Capitalizing on regulatory and safety rating changes promoting standard feature ADAS — By 2015, we believe that in order to attain a four-star or five-star safety rating, a vehicle will need to be equipped with camera-based ADAS. As a result, OEMs have been moving to adopt ADAS technology as standard equipment on the majority of new launches of existing models as well as of most new models. We believe we are strongly positioned to benefit from the increased demand for ADAS and we have already been sourced for standard feature programs by 20 of the global OEMs. Further, we work with the European NCAP, the NHTSA and other NCAPs to demonstrate the capabilities and reliability of our technology and to help ensure that they develop regulations and ratings that address the full range of benefits that we believe ADAS can offer.

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- Exploiting the advantages of camera-only ADAS — We believe the camera sensor is key for mass adoption of active safety features because only a camera can perform the full suite of ADAS functions at a reliability level that can ensure both real world performance in complex cluttered environments and offer acceptable false-positive levels. Unlike other sensor modalities, such as radar and lidar, which do not incorporate the full panoply of ADAS functions, camera-only ADAS reduces cost and package constraints.

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- Leading the development of ADAS specifically for automated driving — We believe that we will be the first to supply the underlying technology to launch commercially viable semi-autonomous driving at highway speed. The move towards hands-free driving necessitates additional capabilities, such as traffic-light detection, detection of obstacles outside the driving path and significant growth of scene understanding in order to support automatic lateral control of the vehicle. We believe the camera is the sensor best suited to address the functionalities necessary for automated driving. Effective automated driving will require the coordination of multiple cameras around the vehicle to provide both a wide field of vision and protective redundancy. We have been designing new multiple cameras configurations to support the higher safety standards required for hands-free driving and have been further developing our existing AEB functions to meet even higher reliability standards. As we continue to gain experience in this area, we expect to be a leader in additional ADAS for automated driving.

- Creating additional and enhanced applications — We expect to launch full-braking, camera-only AEB with multiple OEMs in early 2015. We expect to launch additional and enhanced applications in 2014 and 2015, including “no entry” sign detection, new traffic signs, animal detection, general object detection, free space or construction zone assist, traffic light detection, pothole detection and debris detection. As we continue to expand the suite of ADAS we offer, we believe our technological advantages over our competitors will continue to grow.

- Developing surround-view capabilities — We are working on rear-view camera ADAS and surround-view ADAS, both of which are also critical to effective automated driving and the emerging market for automated parking functionality. The rear-view camera will also be critical to winning new serial production because in March 2014, the NHTSA issued a final rule requiring rear visibility technology in all new vehicles under 10,000 pounds by May 2018 to prevent backover accidents. Currently, OEMs offer surround-view cameras that display a bird’s-eye-view of the area around the car to assist the driver in manually parking. We are working with one OEM to launch the next generation of surround-view functionality, not merely for display but also for processing visual information to aid the function of automated parking.

- Winning additional serial productions with existing and new OEMs — We intend to leverage our strong relationships with existing OEM customers to win additional serial production contracts in order to make ourselves a fundamental component of our OEMs’ global platforms. We also believe our superior product and demonstrated ability to work with OEMs and Tier 1 companies will enable us to win serial production contracts from additional global and smaller OEMs for automobiles, as well as buses, trucks and other vehicles, which may require specialized customization.

- Expanding our aftermarket product sales — Our aftermarket products can be fitted for both automotive and truck uses. We believe there is significant opportunity for growth in our sales to fleet owners, fleet telematics providers, insurance companies, vehicle importers, public transportation providers, taxi operators and OEMs that may seek to offer our aftermarket product for vehicles that do not contain ADAS technology as a standard feature. We believe that we can leverage the growing public acceptance and awareness of driver safety technologies and the rising influence of "five-star" quality ratings in new car models to market our ADAS aftermarket products as well. We also seek to promote regulation that will mandate or encourage aftermarket installation of ADAS technology for certain usages, such as fleets, or certain drivers, such as young drivers.

