

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of Earliest Event Reported): June 7, 2024

Mobileye Global Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

001-41541
(Commission File Number)

88-0666433
(IRS Employer Identification
Number)

c/o Mobileye B.V.
Har Hotzvim, Shlomo Momo HaLevi Street 1
Jerusalem 9777015, Israel
(Address of principal executive offices and zip code)

+972-2-541-7333
(Registrant's telephone number, including area code)

Former name or former address, if changed since last report: N/A

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock (\$0.001 Par Value)	MBLY	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On June 7, 2024, the Board of Directors (the “Board”) of Mobileye Global Inc. (“Mobileye”) appointed Secretary Elaine L. Chao as a member of the Board, effective as of June 7, 2024. The Board has determined that Sec. Chao qualifies as an independent director under the corporate governance standards of the Nasdaq Stock Market LLC. Upon her appointment as a non-employee member of the Board, Sec. Chao will receive the standard compensation paid to each non-employee member of the Board, consisting of (i) an annual grant of restricted stock units (“RSUs”) with a value of \$200,000, issued pursuant to the Mobileye 2022 Equity Incentive Plan, subject to 100% vesting on the first anniversary of the grant date of such RSUs, and (ii) an annual retainer of \$60,000, paid quarterly in installments, in each case subject to her continued service as a director. As of the time of this filing, the Board has not made a final determination regarding the committees of the Board, if any, to which Sec. Chao will be appointed.

There are no family relationships between Sec. Chao and any director or executive officer of Mobileye. Sec. Chao does not have any direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Item 7.01 Regulation FD Disclosure.

A copy of the press release issued by Mobileye on June 10, 2024 announcing the appointment of Ms. Chao as a member of Mobileye’s Board is attached as Exhibit 99.1 hereto.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
<u>99.1</u> 104	<u>Mobileye Global Inc. press release dated June 10, 2024</u> Cover Page Interactive Data File (formatted in iXBRL)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Mobileye Global Inc.

Date: June 10, 2024

By: /s/ Professor Amnon Shashua
Professor Amnon Shashua
Chief Executive Officer



Mobileye appoints Elaine L. Chao to its Board of Directors

JERUSALEM, June 10, 2024 — Mobileye Global Inc. (Nasdaq: MBLY) announced today the appointment of Elaine L. Chao to the Mobileye Global Inc. Board of Directors as an independent director, effective as of June 7, 2024.

“It’s an honor to have former U.S. Secretary of Transportation and U.S. Secretary of Labor Elaine Chao join Mobileye’s board as an independent director,” said Patrick P. Gelsinger, chair of Mobileye’s board of directors. “Elaine’s experience in technology, transportation and business transformation will bring a wealth of knowledge to our mission of advancing road safety through advanced technology.”

Secretary Chao has had a distinguished career as a national and global leader in the public, private and nonprofit sectors. She has been confirmed to two Cabinet positions by the United States Senate on a strong bipartisan basis, serving as the 24th U.S. Secretary of Labor from 2001 to 2009 and the 18th U.S. Secretary of Transportation from 2017 to 2021. She was the first woman of Asian American heritage to serve in a U.S. Presidential cabinet. Beyond her extensive government service, Secretary Chao has also served as a director for several public companies, from Fortune 500 firms to technology and transportation innovators, as well as across the nonprofit sector.

“Having known Secretary Chao for several years, I know she will make an immediate and positive contribution to Mobileye’s board,” said Mobileye President and CEO Prof. Amnon Shashua. “She has long been a vocal advocate for breakthrough technology that benefits all road users, a key part of our mission at Mobileye.”

Secretary Chao earned her master’s in business administration from Harvard Business School and her undergraduate degree in economics from Mount Holyoke College. She was President and CEO of United Way America, Director of the Peace Corps, and a banker with Citicorp and Bank of America. In recognition of her accomplishments in public service, she is also the recipient of 38 honorary doctorate degrees.

Media Contact: PR@mobileye.com

Mobileye (Nasdaq: MBLY) leads the evolution of mobility with our autonomous driving and driver-assistance technologies, based on world-renowned expertise in artificial intelligence, computer vision, mapping, and integrated hardware and software. Since our founding in 1999, Mobileye has enabled the wide adoption of advanced driver-assistance systems while pioneering groundbreaking technologies such as REM™ crowdsourced mapping, True Redundancy™ sensing, Responsibility-Sensitive Safety™ (RSS™) driving policy and Driving Experience Platform (DXP). These technologies support a product portfolio structured for scale and designed to unlock the full potential of mobility, offering a range of solutions from premium ADAS to autonomous vehicles. By the end of 2023, approximately 170 million vehicles worldwide have been equipped with Mobileye technology. In 2022, Mobileye listed as an independent company separate from Intel (Nasdaq: INTC), which retains majority ownership. For more information, visit <https://www.mobileye.com>.

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