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

**FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Mobileye Global Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of Incorporation
or Organization)

7372
(Primary Standard Industrial
Classification Code Number)

88-0666433
(I.R.S. Employer
Identification Number)

**c/o Mobileye B.V.
Har Hotzvim, 13 Hartom Street
P.O. Box 45157
Jerusalem 9777513, Israel
+972-2-541-7333**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**Anat Heller
Chief Financial Officer
c/o Mobileye B.V.
Har Hotzvim, 13 Hartom Street
P.O. Box 45157
Jerusalem 9777513, Israel
+972-2-541-7333**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**P. Michelle Gasaway
Gregg A. Noel
Skadden, Arps, Slate, Meagher & Flom LLP
300 South Grand Avenue
Los Angeles, California 90071
(213) 687-5000**

**Liz Cohen-Yerushalmi
Chief Legal Officer and General Counsel
c/o Mobileye B.V.
Har Hotzvim, 13 Hartom Street
P.O. Box 45157
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+972-2-541-7333**

**John L. Savva
Sullivan & Cromwell LLP
1870 Embarcadero Road
Palo Alto, California 94303
(650) 461-5600**

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. **333-267685**

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 under the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-1 is being filed with respect to the registration of an additional \$47,150,000 of shares of Class A common stock, par value \$0.01 per share, of Mobileye Global Inc. (the “Registrant”), pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement relates to the Registrant’s Registration Statement on [Form S-1 \(File No. 333-267685\) \(the “Prior Registration Statement”\)](#), [initially filed by the Registrant on September 30, 2022](#) and declared effective by the Securities and Exchange Commission (the “Commission”) on October 25, 2022. The additional \$47,150,000 of shares of Class A common stock being registered is solely as a result of an increase in the initial public offering price per share; the number of shares of Class A common stock (47,150,000 shares) registered on the Prior Registration Statement is unchanged. The required opinion of counsel and related consent and accountant’s consent are attached hereto and filed herewith. Pursuant to Rule 462(b), the contents of the Prior Registration Statement, including the exhibits thereto, are incorporated by reference into this Registration Statement.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

a. Exhibits

All exhibits filed with or incorporated by reference in the Prior Registration Statement are incorporated by reference into, and shall be deemed a part of, this Registration Statement, and the following additional exhibits are filed herewith, as part of this Registration Statement:

b. Financial Statement Schedules

No financial statement schedules are provided because the information called for is not applicable or is shown in the financial statements or notes thereto.

EXHIBIT INDEX

NO.	DESCRIPTION OF EXHIBIT
5.1	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP
23.1	Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 5.1)
23.2	Consent of Kesselman & Kesselman, Certified Public Accountants (Isr.), a member firm of PricewaterhouseCoopers International Limited, an independent registered public accounting firm.
24.1	Powers of Attorney (included in signature page to the Registrant's Prior Registration Statement on Form S-1 (File No. 333-267685)).
107	Filing Fee Table

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Jerusalem, Israel on October 25, 2022.

MOBILEYE GLOBAL INC.

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

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on October 25, 2022.

<u>Signature</u>	<u>Capacity</u>
* <u>Professor Amnon Shashua</u>	Chief Executive Officer, President, and Director (Principal Executive Officer)
* <u>Anat Heller</u>	Chief Financial Officer (Principal Financial and Accounting Officer)
* <u>Patrick P. Gelsinger</u>	Chair of the Board of Directors
*By: <u>/s/ Professor Amnon Shashua</u> Professor Amnon Shashua, Attorney-In-Fact	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
300 SOUTH GRAND AVENUE, SUITE 3400
LOS ANGELES, CALIFORNIA 90071

TEL: (212) 735-3000
FAX: (212) 735-2000
www.skadden.com

October 25, 2022

Mobileye Global Inc.
Har Hotzvim, 13 Hartom Street
P.O. Box 45157 Jerusalem 9777513, Israel

RE: Mobileye Global Inc.
Registration Statement on Form S-1

Ladies and Gentlemen:

We have acted as special United States counsel to Intel Corporation, a Delaware corporation (“Intel” or “Our Client”), in connection with the public offering by Mobileye Global Inc., a Delaware corporation (the “Company”) of 47,150,000 shares of Class A common stock, par value \$0.01 per share (“Class A Common Stock”), of the Company (including up to 6,150,000 shares of Class A Common Stock subject to an over-allotment option) (the “Shares”).

