

Mellanox Technologies, Ltd.
Form SC 13D
November 20, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO

§ 240.13d-2(a)

(Amendment No.)¹

Mellanox Technologies, Ltd.

(Name of Issuer)

Ordinary Shares, nominal value NIS 0.0175 per share

(Title of Class of Securities)

M51363113

(CUSIP Number)

JEFFREY C. SMITH

STARBOARD VALUE LP

777 Third Avenue, 18th Floor

New York, New York 10017

(212) 845-7977

STEVE WOLOSKY, ESQ.

ANDREW FREEDMAN, ESQ.

OLSHAN FROME WOLOSKY LLP

Edgar Filing: Mellanox Technologies, Ltd. - Form SC 13D

1325 Avenue of the Americas

New York, New York 10019

(212) 451-2300

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

November 8, 2017

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box “.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 for other parties to whom copies are to be sent.

1 The remainder of this cover page shall be filled out for a reporting person’s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

CUSIP NO. M51363113

1 NAME OF REPORTING
PERSON

2 STARBOARD VALUE LP
CHECK THE
APPROPRIATE
BOX IF A MEMBER (a)
OF A GROUP
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO
CHECK BOX IF
DISCLOSURE OF
LEGAL
PROCEEDINGS IS
REQUIRED
PURSUANT TO
ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION

NUMBER OF 7 DELAWARE
SHARES SOLE VOTING
BENEFICIALLY 5,006,621
POWER

OWNED BY 8 SHARED
VOTING
POWER

EACH
REPORTING - 0 -

PERSON WITH 9 SOLE
DISPOSITIVE
POWER

10 5,006,621
SHARED
DISPOSITIVE
POWER

- 0 -

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

	5,006,621*
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14	9.8% TYPE OF REPORTING PERSON
	PN

* Includes 1,640,000 shares underlying certain forward purchase contracts exercisable within 60 days hereof.

CUSIP NO. M51363113

1	NAME OF REPORTING PERSON	
	STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)	
	(b)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	CAYMAN ISLANDS	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		3,298,713
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		3,298,713
	10	SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

3,298,713*

12 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

6.5%

14 TYPE OF REPORTING
PERSON

CO

* Includes 1,640,000 shares underlying certain forward purchase contracts exercisable within 60 days hereof.

CUSIP NO. M51363113

1	NAME OF REPORTING PERSON	
	STARBOARD VALUE AND OPPORTUNITY S LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)	
	(b)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	DELAWARE	
7	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER
		440,135
8		SHARED VOTING POWER
		- 0 -
9		SOLE DISPOSITIVE POWER
		440,135
10		

SHARED
DISPOSITIVE
POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

440,135
12 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

14 Less than 1%
TYPE OF REPORTING
PERSON

OO

CUSIP NO. M51363113

1	NAME OF REPORTING PERSON	
	STARBOARD VALUE AND OPPORTUNITY C LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)	
	(b)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		247,597
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		247,597
	10	SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

247,597
12 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

Less than 1%
14 TYPE OF REPORTING
PERSON

PN

CUSIP NO. M51363113

1	NAME OF REPORTING PERSON	
	STARBOARD VALUE R LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER ^(a) OF A GROUP ^(b)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		247,597
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		247,597
	10	SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

247,597
12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

14 Less than 1%
TYPE OF REPORTING
PERSON

PN

CUSIP NO. M51363113

1	NAME OF REPORTING PERSON	
	STARBOARD VALUE R GP LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER ^(a) OF A GROUP ^(b)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		247,597
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		247,597
	10	SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

247,597
12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

14 Less than 1%
TYPE OF REPORTING
PERSON

OO

CUSIP NO. M51363113

1	NAME OF REPORTING PERSON
	STARBOARD LEADERS
	PAPA LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER ^(a) OF A GROUP ^(b)
3	SEC USE ONLY
4	SOURCE OF FUNDS
	WC
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	DELAWARE
NUMBER OF	7
SHARES	SOLE VOTING POWER
BENEFICIALLY	456,609
OWNED BY	8
EACH	SHARED VOTING POWER
REPORTING	- 0 -
PERSON WITH	9
	SOLE DISPOSITIVE POWER
	456,609
	10
	SHARED DISPOSITIVE

POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

456,609
12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

14 Less than 1%
TYPE OF REPORTING
PERSON

OO

CUSIP NO. M51363113

1	NAME OF REPORTING PERSON	
	STARBOARD LEADERS FUND LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER ^(a) OF A GROUP ^(b)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	DELAWARE	
NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY		456,609
OWNED BY	8	SHARED VOTING POWER
EACH REPORTING		- 0 -
PERSON WITH	9	SOLE DISPOSITIVE POWER
		456,609
	10	SHARED DISPOSITIVE

POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

456,609
12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

14 Less than 1%
TYPE OF REPORTING
PERSON

PN

CUSIP NO. M51363113

1	NAME OF REPORTING PERSON
	STARBOARD VALUE A LP
2	CHECK THE APPROPRIATE BOX IF A MEMBER ^(a) OF A GROUP ^(b)
3	SEC USE ONLY
4	SOURCE OF FUNDS
	OO
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	DELAWARE
NUMBER OF	7
SHARES	SOLE VOTING POWER
BENEFICIALLY	456,609
OWNED BY	8
EACH	SHARED VOTING POWER
REPORTING	- 0 -
PERSON WITH	9
	SOLE DISPOSITIVE POWER
	456,609
	10
	SHARED DISPOSITIVE

POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

456,609
12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

14 Less than 1%
TYPE OF REPORTING
PERSON

PN

CUSIP NO. M51363113

1	NAME OF REPORTING PERSON	
	STARBOARD VALUE A GP LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER ^(a) OF A GROUP ^(b)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	DELAWARE	
NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY		456,609
OWNED BY	8	SHARED VOTING POWER
EACH REPORTING		- 0 -
PERSON WITH	9	SOLE DISPOSITIVE POWER
		456,609
	10	SHARED DISPOSITIVE

POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

456,609
12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

Less than 1%
14 TYPE OF REPORTING
PERSON

OO

CUSIP NO. M51363113

1	NAME OF REPORTING PERSON	
	STARBOARD VALUE GP LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER ^(a) OF A GROUP ^(b)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		5,006,621
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		5,006,621
	10	SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

5,006,621*

12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

9.8%

14 TYPE OF REPORTING
PERSON

OO

* Includes 1,640,000 shares underlying certain forward purchase contracts exercisable within 60 days hereof.

CUSIP NO. M51363113

1	NAME OF REPORTING PERSON	
	STARBOARD PRINCIPAL CO LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER ^(a) OF A GROUP ^(b)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		5,006,621
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		5,006,621
	10	SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

5,006,621*

12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

9.8%

14 TYPE OF REPORTING
PERSON

PN

* Includes 1,640,000 shares underlying certain forward purchase contracts exercisable within 60 days hereof.

CUSIP NO. M51363113

1	NAME OF REPORTING PERSON	
	STARBOARD PRINCIPAL CO GP LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER ^(a) OF A GROUP ^(b)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		5,006,621
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		5,006,621
	10	SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

5,006,621*

12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

9.8%

14 TYPE OF REPORTING
PERSON

OO

* Includes 1,640,000 shares underlying certain forward purchase contracts exercisable within 60 days hereof.

CUSIP NO. M51363113

1	NAME OF REPORTING PERSON														
	JEFFREY C. SMITH														
2	CHECK THE APPROPRIATE BOX IF A MEMBER ^(a) OF A GROUP ^(b)														
3	SEC USE ONLY														
4	SOURCE OF FUNDS														
	OO														
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)														
6	CITIZENSHIP OR PLACE OF ORGANIZATION														
	USA														
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<table border="0"> <tr> <td style="vertical-align: top; padding-right: 20px;">7</td> <td>SOLE VOTING POWER</td> </tr> <tr> <td></td> <td>- 0 -</td> </tr> <tr> <td style="vertical-align: top; padding-right: 20px;">8</td> <td>SHARED VOTING POWER</td> </tr> <tr> <td></td> <td>5,006,621</td> </tr> <tr> <td style="vertical-align: top; padding-right: 20px;">9</td> <td>SOLE DISPOSITIVE POWER</td> </tr> <tr> <td></td> <td>- 0 -</td> </tr> <tr> <td style="vertical-align: top; padding-right: 20px;">10</td> <td>SHARED DISPOSITIVE POWER</td> </tr> </table>	7	SOLE VOTING POWER		- 0 -	8	SHARED VOTING POWER		5,006,621	9	SOLE DISPOSITIVE POWER		- 0 -	10	SHARED DISPOSITIVE POWER
7	SOLE VOTING POWER														
	- 0 -														
8	SHARED VOTING POWER														
	5,006,621														
9	SOLE DISPOSITIVE POWER														
	- 0 -														
10	SHARED DISPOSITIVE POWER														

5,006,621
11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

5,006,621*
12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

9.8%
14 TYPE OF REPORTING
PERSON

IN

* Includes 1,640,000 shares underlying certain forward purchase contracts exercisable within 60 days hereof.

