

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

OMB Number: 3235-0104

Estimated average burden

hours per response: 0.5

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

1. Name and Address of Reporting Person * <u>Maniv Eldad</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. Date of Event Requiring Statement (Month/Day/Year) <u>01/01/2023</u>	3. Issuer Name and Ticker or Trading Symbol <u>Taboola.com Ltd. [TBLA]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and COO</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Ordinary Shares	9,081,308 ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾	D	

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Share Option (Right to Buy)	(5)	03/19/2024	Ordinary Shares	270,070 ⁽⁴⁾	0.91	D	
Share Option (Right to Buy)	(6)	04/11/2031	Ordinary Shares	1,437,229	8.21	D	

Explanation of Responses:

- Includes 5,917,041 ordinary shares.
- Includes 1,727,038 vested Restricted Share Units ("RSUs"). The RSUs will not convert to ordinary shares until the satisfaction of additional time-based settlement conditions to occur in four variable installments during 2023. The settlements are not conditioned on the Reporting Person's provision of service on settlement date. Each RSU represents the right to receive one ordinary share upon settlement.
- Includes 1,437,229 RSUs which vested or shall vest in equal quarterly installments through 2026, subject to the Reporting Person's provision of service to the Issuer on each vesting date. The RSUs will not convert to ordinary shares until the satisfaction of additional time-based settlement conditions to occur in variable installments through 2026. The settlements are not conditioned on the Reporting Person's provision of service on settlement date. Each RSU represents the contingent right to receive one ordinary share of the Issuer upon vesting and settlement.
- In November 2022, the Reporting Person irrevocably conveyed his rights to direct the transfer of the reported shares or their proceeds, in each case including the shares underlying RSUs and share options, to a trust for which the Reporting Person's spouse is the sole beneficiary. The Reporting Person disclaims beneficial ownership for the purpose of Section 16 of the Securities Exchange Act of 1934 ("Section 16"), except to the extent of his indirect pecuniary interest, if any, and his dispositive power, if any, therein. This report shall not be deemed an admission that such shares are beneficially owned by him for Section 16 or any other purpose.
- Immediately exercisable.
- 1/16th of the share option award vested on January 1, 2022, and 1/16th of the remaining shares subject to the option award vested or shall vest in equal quarterly installments thereafter, subject to the Reporting Person's provision of service to the Issuer on each vesting date.

Remarks:

Exhibit 24 - Power of Attorney (attached)

/s/ John Ferrantino,
Attorney-in-fact

** Signature of Reporting Person

01/03/2023

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 5 (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.

POWER OF ATTORNEY

Know all by these present, that the undersigned hereby constitutes and appoints each of Blythe Holden, Robert Zuccaro, John Ferrantino and Ross Miga, or each of them signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

(1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;

(2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Taboola.com Ltd. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and file such form with the SEC and any stock exchange or similar authority; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 19th day of October 2022.

Signature: /s/ Eldad Maniv

Print Name: Eldad Maniv