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933 (the “Securities Act”).

In rendering the opinion stated herein, we have examined and relied upon the following:

(a) the registration statement on Form S-1 (File No. 333-267685) of the Company relating to the Shares filed with the Securities and Exchange Commission (the “Commission”) on September 30, 2022 under the Securities Act, and Pre-Effective Amendment No. 1 thereto, including the information deemed to be a part of the registration statement pursuant to Rule 430A of the General Rules and Regulations under the Securities Act (the “Rules and Regulations”), which registration statement was declared effective by the Commission on October 25, 2022 (such registration statement, as so amended, being hereinafter referred to as the “Registration Statement”);

- (b) the registration statement on Form S-1 for the purpose of registering with the Commission pursuant to Rule 462(b) under the Securities Act an additional \$47,150,000 of shares of Class A Common Stock, relating to the Registration Statement (the “462(b) Registration Statement”);
 - (c) the prospectus, dated October 18, 2022 (the “Prospectus”), which forms a part of and is included in the Registration Statement;
 - (d) the form of the Underwriting Agreement (the “Underwriting Agreement”) proposed to be entered into among the Company, Goldman Sachs & Co. LLC and Morgan Stanley & Co. LLC, as representatives of the several Underwriters named in Schedule I thereto (the “Underwriters”), relating to the sale by the Company to the Underwriters of the Shares, filed as Exhibit 1.1 to the Registration Statement;
 - (e) an executed copy of a certificate of Patrick Bombach, former President and Secretary of the Company, dated the date hereof (the “Former Secretary’s Certificate”);
 - (f) an executed copy of a certificate of Liz Cohen-Yerushalmi, Chief Legal Officer, General Counsel and Secretary of the Company, dated the date hereof (the “Secretary’s Certificate”);
 - (g) an executed copy of a certificate of Patrick Bombach, Assistant Secretary of Intel, dated the date hereof (the “Intel Secretary’s Certificate”);
 - (h) a copy of the Company’s Certificate of Incorporation, as amended, certified by the Secretary of State of the State of Delaware as of October 14, 2022 and certified pursuant to the Secretary’s Certificate and the Former Secretary’s Certificate;
 - (i) the form of the Company’s Amended and Restated Certificate of Incorporation, to be in effect prior to the consummation of the offering of the Shares and filed as Exhibit 3.4 to the Registration Statement (the “Amended and Restated Certificate of Incorporation”);
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(j) a copy of the Company's By-laws, as amended and in effect as of the date hereof and certified pursuant to the Secretary's Certificate and the Former Secretary's Certificate;

(k) the form of the Company's Amended and Restated By-laws, to be in effect prior to the consummation of the offering of the Shares and filed as Exhibit 3.5 to the Registration Statement (the "Amended and Restated By-laws");

(l) a copy of certain resolutions of the Board of Directors of the Company, adopted on February 28, 2022 and September 30, 2022, certified pursuant to the Former Secretary's Certificate;

(m) a copy of certain resolutions of the Board of Directors of the Company, adopted on October 17, 2022, certified pursuant to the Secretary's Certificate; and

(n) a copy of certain resolutions of the stockholder of the Company, adopted on March 1, 2022, April 12, 2022 and September 30, 2022, and certain resolutions of the Offering Committee thereof, adopted on May 3, 2022, September 13, 2022, and certain resolutions of the Pricing Subcommittee of the Offering Committee adopted on October 16, 2022, certified pursuant to the Intel Secretary's Certificate.

We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of Intel and the Company and such agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Intel and Company and others, and such other documents as we have deemed necessary or appropriate as a basis for the opinions stated below, including the facts and conclusions set forth in the Secretary's Certificate and the Intel Secretary's Certificate and the factual representations and warranties contained in the Underwriting Agreement.

In our examination, we have assumed the genuineness of all signatures, including electronic signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photocopied copies, and the authenticity of the originals of such copies. As to any facts relevant to the opinions stated herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and others and of public officials, including the factual representations and warranties set forth in the Underwriting Agreement. In addition, we have assumed that the issuance of the Shares will not violate or conflict with any agreement or instrument binding on the Company (except that we do not make this assumption with respect to the Amended and Restated Certificate of Incorporation and the Amended and Restated By-laws).

