

| OMB APPROVAL             |                     |
|--------------------------|---------------------|
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

|  |   |  |
|--|---|--|
| 1. Name and Address of Reporting Person*<br><u>Maniv Eldad</u><br><br>(Last) (First) (Middle)<br>C/O TABOOLA.COM LTD.<br>16 MADISON SQUARE WEST 7TH FLOOR<br><br>(Street)<br>NEW YORK NY 10010<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Taboola.com Ltd. [ TBLA ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>President and COO</b> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>01/10/2024                  |  |
|  | 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                 | 01/10/2024                           |  | S <sup>(1)(2)</sup>            |   | 142,749   | D          | \$4.38 <sup>(3)</sup> | 9,399,280   | D  |   |
| Ordinary Shares                 | 01/11/2024                           |  | S <sup>(1)(2)</sup>            |   | 151,704   | D          | \$4.18 <sup>(4)</sup> | 9,247,576 <sup>(5)(6)(7)(8)</sup>   | D  |   |

**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) |
|--|--|--------------------------------------|--|--------------------------------|--|--|-----------------|---|--|--|---|--|
|  |  |                                      |  |                                |  | Date Exercisable   | Expiration Date |   |  |  |   |  |

**Explanation of Responses:**

- The Reporting Person is subject to taxation in the United States and in Israel, which differ significantly in how they tax equity compensation. Among other differences, the use of a net issuance mechanism, while customary in the United States, may have adverse tax consequences in Israel. Due to these differences, the sales reported in this Form 4 were made in connection with the Reporting Person's tax obligations.
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 30, 2023.
- This transaction was executed in multiple trades at prices ranging from \$4.34 to \$4.48. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$4.09 to \$4.34. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effected.
- Includes 7,536,109 ordinary shares.
- Includes 718,616 Restricted Share Units ("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 of the Issuer upon vesting.
- Includes 992,851 RSUs which vested or shall vest in equal quarterly installments through 2027, 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 an additional time-based settlement condition to occur on or after two years and one day following the date of grant. The settlement is not conditioned on the Reporting Person's provision of service on settlement date. Each RSU represents the right to receive one ordinary share upon vesting and settlement.
- Includes 8,254,725 ordinary shares, including the ordinary shares underlying RSUs, as to which in November 2022 the Reporting Person irrevocably conveyed his rights to a trust for which the Reporting Person's spouse is the sole beneficiary. The Reporting Person disclaims beneficial ownership in such shares 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.

/s/ John Ferrantino, Attorney-in-fact 01/12/2024

\*\* 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.