CUSIP NO. M51363113

1	NAME OF REPORTING PERSON	
	MARK R. MITCHELL	
2	CHECK THE APPROPRIATE BOX IF A MEMBER ^(a) OF A GROUP ^(b)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		- 0 -
	8	SHARED VOTING POWER
		5,006,621
	9	SOLE DISPOSITIVE POWER
		- 0 -
	10	SHARED DISPOSITIVE POWER

5,006,621
11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

5,006,621*
12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

9.8%
14 TYPE OF REPORTING
PERSON

IN

* Includes 1,640,000 shares underlying certain forward purchase contracts exercisable within 60 days hereof.

CUSIP NO. M51363113

1	NAME OF REPORTING PERSON	
	PETER A. FELD	
2	CHECK THE APPROPRIATE BOX IF A MEMBER ^(a) OF A GROUP ^(b)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 8 9 10	SOLE VOTING POWER - 0 - SHARED VOTING POWER 5,006,621 SOLE DISPOSITIVE POWER - 0 - SHARED DISPOSITIVE POWER

5,006,621
11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

5,006,621*
12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

9.8%
14 TYPE OF REPORTING
PERSON

IN

* Includes 1,640,000 shares underlying certain forward purchase contracts exercisable within 60 days hereof.

CUSIP NO. M51363113

The following constitutes the Schedule 13D filed by the undersigned (the “Schedule 13D”).

Item 1.

Security and Issuer.

This statement relates to the Ordinary Shares, nominal value NIS 0.0175 per share (the “Shares”), of Mellanox Technologies, Ltd., an Israeli corporation (the “Issuer”). The address of the principal executive offices of the Issuer is Beit Mellanox, Yokneam, Israel 20692.

Item 2.

Identity and Background.

(a) This statement is filed by:

- (i) Starboard Value and Opportunity Master Fund Ltd, a Cayman Islands exempted company (“Starboard V&O Fund”), with respect to the Shares directly and beneficially owned by it;
- (ii) Starboard Value and Opportunity S LLC, a Delaware limited liability company (“Starboard S LLC”), with respect to the Shares directly and beneficially owned by it;
- (iii) Starboard Value and Opportunity C LP, a Delaware limited partnership (“Starboard C LP”), with respect to the Shares directly and beneficially owned by it;
 - (iv) Starboard Value R LP (“Starboard R LP”), as the general partner of Starboard C LP;
 - (v) Starboard Value R GP LLC (“Starboard R GP”), as the general partner of Starboard R LP;
- (vi) Starboard Leaders Papa LLC, a Delaware limited liability company (“Starboard Papa LLC”), with respect to the Shares directly and beneficially owned by it;
 - (vii) Starboard Leaders Fund LP (“Starboard Leaders Fund”), as a member of Starboard Papa LLC;
- (viii) Starboard Value A LP (“Starboard A LP”), as the general partner of Starboard Leaders Fund and the managing member of Starboard Papa LLC;
 - (ix) Starboard Value A GP LLC (“Starboard A GP”), as the general partner of Starboard A LP;
- (x) Starboard Value LP (“Starboard Value LP”), as the investment manager of Starboard V&O Fund, Starboard C LP, Starboard Papa LLC, Starboard Leaders Fund and of a certain managed account (the “Starboard Value LP Account”) and the manager of Starboard S LLC;
- (xi) Starboard Value GP LLC (“Starboard Value GP”), as the general partner of Starboard Value LP;

CUSIP NO. M51363113

- (xii) Starboard Principal Co LP (“Principal Co”), as a member of Starboard Value GP;
- (xiii) Starboard Principal Co GP LLC (“Principal GP”), as the general partner of Principal Co;
- (xiv) Jeffrey C. Smith, as a member of Principal GP and as a member of each of the Management Committee of Starboard Value GP and the Management Committee of Principal GP;
- (xv) Mark R. Mitchell, as a member of Principal GP and as a member of each of the Management Committee of Starboard Value GP and the Management Committee of Principal GP; and
- (xvi) Peter A. Feld, as a member of Principal GP and as a member of each of the Management Committee of Starboard Value GP and the Management Committee of Principal GP.

