

Mellanox Technologies, Ltd.  
Form 8-K  
April 21, 2010

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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):

April 21, 2010

Mellanox Technologies, Ltd.

(Exact name of registrant as specified in its charter)

Israel

001-33299

980233400

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

Hermon Building, Yokneam,

20692

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

972-4-909-7200

Not Applicable

Former name or former address, if changed since last report

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))

**Top of the Form**

**Item 2.02 Results of Operations and Financial Condition.**

The information in Exhibit 99.1 attached to this current report is furnished pursuant to Item 2.02 of this Form 8-K. Consequently, it is not deemed "filed" for the purposes of Section 18 of the Securities and Exchange Act of 1934 (the "Exchange Act"), or otherwise subject to the liabilities of that section. It may only be incorporated by reference in another filing under the Exchange Act or the Securities Act of 1933 if such subsequent filing specifically references this Form 8-K.

On April 21, 2010, Mellanox Technologies, Ltd. (the "Company") publicly disseminated a press release announcing its financial results for the first quarter ended March 31, 2010. The foregoing description is qualified in its entirety by reference to the press release dated April 21, 2010, a copy of which is attached hereto as Exhibit 99.1.

In addition to disclosing financial results calculated in accordance with United States (U.S.) generally accepted accounting principles (GAAP), Exhibit 99.1 attached hereto contains non-GAAP financial measures of net income and earnings per share, which are adjusted from results based on GAAP to exclude share-based compensation expenses and the changes in certain deferred tax assets.

The Company believes these non-GAAP results provide useful information to both management and investors, as these non-GAAP results exclude expenses that are not indicative of our core operating results. Management believes it is useful to exclude share-based compensation expenses and the changes in certain deferred tax assets because it enhances investors' ability to understand our business from the same perspective as management, which believes that such items are not directly attributable to nor reflect the underlying performance of the Company's business operations. Further, management believes certain non-cash charges such as share-based compensation and the changes in certain deferred tax assets do not reflect the cash operating results of the Company's business during its fiscal first quarter of 2010.

These Non-GAAP measures should be considered in addition to results prepared in accordance with GAAP, and should not be considered a substitute for, or superior to, GAAP results. These non-GAAP measures may be different than the non-GAAP measures used by other companies.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibit is filed with this Form 8-K:

99.1 Press Release dated April 21, 2010.

**Top of the Form**

**SIGNATURES**

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

Mellanox Technologies, Ltd.

*April 21, 2010*

By: */s/ Michael Gray*

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*Name: Michael Gray  
Title: Chief Financial Officer*

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**Top of the Form**

Exhibit Index

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1	Press Release dated April 21, 2010