

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL	
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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>Walker Stephen C</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>Chief Financial Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) <u>01/03/2023</u>
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	509,166 ⁽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)	06/14/2026	Ordinary Shares	270,070	2.63	D	
Share Option (Right to Buy)	(5)	08/27/2028	Ordinary Shares	256,567	2.63	D	
Share Option (Right to Buy)	(6)	09/17/2030	Ordinary Shares	270,070	2.63	D	
Share Option (Right to Buy)	(7)	03/15/2031	Ordinary Shares	266,500	8.21	D	

Explanation of Responses:

- This amendment is being filed to correct the amount of non-derivative securities beneficially owned which was originally reported incorrectly due to an administrative error.
- Includes 58,963 ordinary shares.
- Includes 101,276 Restricted Share Units ("RSUs") which shall vest in equal quarterly installments through 2024, subject to the Reporting Person's provision of service to the Issuer on each vesting date. Each RSU represents the right to receive one ordinary share upon vesting and settlement.
- Includes 348,927 RSUs which shall vest in equal quarterly installments through 2026, subject to the Reporting Person's provision of service to the Issuer on each vesting date. Each RSU represents the right to receive one ordinary share upon vesting and settlement.
- Immediately exercisable.
- 1/16th of the share option award vested on September 1, 2020, 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.
- 1/16th of the share option award vested on August 16, 2021, 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.

/s/ John Ferrantino,
Attorney-in-fact

02/03/2023

** 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.