Each of the foregoing is referred to as a “Reporting Person” and collectively as the “Reporting Persons.” Each of the Reporting Persons is party to that certain Joint Filing Agreement, as further described in Item 6. Accordingly, the Reporting Persons are hereby filing a joint Schedule 13D.

(b) The address of the principal office of each of Starboard S LLC, Starboard C LP, Starboard R LP, Starboard R GP, Starboard Value LP, Starboard Value GP, Principal Co, Principal GP, Starboard Papa LLC, Starboard Leaders Fund, Starboard A LP, Starboard A GP and Messrs. Smith, Mitchell and Feld is 777 Third Avenue, 18th Floor, New York, New York 10017. The address of the principal office of Starboard V&O Fund is 89 Nexus Way, Camana Bay, PO Box 31106, Grand Cayman KY1-1205, Cayman Islands. The officers and directors of Starboard V&O Fund and their principal occupations and business addresses are set forth on Schedule A and are incorporated by reference in this Item 2.

(c) The principal business of Starboard V&O Fund is serving as a private investment fund. Starboard V&O Fund has been formed for the purpose of making equity investments and, on occasion, taking an active role in the management of portfolio companies in order to enhance shareholder value. Starboard S LLC, Starboard C LP and Starboard Papa LLC have been formed for the purpose of investing in securities and engaging in all related activities and transactions. The principal business of Starboard Leaders Fund is serving as a private investment partnership. Starboard Value LP provides investment advisory and management services and acts as the investment manager of Starboard V&O Fund, Starboard C LP, Starboard Papa LLC, Starboard Leaders Fund, and the Starboard Value LP Account and the manager of Starboard S LLC. The principal business of Starboard Value GP is providing a full range of investment advisory, pension advisory and management services and serving as the general partner of Starboard Value LP. The principal business of Principal Co is providing investment advisory and management services. Principal Co is a member of Starboard Value GP. Principal GP serves as the general partner of Principal Co. Starboard R LP serves as the general partner of Starboard C LP. Starboard R GP serves as the general partner of Starboard R LP. Starboard A LP serves as the general partner of Starboard Leaders Fund and the managing member of Starboard Papa LLC. Starboard A GP serves as the general partner of Starboard A LP. Messrs. Smith, Mitchell and Feld serve as members of Principal GP and the members of each of the Management Committee of Starboard Value GP and the Management Committee of Principal GP.

CUSIP NO. M51363113

- (d) No Reporting Person, nor any person listed on Schedule A, annexed hereto, has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) No Reporting Person, nor any person listed on Schedule A, annexed hereto, has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (f) Messrs. Smith, Mitchell and Feld are citizens of the United States of America. The citizenship of the persons listed on Schedule A is set forth therein.

Item 3. Source and Amount of Funds or Other Consideration.

The Shares purchased by each of Starboard V&O Fund, Starboard S LLC, Starboard C LP, and Starboard Papa LLC, and held in the Starboard Value LP Account were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases, except as otherwise noted, as set forth in Schedule B, which is incorporated by reference herein. The aggregate purchase price of the 1,658,713 Shares beneficially owned by Starboard V&O Fund is approximately \$79,407,984, excluding brokerage commissions. The aggregate purchase price of the entered into over-the-counter forward purchase contracts providing for the purchase of 1,640,000 Shares by Starboard V&O Fund is approximately \$74,750,192, excluding commissions. The aggregate purchase price of the 440,135 Shares beneficially owned by Starboard S LLC is approximately \$20,691,598, excluding brokerage commissions. The aggregate purchase price of the 247,597 Shares beneficially owned by Starboard C LP is approximately \$11,640,459, excluding brokerage commissions. The aggregate purchase price of the 456,609 Shares beneficially owned by Starboard Papa LLC is approximately \$22,979,261, excluding brokerage commissions. The aggregate purchase price of the 563,567 Shares held in the Starboard Value LP Account is approximately \$26,539,458, excluding brokerage commissions.

