

**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

<b>1. Name and Address of Reporting Person*</b> <u>Shachar Erez</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)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> 01/01/2023	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>Taboola.com Ltd. [ TBLA ]</u>	
		<b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person 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	77,217 <sup>(1)(2)(3)</sup>	D	
Ordinary Shares	21,822,632	I	See footnote <sup>(4)</sup>
Ordinary Shares	2,452,749	I	See footnote <sup>(5)</sup>

**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			

**Explanation of Responses:**

- Includes 18,006 ordinary shares.
- Includes 59,211 Restricted Share Units ("RSUs"). 100% of the RSUs will vest on June 30, 2023 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.
- The Reporting Person is a principal and managing partner of Evergreen Venture Partners, Ltd. ("Evergreen Venture Partners"), and is obligated to remit the proceeds of any sale of ordinary shares issued to the Reporting Person upon vesting of RSUs to Evergreen Venture Partners. 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 reported shares are held directly by Evergreen V, L.P. ("Evergreen V"). Evergreen 5 G.P. Ltd. ("Evergreen 5") is the general partner of Evergreen V GP, LP ("Evergreen V GP"), which is the general partner of Evergreen V. Evergreen Venture Partners is the sole shareholder of Evergreen 5. The Reporting Person is a principal and managing partner of Evergreen Venture Partners, and disclaims beneficial ownership of such securities 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 reported shares are held directly by Evergreen VA, L.P. ("Evergreen VA"). Evergreen 5 is the general partner of Evergreen V GP, which is the general partner of Evergreen VA. Evergreen Venture Partners is the sole shareholder of Evergreen 5. The Reporting Person disclaims beneficial ownership of such securities 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.

**Remarks:**

Exhibit 24 - Power of Attorney (attached)

/s/ John Ferrantino,  
Attorney-in-fact

01/03/2023

\*\* 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 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 5th day of October 2022.

Signature: /s/ Erez Shachar

Print Name: Erez Shachar