

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* <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)	2. Issuer Name and Ticker or Trading Symbol <u>Taboola.com Ltd. [TBLA]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/09/2024</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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	08/09/2024		A		59,172 ⁽¹⁾	A	\$0	187,759 ⁽²⁾	D	
Ordinary Shares								20,730,847	I	see footnote ⁽³⁾
Ordinary Shares								2,330,765	I	see footnote ⁽⁴⁾
Ordinary Shares								12,211	I	see footnote ⁽⁵⁾

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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- Restricted Share Units ("RSUs") granted to the Reporting Person in connection with their service on the Issuer's Board of Directors. 100% of the RSUs shall vest on May 1, 2025, 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 GP 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.
- The reported shares were acquired in a distribution-in-kind in May 2024 and are held directly by Evergreen V GP. Evergreen 5 is the general partner of Evergreen V GP. 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.

/s/ John Ferrantino, Attorney-in-fact 08/13/2024

** 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.