

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Scanlon Richard T</u> (Last) (First) (Middle) <u>C/O TABOOLA.COM LTD.</u> <u>16 MADISON SQUARE WEST 7TH FLOOR</u> (Street) <u>NEW YORK NY 10010</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Taboola.com Ltd. [TBLA]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/08/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares	11/08/2024		G		150,000 ⁽¹⁾	D	\$0	1,034,552	I	by LLC ⁽²⁾
Ordinary Shares								187,759 ⁽³⁾	D	
Ordinary Shares								320,642	I	see footnote ⁽⁴⁾
Ordinary Shares								367,886	I	see footnote ⁽⁵⁾
Ordinary Shares								1,254,300	I	see footnote ⁽⁶⁾
Ordinary Shares								510,512	I	see footnote ⁽⁷⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

Explanation of Responses:

- The reported shares were transferred as a bona fide charitable gift. No shares were sold.
- Reporting Person is the sole member of this LLC.
- Includes 59,172 Restricted Share Units ("RSUs"). 100% of the RSUs will vest on May 1, 2025, subject to the Reporting Person's continuous service through the vesting date. Each RSU represents the right to receive one ordinary share upon vesting and settlement. Reporting Person is the founder and managing partner of Marker LLC ("Marker") and is obligated to remit the proceeds of any sale of ordinary shares issued to the Reporting Person upon vesting of RSUs to Marker. As such, the Reporting Person disclaims beneficial ownership of the securities reported herein for purposes of Section 16 of the Securities Exchange Act of 1934 ("Section 16"), except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that such shares are beneficially owned by him for Section 16 or any other purpose.
- The ordinary shares are held directly by Marker Lantern I Ltd. ("Marker I"). Marker Lantern Management Ltd. ("Marker Management") is the manager of Marker I. The Reporting Person is a director of Marker Management and, in such capacity, has shared voting and dispositive power with respect to the shares held by Marker I. The Reporting Person disclaims beneficial ownership of such shares for purposes of Section 16, except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that such shares are beneficially owned by him for Section 16 or any other purpose.
- The ordinary shares are held directly by Marker Lantern II Ltd. ("Marker II"). Marker Lantern II Manager Ltd. ("Marker II Manager") is the manager of Marker II. The Reporting Person is a director of Marker II Manager and, in such capacity, has shared voting and dispositive power with respect to the shares held by Marker II. The Reporting Person disclaims beneficial ownership of such shares for purposes of Section 16, except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that such shares are beneficially owned by him for Section 16 or any other purpose.
- The ordinary shares are held directly by Marker II LP Taboola Series E LP ("Marker II TSE"). Marker II GP, Ltd. ("Marker II GP") is the general partner of Marker II TSE. The Reporting Person is a director of Marker II GP and, in such capacity, has shared voting and dispositive power with respect to the shares held by Marker II TSE. The Reporting Person disclaims beneficial ownership of such shares for purposes of Section 16, except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that such shares are beneficially owned by him for Section 16 or any other purpose.
- The ordinary shares are held directly by Marker Follow-On Fund, LP ("Marker Follow-On"). Marker Follow-On Fund GP, Ltd. ("Marker Follow-On GP") is the general partner of Marker Follow-On.

The Reporting Person is a director of Marker Follow-On GP and, in such capacity, has shared voting and dispositive power with respect to the shares held by Marker Follow-On. The Reporting Person disclaims beneficial ownership of such shares for purposes of Section 16, except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that such shares are beneficially owned by him for Section 16 or any other purpose.

/s/ John Ferrantino, Attorney-
in-fact

11/13/2024

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.