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Recent Developments

Our condensed consolidated financial statements for the quarter ended June 30, 2014 are not yet available. Accordingly, the financial results that we present below constitute preliminary expectations with respect to results for such quarter based on currently available information and remain subject to the completion of our financial closing procedures for the quarter ended June 30, 2014, which are not yet complete due to the finalization of, among other things, our quarterly tax provision and certain share-based compensation calculations. As a result, these preliminary results may differ from the actual results that will be reflected in our consolidated financial statements for the quarter when they are completed and publicly disclosed. These preliminary results may change and those changes may be material. These estimates should not be viewed as a substitute for our interim financial statements that will be prepared in accordance with GAAP and filed with the SEC.

Our expectations with respect to our unaudited results for the period discussed below are based upon management estimates and are the responsibility of management. The preliminary financial data included in this prospectus has been prepared by, and is the responsibility of management. Kesselman and Kesselman, a member firm of PricewaterhouseCoopers International Limited, has not audited, reviewed, compiled or performed any procedures with respect to the preliminary financial data. Accordingly, it does not express an opinion or any other form of assurance with respect thereto. Our actual results for the quarter ended June 30, 2014 will not be available until after this offering is completed. There can be no assurance that these estimates will be realized, and estimates are subject to risks and uncertainties, many of which are not within our control. For additional information regarding various risks and uncertainties, see “Risk Factors” and “Cautionary Statement Regarding Forward-Looking Statements” elsewhere in this prospectus.

Preliminary Estimates of Key Financial Metrics for the Quarter Ended June 30, 2014

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- Our total revenues for the quarter ended June 30, 2014 are expected to be between $32.9 million to $33.5 million, representing an increase of 86% to 89%, respectively, compared to total revenues of $17.7 million for the quarter ended June 30, 2013, and a decrease of 7.6% to 5.9%, respectively, compared to total revenues of $35.6 million for the quarter ended March 31, 2014.

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- OEM Segment. Revenues for our OEM segment for the quarter ended June 30, 2014 are expected to be between $28.2 million and $28.7 million, representing an increase of 110.4% to 114.2%, respectively, compared to OEM segment revenues of $13.4 million for the quarter ended June 30, 2013, and a decrease of 11.6% to 10.0%, respectively, compared to OEM segment revenues of $31.9 million for the quarter ended March 31, 2014. The increase compared to the quarter ended June 30, 2013 was the result of new program launches over the period since June 30, 2013. The decrease in revenue compared to the quarter ended March 31, 2014 was the result of regular changes in our OEM customers’ production schedules; variations in orders for products from smaller OEM customers; and launches of new programs at the end of 2013 and during the quarter ended March 31, 2014 because OEMs disproportionately increase their production in the first months of a launch because of the demand for new models. Our quarter-over-quarter results fluctuate, among other reasons, because of the timing of orders for our products and the timing of the introduction of new vehicle models containing our products.

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- AM Segment. Revenues for our aftermarket segment are expected to be between $4.7 million and $4.8 million, representing an increase of 9.3% to 11.6%, respectively, compared to aftermarket segment revenues of $4.3 million for the quarter ended June 30, 2013, and an increase of 23.7% to 26.3%, respectively, compared to aftermarket segment revenues of $3.8 million for the quarter ended March 31, 2014. The increase was the result of continued growth in market awareness of ADAS and the addition of new distributors to our distribution chain.

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- Our U.S. GAAP Net Income (Loss) is estimated to be between $(0.1) million and $0.6 million, compared to net income of $4.0 million for the quarter ended June 30, 2013 and net loss of $19.6 million for the quarter ended March 31, 2014. The decrease in net income from the June 2013 quarter was largely attributable to an increase in share-based compensation expense for the quarter ended June 30, 2014, which we estimate will range from $10.8 million to $11.1 million, compared to $2.4 million for the quarter ended June 30, 2013, and an increase in expenses of approximately $7.0 million as a result of the overall increase in the scale of our operations. These increased expenses during the period were offset by the increase in gross profit during the period of approximately $11.0 million resulting from the increase in revenue. The increase for the quarter ended March 31, 2014 reflected a $21.4 million to $21.1 million decrease in share-based compensation expense, which was offset by the decrease in our revenue and gross profit of approximately $2.8 million to $0.6 million. We expect our general and administrative costs to increase in absolute dollars as we continue to expand our operations, hire additional personnel to support our transition from a private company to a public company.

