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

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**SCHEDULE 13G**

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

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**Taboola.com LTD.**  
(Name of Issuer)

**Ordinary Shares, no par value per share**  
(Title of Class of Securities)

**M8744T106**  
(CUSIP Number)

**December 31, 2023**  
(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1.	Names of Reporting Persons STG III, L.P.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization United States	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 13,329,164(1)
	6.	Shared Voting Power 0
	7.	Sole Dispositive Power 13,329,164(1)
	8.	Shared Dispositive Power 0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 13,329,164(1)	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row (9) 4.5%(2)	
12.	Type of Reporting Person (See Instructions) OO	

Pursuant to Rule 13d-3(d)(1)(i), the Ordinary Shares of Taboola.com LTD. (the “**Company**”) reported as being beneficially owned by the reporting person at December 31, 2023, are included in this Schedule 13G because the reporting person is deemed to beneficially own such shares. Such Ordinary Shares represent approximately 4.5% of the outstanding Ordinary Shares (based on 298,239,500 Ordinary Shares outstanding as of October 31, 2023, as reported in the Form 10-Q for the quarterly period ended September 30, 2023 filed by the Company with the Securities and Exchange Commission on November 8, 2023).

- (1) Shares held directly by STG III, L.P. STG III GP, L.P. is the sole general partner of STG III, L.P. and STG III-A, L.P. and consequently has the power to vote or direct the voting, or dispose, or direct the disposition of all of the Shares. STG UGP, LLC is the sole general partner of STG III GP, L.P. and controls the voting or disposition of all of the Shares. Dr. Wadhvani is the Manager of STG UGP, LLC and either has the sole authority and discretion to manage and conduct the affairs of STG UGP, LLC or has veto power over the management and conduct of STG UGP, LLC. STG III GP, L.P.; STG UGP, LLC; and Dr. Wadhvani each disclaim beneficial ownership of the Shares held directly by STG III, L.P. and STG III-A, L.P. except to the extent of their pecuniary interest.
- (2) Based on 298,239,500 Ordinary Shares outstanding as of October 31, 2023, as reported in the Form 10-Q for the quarterly period ended September 30, 2023 filed by the Company with the Securities and Exchange Commission on November 8, 2023.

1.	Names of Reporting Persons STG III-A, L.P.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization United States	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 1,767,862(1)
	6.	Shared Voting Power 0
	7.	Sole Dispositive Power 1,767,862(1)
	8.	Shared Dispositive Power 0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 1,767,862(1)	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row (9) 0.6%(2)	
12.	Type of Reporting Person (See Instructions) OO	

Pursuant to Rule 13d-3(d)(1)(i), the Ordinary Shares of Taboola.com LTD. (the “**Company**”) reported as being beneficially owned by the reporting person at December 31, 2023, are included in this Schedule 13G because the reporting person is deemed to beneficially own such shares. Such Ordinary Shares represent approximately 0.6% of the outstanding Ordinary Shares (based on 298,239,500 Ordinary Shares outstanding as of October 31, 2023, as reported in the Form 10-Q for the quarterly period ended September 30, 2023 filed by the Company with the Securities and Exchange Commission on November 8, 2023).

- (1) Shares held directly by STG III-A, L.P. STG III GP, L.P. is the sole general partner of STG III, L.P. and STG III-A, L.P. and consequently has the power to vote or direct the voting, or dispose, or direct the disposition of all of the Shares. STG UGP, LLC is the sole general partner of STG III GP, L.P. and controls the voting or disposition of all of the Shares. Dr. Wadhvani is the Manager of STG UGP, LLC and either has the sole authority and discretion to manage and conduct the affairs of STG UGP, LLC or has veto power over the management and conduct of STG UGP, LLC. STG III GP, L.P.; STG UGP, LLC; and Dr. Wadhvani each disclaim beneficial ownership of the Shares held directly by STG III, L.P. and STG III-A, L.P. except to the extent of their pecuniary interest.
- (2) Based on 298,239,500 Ordinary Shares outstanding as of October 31, 2023, as reported in the Form 10-Q for the quarterly period ended September 30, 2023 filed by the Company with the Securities and Exchange Commission on November 8, 2023.

**Item 1.**

- (a) Name of issuer  
Taboola.Com LTD. (the “**Company**”).
- (b) Address of issuer’s principal executive offices  
16 Madison Square West 7<sup>th</sup> Floor  
New York, NY 10010

**Item 2.**

- (a) Name of persons filing  
This Schedule 13G is being filed by STG III, L.P. and STG III-A, L.P. (each, a “**Reporting Person**” and together, the “**Reporting Persons**”).
- (b) Address or principal business office or, if none, residence  
The address of the principal business office of each Reporting Person is:  
1300 El Camino, Suite 3000, Menlo Park, California 94025
- (c) Citizenship  
Each Reporting Person is a Delaware Limited Partnership.
- (d) Title of class of securities  
Ordinary shares, no par value (the “**Ordinary Shares**”).
- (e) CUSIP No.  
M8744T106

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

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78c).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E).
- (f)  An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(ii)(F).
- (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G).
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j)  A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J).
- (k)  Group in accordance with § 240.13d-1(b)(ii)(J).

If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_

**Item 4. Ownership**

(a)-(c) The information relating to the beneficial ownership of Ordinary Shares by the Reporting Persons set forth in Rows 5 through 9 and Row 11 on pages 2 and 3 hereto is incorporated herein by reference.

The ownership percentages of the Reporting Persons set forth in Row 11 on pages 2 and 3 hereto have been calculated based on an assumed total of 298,239,500 Ordinary Shares outstanding as of October 31, 2023, as reported in the Form 10-Q for the quarterly period ended September 30, 2023 filed by the Company with the Securities and Exchange Commission on November 8, 2023.

**Item 5. Ownership of 5 Percent or Less of a Class.**

Not applicable.

**Item 6. Ownership of More than 5 Percent on Behalf of Another Person.**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

See Exhibit B.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certifications.**

Not applicable.

**SIGNATURES**

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

Dated: February 2, 2024

STG III, L.P.  
By: STG III GP, L.P.  
By: STG UGP, LLC

By: /s/ Stephen Henkenmeier  
Stephen Henkenmeier, Managing Director & CFO

STG III-A, L.P.  
By: STG III GP, L.P.  
By: STG UGP, LLC

By: /s/ Stephen Henkenmeier  
Stephen Henkenmeier, Managing Director & CFO

**EXHIBIT A**  
**JOINT FILING AGREEMENT**

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him, her or it contained herein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities or persons, except to the extent that he, she or it knows or has reason to believe that such information is inaccurate.

EXECUTED as of this 2nd day of February, 2024.

STG III, L.P.

By: STG III GP, L.P.

By: STG UGP, LLC

By: /s/ Stephen Henkenmeier

Stephen Henkenmeier, Managing Director & CFO

STG III-A, L.P.

By: STG III GP, L.P.

By: STG UGP, LLC

By: /s/ Stephen Henkenmeier

Stephen Henkenmeier, Managing Director & CFO

**EXHIBIT B**

Due to the relationships between them, the reporting persons hereunder may be deemed to constitute a "group" with one another for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934.