Item 4. Purpose of Transaction.

The Reporting Persons purchased the Shares based on the Reporting Persons' belief that the Shares, when purchased, were undervalued and represented an attractive investment opportunity. Depending upon overall market conditions, other investment opportunities available to the Reporting Persons, and the availability of Shares at prices that would make the purchase or sale of Shares desirable, the Reporting Persons may endeavor to increase or decrease their position in the Issuer through, among other things, the purchase or sale of Shares on the open market or in private transactions or otherwise, on such terms and at such times as the Reporting Persons may deem advisable.

The Reporting Persons have been following the Issuer for years as part of their coverage of the semiconductor industry, and have been noting the growing disparity between the Issuer's margins, growth, and stock price performance compared to its peer group. The Reporting Persons' interest in the Issuer is solely based on their view that tremendous value can be created through operational improvements or other strategic alternatives.

Peter A. Feld, a principal of Starboard Value LP, is a director of Marvell Technology Group Ltd. ("Marvell"), which is a competitor in certain business lines of the Issuer. In the past, Marvell has expressed an interest in discussing with the Issuer a potential strategic transaction on a negotiated friendly basis. The Issuer has declined to enter into any such discussions. To the knowledge of the Reporting Persons there are no current discussions regarding a strategic transaction between Marvell and the Issuer and Mr. Feld, while continuing to serve as a director of Marvell, has agreed that he would recuse himself from participation in any discussions at Marvell regarding any potential interest in the Issuer.

CUSIP NO. M51363113

No Reporting Person has any present plan or proposal which would relate to or result in any of the matters set forth in subparagraphs (a) - (j) of Item 4 of Schedule 13D except as set forth herein or such as would occur upon or in connection with completion of, or following, any of the actions discussed herein. The Reporting Persons intend to review their investment in the Issuer on a continuing basis. Depending on various factors including, without limitation, the Issuer's financial position and investment strategy, the price levels of the Shares, conditions in the securities markets and general economic and industry conditions, the Reporting Persons may in the future take such actions with respect to their investment in the Issuer as they deem appropriate including, without limitation, engaging in communications with management and the Board of Directors of the Issuer, engaging in discussions with stockholders of the Issuer or other third parties about the Issuer and the Reporting Persons' investment, including potential business combinations or dispositions involving the Issuer or certain of its businesses, making recommendations or proposals to the Issuer concerning changes to the capitalization, ownership structure, board structure (including board composition), potential business combinations or dispositions involving the Issuer or certain of its businesses, or suggestions for improving the Issuer's financial and/or operational performance, purchasing additional Shares, selling some or all of their Shares, engaging in short selling of or any hedging or similar transaction with respect to the Shares, including swaps and other derivative instruments, or changing their intention with respect to any and all matters referred to in Item 4.

Item 5.

Interest in Securities of the Issuer.

The aggregate percentage of Shares reported owned by each person named herein is based upon 50,928,819 Shares outstanding, as of October 27, 2017, which is the total number of Shares outstanding as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 3, 2017.

A.

Starboard V&O Fund

(a) As of the close of business on November 20, 2017, Starboard V&O Fund beneficially owned 3,298,713 Shares, including 1,640,000 Shares underlying certain forward purchase contracts.

Percentage: Approximately 6.5%

(b)

1. Sole power to vote or direct vote: 3,298,713
2. Shared power to vote or direct vote: 0
3. Sole power to dispose or direct the disposition: 3,298,713
4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Starboard V&O Fund during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

CUSIP NO. M51363113

B. Starboard S LLC

(a) As of the close of business on November 20, 2017, Starboard S LLC beneficially owned 440,135 Shares.
Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 440,135
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 440,135
 4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Starboard S LLC during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

C. Starboard C LP

(a) As of the close of business on November 20, 2017, Starboard C LP beneficially owned 247,597 Shares.
Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 247,597
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 247,597
 4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Starboard C LP during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

D. Starboard R LP

(a) Starboard R LP, as the general partner of Starboard C LP, may be deemed the beneficial owner of the 247,597 shares owned by Starboard C LP.
Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 247,597
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 247,597
 4. Shared power to dispose or direct the disposition: 0

Starboard R LP has not entered into any transactions in the Shares during the past sixty days. The transactions in (c) the Shares on behalf of Starboard C LP during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

E. Starboard R GP

(a) Starboard R GP, as the general partner of Starboard R LP, may be deemed the beneficial owner of the 247,597 shares owned by Starboard C LP.
Percentage: Less than 1%

CUSIP NO. M51363113

- (b)
1. Sole power to vote or direct vote: 247,597
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 247,597
 4. Shared power to dispose or direct the disposition: 0

Starboard R GP has not entered into any transactions in the Shares during the past sixty days. The transactions in (c) the Shares on behalf of Starboard C LP during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

F.