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- Our non-GAAP Net Income (Loss) Before Share-Based Compensation for the quarter ended June 30, 2014 is expected to be between $10.9 million and $11.3 million, representing an increase of 70.3% to 76.6%, respectively, compared to $6.4 million for the quarter ended June 30, 2013, and a decrease of 13.5% to 10.3%, respectively, compared to $12.6 million for the quarter ended March 31, 2014. Net Income (Loss) Before Share-Based Compensation was computed as Net Income (Loss) of $(0.1) million to $0.6 million plus Share-Based Compensation of $11.1 million to $10.8 million, respectively. These changes are principally the result of either the increase or decrease in revenue, as applicable. See Note (3) to "Summary Financial Information" for a discussion of the reasons management believes this non-GAAP financial measure provides useful information to investors.

Summary Risk Factors

Our business is subject to risks, as discussed more fully in the section entitled "Risk Factors" beginning on page 16. You should consider carefully all of the risks discussed in the "Risk Factors" section before investing in our ordinary shares. In particular, the following factors may have an adverse effect on our business, cause a decrease in the price of our ordinary shares and result in a loss of all or a portion of your investment:

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- There is no assurance that monocular camera processing will be the dominant sensor modality in the ADAS industry.

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- If we are unable to develop and introduce new ADAS functions and improve existing functions in a cost-effective and timely manner, our business, results of operations and financial condition would be adversely affected.

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- We depend on STMicroelectronics N.V. to manufacture our EyeQ ® chips.

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- We may incur material costs as a result of actual or alleged product defects, product liability suits, and warranty and recall claims.

- We invest effort and money seeking OEM validation of our products, and there can be no assurance that we will win production models, which could adversely affect our future business, results of operations and financial condition.

- The period of time from a design win to implementation is long and we are subject to the risks of cancellation or postponement of the contract or unsuccessful implementation.

- We are dependent on our Founders.

- We may be unable to attract and retain key personnel, which could seriously harm our business.

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- Our aftermarket segment is subject to a number of risks, including our ability to forecast demand for our aftermarket products, our ability to market our aftermarket products effectively and risks related to the manufacture of our aftermarket products in China.
- Our business would be adversely affected if certain OEMs were to change their ADAS technology and not include our products in future models.
- If we do not maintain sufficient inventory, we could lose sales.
- We may not be able to adequately protect or enforce our intellectual property rights, and our efforts to do so may be costly.
- We may become subject to litigation brought by third parties claiming infringement by us of their intellectual property rights.
- We may be required to pay monetary remuneration to employees who develop inventions, even if the rights to such inventions have been assigned to us and the employees have waived their rights to royalties or other compensation.
- In addition to patented technology, we rely on our unpatented proprietary technology, trade secrets, processes and know-how.
- Disruptions to our IT system may disrupt our operations and materially adversely affect our business and results of operations.
- We have a history of losses. Although we had net income in accordance with U.S. GAAP in the year ended December 31, 2013, we had a net loss in accordance with U.S. GAAP in the three months ended March 31, 2014, and there is no assurance that we will become and remain profitable.

- We have a material weakness in our internal control over financial reporting, which resulted in the restatement of our 2013 earnings per share.

- Professor Amnon Shashua and Mr. Ziv Aviram will each beneficially own 8.0% of our ordinary shares, certain alliliates of Goldman, Sachs & Co. will beneficially own 13.9% of our ordinary shares in the aggregate and certain other shareholders will also retain significant ownership of our ordinary shares following this offering; these holders will retain a significant level of control over most matters requiring shareholder approval following this offering.

Implications of Being an Emerging Growth Company

We are an "emerging growth company," as defined in the Jumpstart Our Business Startups Act of 2012 ("JOBS Act"). For as long as we are an "emerging growth company," we may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not "emerging growth companies," including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404(b) of the Sarbanes-Oxley Act ("SOX") and reduced disclosure obligations regarding executive compensation in our periodic reports.