We do not express any opinion with respect to the laws of any jurisdiction other than the General Corporation Law of the State of Delaware (the “DGCL”).

Based upon the foregoing and subject to the qualifications and assumptions stated herein, we are of the opinion that when (i) the 462(b) Registration Statement, as finally amended (including all necessary post-effective amendments), has become effective under the Securities Act; (ii) the Underwriting Agreement has been duly authorized, executed and delivered by the Company and the other parties thereto; (iii) the Amended and Restated Certificate of Incorporation has been filed with the Secretary of State of the State of Delaware and has become effective and the Board of Directors of the Company, including any appropriate committee appointed thereby, has taken all necessary corporate action to adopt the Company’s Amended and Restated Bylaws and to approve the issuance and sale of the Shares and related matters, including the price per share of the Shares; (iv) the Shares are registered in the Company’s share registry and delivered upon payment of the consideration therefor determined by the Board of Directors, the Shares, when issued and sold in accordance with the provisions of the Underwriting Agreement, will be duly authorized by all requisite corporate action on the part of the Company under the DGCL and validly issued, fully paid and nonassessable, provided that the consideration therefor is not less than \$0.01 per Share.

We hereby consent to the reference to our firm under the heading “Validity of Common Stock” in the Prospectus forming part of the Registration Statement. We also hereby consent to the filing of this opinion with the Commission as an exhibit to the 462(b) Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations.

Very truly yours,

/s/ Skadden, Arps, Slate, Meagher & Flom LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated March 2, 2022 relating to the financial statements of Mobileye Group (a business of Intel Corporation), which appears in Amendment No. 1 to the Registration Statement on Form S-1 (File No. 333-267685) of Mobileye Global Inc. We also consent to the reference to us under the heading “Experts” in Amendment No. 1 to the Registration Statement on Form S-1 (File No. 333-267685) incorporated by reference in this Registration Statement.

/s/ Kesselman & Kesselman

Certified Public Accountants (Isr.)

A member firm of PricewaterhouseCoopers International Limited

Tel Aviv, Israel

October 25, 2022

CALCULATION OF FILING FEE TABLES

Form S-1
(Form Type)**Mobileye Global Inc.**
(Exact Name of Registrant as Specified in its Charter)Table 1: Newly Registered and Carry Forward Securities

	Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price ^{1,2}	Fee Rate	Amount of Registration Fee ³
Newly Registered Securities								
Fees to Be Paid	Equity	Class A common stock, par value \$0.01 per share	Rule 457(o)	—	—	\$ 47,150,000.00	.00011020	\$ 5,195.93
Fees Previously Paid	Equity	Class A common stock, par value \$0.01 per share	Rule 457(o)	—	—	\$ 1,000,000,000.00	—	\$ 92,700.00
Total Offering Amounts						\$ 47,150,000.00		\$ 5,195.93
Total Fees Previously Paid								\$ 92,700.00
Total Fee Offsets								\$ 5,195.93
Net Fee Due								\$ 0

1 Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(o) under the Securities Act of 1933, as amended.

2 Includes shares of our common stock subject to the underwriters' option to purchase additional shares.

3 The Registrant previously registered securities with a proposed maximum aggregate offering price of \$943,000,000 on its registration statement on Form S-1, as amended (File No. 333-267685) (the "Prior Registration Statement"), which was declared effective by the Securities and Exchange Commission on October 25, 2022. In accordance with Rule 462(b) under the Securities Act of 1933, as amended, an additional amount of securities having a proposed maximum aggregate offering price of \$47,150,000 is hereby registered, which includes shares of Class A common stock subject to the underwriters' option to purchase additional shares. No separate registration fee is required because the registrant previously paid \$92,700 in connection with the initial filing on September 30, 2022 of the Prior Registration Statement for a proposed maximum aggregate offering price of \$1,000,000,000 at a registration fee rate of \$92.70 per million. Currently \$6,281.40 of the registration fees included on the initial filing of the Prior Registration Statement remain available to the registrant, of which \$5,195.93 are being applied here.