Starboard Papa LLC

(a) As of the close of business on November 20, 2017, Starboard Papa LLC beneficially owned 456,609 Shares.
Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 456,609
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 456,609
 4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Starboard Papa LLC during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

G.

Starboard Leaders Fund

(a) Starboard Leaders Fund, as a member of Starboard Papa LLC, may be deemed the beneficial owner of the 456,609 Shares owned by Starboard Papa LLC.
Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 456,609
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 456,609
 4. Shared power to dispose or direct the disposition: 0

Starboard Leaders Fund has not entered into any transactions in the Shares during the past sixty days. The (c) transactions in the Shares on behalf of Starboard Papa LLC during the past sixty days are set forth in Schedule B and are incorporated herein by reference

H.

Starboard A LP

(a) Starboard A LP, as the general partner of Starboard Leaders Fund and the managing member of Starboard Papa LLC, may be deemed the beneficial owner of the 456,609 Shares owned by Starboard Papa LLC.
Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 456,609
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 456,609
 4. Shared power to dispose or direct the disposition: 0

CUSIP NO. M51363113

Starboard A LP has not entered into any transactions in the Shares during the past sixty days. The transactions in (c) the Shares on behalf of Starboard Papa LLC during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

I.

Starboard A GP

(a) Starboard A GP, as the general partner of Starboard A LP, may be deemed the beneficial owner of the 456,609 Shares owned by Starboard Papa LLC.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 456,609
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 456,609
 4. Shared power to dispose or direct the disposition: 0

Starboard A GP has not entered into any transactions in the Shares during the past sixty days. The transactions in (c) the Shares on behalf of Starboard Papa LLC during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

J.

Starboard Value LP

As of the close of business on November 20, 2017, 563,567 Shares were held in the Starboard Value LP Account. Starboard Value LP, as the investment manager of Starboard V&O Fund, Starboard C LP, Starboard Papa LLC, and the Starboard Value LP Account and the manager of Starboard S LLC, may be deemed the beneficial owner of (a) the (i) 3,298,713 Shares owned by Starboard V&O Fund, (ii) 440,135 Shares owned by Starboard S LLC, (iii) 247,597 Shares owned by Starboard C LP, (iv) 456,609 Shares owned by Starboard Papa LLC, and (v) 563,567 Shares held in the Starboard Value LP Account.

Percentage: Approximately 9.8%

- (b)
1. Sole power to vote or direct vote: 5,006,621
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 5,006,621
 4. Shared power to dispose or direct the disposition: 0

The transactions in the Shares by Starboard Value LP through the Starboard Value LP Account and on behalf of (c) each of Starboard V&O Fund, Starboard S LLC, Starboard C LP and Starboard Papa LLC during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

K.

Starboard Value GP

Starboard Value GP, as the general partner of Starboard Value LP, may be deemed the beneficial owner of the (i) 3,298,713 Shares owned by Starboard V&O Fund, (ii) 440,135 Shares owned by Starboard S LLC, (iii) 247,597 (a) Shares owned by Starboard C LP, (iv) 456,609 Shares owned by Starboard Papa LLC, and (v) 563,567 Shares held in the Starboard Value LP Account.

Percentage: Approximately 9.8%

CUSIP NO. M51363113

- (b)
1. Sole power to vote or direct vote: 5,006,621
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 5,006,621
 4. Shared power to dispose or direct the disposition: 0

(c) Starboard Value GP has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP, Starboard Papa LLC and through the Starboard Value LP Account during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

L.

Principal Co

(a) Principal Co, as a member of Starboard Value GP, may be deemed the beneficial owner of the (i) 3,298,713 Shares owned by Starboard V&O Fund, (ii) 440,135 Shares owned by Starboard S LLC, (iii) 247,597 Shares owned by Starboard C LP, (iv) 456,609 Shares owned by Starboard Papa LLC, and (v) 563,567 Shares held in the Starboard Value LP Account.