Under the JOBS Act, we will remain an "emerging growth company" until the earliest of:

- the last day of the fiscal year during which we have total annual gross revenues of $1 billion or more;

- the last day of the fiscal year following the fifth anniversary of completion of this offering;

- the date on which we have, during the previous three-year period, issued more than $1 billion in non-convertible debt; and

- the date on which we are deemed to be a "large accelerated filer" under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). We will qualify as a "large

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accelerated filer" as of the first day of the first fiscal year after we have (i) more than $700 million in outstanding common equity held by our non-affiliates and (ii) been public for at least 12 months; the value of our outstanding common equity will be measured each year on the last day of our second fiscal quarter.

The JOBS Act also provides that an "emerging growth company" can utilize the extended transition period provided in Section 7(a)(2)(B) of the Securities Act of 1933, as amended (the "Securities Act"), for complying with new or revised accounting standards. However, we are choosing to "opt out" of such extended transition period, and, as a result, we will comply with new or revised accounting standards on the relevant dates on which adoption of such standards is required for companies that are not "emerging growth companies." Section 107 of the JOBS Act provides that our decision to opt out of the extended transition period for complying with new or revised accounting standards is irrevocable.

Corporate Information and Share Recapitalization

We were founded in Israel in 1999 by Professor Amnon Shashua, our Chief Technology Officer and Chairman, and Mr. Ziv Aviram, our President, Chief Executive Officer and a director, whom we refer to together as our Founders. In 2001, we incorporated Mobileye B.V. as the holding company in The Netherlands for all of our worldwide activities. In July 2003, Mobileye B.V. was converted into Mobileye N.V., a Dutch limited liability company. Our management is located in Israel. On July 10, 2014, all outstanding ordinary shares, Class A, Class B, Class C, Class D, Class E and Class F shares, € 0.01 nominal value per share, were split five-for-one into shares of the same class (the "Stock Split"), and immediately prior to this offering, all shares of all classes other than ordinary shares will convert into ordinary shares, € 0.01 nominal value per share, on a one-to-one basis (collectively, the "Share Recapitalization"). See "Management's Discussion and Analysis of Financial Condition and Results of Operations — Corporate Information and Reorganization" and "Description of Share Capital."

Our executive offices and primary operations are located at Har Hotzvim, 13 Hartom Street, Jerusalem 97775, Israel and our telephone number at this location is +972-2-541-7333. Our website address is http:/ / www.mobileye.com. The reference to our website is an inactive textual reference only, the information that can be accessed through our website is not part of this prospectus, and investors should not rely on any such information in deciding whether to purchase our ordinary shares.

Trademarks

We have proprietary rights to trademarks used in this prospectus, including EyeQ ®, that are important to our business, many of which are registered under intellectual property laws in the United States, the European Union and/or China. Solely for convenience, trademarks and trade names referred to in this prospectus may appear without the " ®" or "™" symbols, but such references are not intended to indicate, in any way, that we will not assert, to the fullest extent possible under applicable law, our rights or the rights of the applicable licensor to these trademarks and trade names. We do not intend our use or display of other companies' trade names, trademarks or service marks to imply a relationship with, or endorsement or sponsorship of us by, any other companies. Each trademark, trade name or service mark of any other company appearing in this prospectus is the property of its respective holder.

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The Offering
Ordinary shares offered by us
8,325,000 ordinary shares, €0.01 nominal value per share
Ordinary shares offered by the selling shareholders
27,264,000 ordinary shares, €0.01 nominal value per share (32,602,350 ordinary shares if the underwriters exercise their over-allotment option in full)
Over-allotment option
The selling shareholders have granted the underwriters the right to purchase up to an additional 5,338,350 ordinary shares within 30 days of , 2014, the date of this prospectus, to cover over-allotments, if any, in connection with offering.
Ordinary shares to be outstanding after this offering
212,301,196 ordinary shares, €0.01 nominal value per share
Use of Proceeds
We estimate that the net proceeds to us from this offering, after deducting the underwriting discount and estimated offering expenses, will be approximately $169.7 million, assuming the ordinary shares are offered at $22.00 per share, the mid-point of the estimated offering price range set forth on the cover page of this prospectus.
We intend to use the net proceeds of this offering as follows: (i) $30 million to purchase EyeQ ® chips and Mobileye 5-Series aftermarket inventory and (ii) the balance for general corporate purposes, which may include working capital, capital expenditures and the acquisition of assets, technologies or companies complementary to our business. We will not receive any of the proceeds from the sale of ordinary shares by the selling shareholders.
Dividend policy
We do not intend to pay dividends on our ordinary shares for the foreseeable future following this offering.
Risk Factors
Investing in our ordinary shares involves a high degree of risk. Before buying any ordinary shares, you should read the discussion of material risks of investing in our ordinary shares in “Risk Factors” beginning on page 16.
Conflicts of Interest
Certain affiliates of Goldman, Sachs & Co., an underwriter in this offering, beneficially own 17.4% of our outstanding ordinary shares prior to this offering, will sell 5,927,435 ordinary shares in this offering and will own 13.9% of our ordinary shares after giving effect to this offering. See “Principal and Selling Shareholders.” Accordingly, this offering will be made in compliance with the applicable provisions of Rule 5121 of the Financial Industry Regulatory Authority, Inc. (“FINRA”). Rule 5121 requires that a “qualified independent underwriter” meeting certain standards participate in the preparation of the registration statement and prospectus and exercise the usual standards of due diligence with respect thereto. Morgan Stanley & Co. LLC will act as a “qualified independent underwriter” within the meaning of Rule 5121 in connection with this offering. Goldman, Sachs & Co. will not confirm sales of the shares to any account over which it

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exercises discretionary authority without the prior written approval of the customer. See “Underwriting (Conflicts of Interest) — Relationships with the Underwriters.”

NYSE symbol

MBLY

The number of our ordinary shares to be outstanding after this offering (i) assumes completion of the Share Recapitalization immediately prior to such date, (ii) includes 1,463,051 shares sold by selling shareholders upon exercise of vested options and (iii) excludes 28,580,054 ordinary shares issuable upon the exercise of outstanding options. Unless otherwise indicated, all information in this prospectus assumes an initial public offering price of $22.00 per ordinary share, the midpoint of the estimated initial public offering price range set forth on the cover page of this prospectus. The exercise of the underwriters’ option to purchase up to an additional 5,338,350 ordinary shares from the selling shareholders to cover over-allotments will not affect the number of ordinary shares outstanding after this offering.

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Summary Financial Information

The following table summarizes our financial data. We have derived the summary consolidated statement of operations data for the three years ended December 31, 2013, 2012 and 2011 and the consolidated balance sheet data as of December 31, 2013 and 2012 from our audited consolidated financial statements included elsewhere in this prospectus. We have derived the summary consolidated statement of operations data for the three months ended March 31, 2014 and 2013 and the consolidated balance sheet data as of March 31, 2014 from our unaudited condensed consolidated financial statements included elsewhere in this prospectus. In the opinion of management, the summary financial information as of March 31, 2014 and for the three months ended March 31, 2014 and 2013 reflects all adjustments (consisting only of normal recurring adjustments) that are necessary to state fairly the results for such interim period. We prepare our financial statements in accordance with U.S. generally accepted accounting principles (GAAP). Our historical results are not necessarily indicative of the results that should be expected in the future. The summary of our consolidated financial data set forth below should be read together with our consolidated financial statements and the related notes, as well as "Management's Discussion and Analysis of Financial Condition and Results of Operations," included elsewhere in this prospectus.

	Year ended December 31,			**Three months ended March 31,**	
	2013 (Restated)	**2012**	**2011**	**2014**	**2013**
	(in thousands, except per share data)				
Statement of Operations Data					
Revenues	$81,245	$40,285	$19,168	$35,649	$11,738
Cost of Revenues	21,130	12,219	6,863	8,810	3,213
Gross Profit	60,115	28,066	12,305	26,839	8,525
Operating Costs and Expenses					
Research and Development, net	22,309	15,866	15,377	8,621	4,606
Sales and Marketing	12,331	6,434	6,134	2,842	4,890
General and Administrative	10,277	7,418	2,567	30,851	