Percentage: Approximately 9.8%

- (b)
1. Sole power to vote or direct vote: 5,006,621
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 5,006,621
 4. Shared power to dispose or direct the disposition: 0

(c) Principal Co has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP, Starboard Papa LLC and through the Starboard Value LP Account during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

M.

Principal GP

(a) Principal GP, as the general partner of Principal Co, may be deemed the beneficial owner of the (i) 3,298,713 Shares owned by Starboard V&O Fund, (ii) 440,135 Shares owned by Starboard S LLC, (iii) 247,597 Shares owned by Starboard C LP, (iv) 456,609 Shares owned by Starboard Papa LLC, and (v) 563,567 Shares held in the Starboard Value LP Account.

Percentage: Approximately 9.8%

- (b)
1. Sole power to vote or direct vote: 5,006,621
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 5,006,621
 4. Shared power to dispose or direct the disposition: 0

(c) Principal GP has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP, Starboard Papa LLC and through the Starboard Value LP Account during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

CUSIP NO. M51363113

N. Messrs. Smith, Mitchell and Feld

Each of Messrs. Smith, Mitchell and Feld, as a member of Principal GP and as a member of each of the Management Committee of Starboard Value GP and the Management Committee of Principal GP, may be deemed (a) the beneficial owner of the (i) 3,298,713 Shares owned by Starboard V&O Fund, (ii) 440,135 Shares owned by Starboard S LLC, (iii) 247,597 Shares owned by Starboard C LP, (iv) 456,609 Shares owned by Starboard Papa LLC, and (v) 563,567 Shares held in the Starboard Value LP Account.
Percentage: Approximately 9.8%

- (b)
1. Sole power to vote or direct vote: 0
 2. Shared power to vote or direct vote: 5,006,621
 3. Sole power to dispose or direct the disposition: 0
 4. Shared power to dispose or direct the disposition: 5,006,621

None of Messrs. Smith, Mitchell or Feld has entered into any transactions in the Shares during the past sixty days. (c) The transactions in the Shares on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP, Starboard Papa LLC and through the Starboard Value LP Account during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

Each Reporting Person, as a member of a “group” with the other Reporting Persons for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, may be deemed the beneficial owner of the Shares directly owned by the other Reporting Persons. Each Reporting Person disclaims beneficial ownership of such Shares except to the extent of his or its pecuniary interest therein.

(d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the Shares.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.
Starboard V&O Fund entered into forward purchase contracts with UBS as the counterparty on the dates referenced in Schedule B providing for the purchase of an aggregate of 1,640,000 Shares having an aggregate purchase price of \$74,750,192 (each a “Forward Contract”). Each of the Forward Contracts has a final valuation date of April 26, 2019, however, Starboard V&O Fund has the ability to elect early settlement after serving notice to UBS of such intention at least two (2) scheduled trading days in advance of the desired early final valuation date. Each of the Forward Contracts provides for physical settlement. Until the settlement date, none of the Forward Contracts give the Reporting Persons voting or dispositive control over the Shares to which such contracts relate.

Starboard V&O Fund purchased in the over-the-counter market European-style call options on the date referenced in Schedule B referencing an aggregate of 460,000 Shares (representing less than 1% of the outstanding Shares) having an aggregate purchase price of \$11,416,326 (the “Call Options”). The Call Options have a strike price of \$25.00 per Share and expire on February 28, 2018. The Call Options are not exercisable until the expiration date, and accordingly, the Reporting Persons do not have voting or dispositive control over the Shares underlying the Call Options until and unless exercised on such date.

CUSIP NO. M51363113

On November 20, 2017, the Reporting Persons entered into a Joint Filing Agreement in which the Reporting Persons agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to the securities of the Issuer to the extent required by applicable law. The Joint Filing Agreement is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 7.

Material to be Filed as Exhibits.

- Joint Filing Agreement by and among Starboard Value and Opportunity Master Fund Ltd, Starboard Value and Opportunity S LLC, Starboard Value and Opportunity C LP, Starboard Value R LP, Starboard Value R GP LLC, 99.1 Starboard Leaders Papa LLC, Starboard Leaders Fund LP, Starboard Value A LP, Starboard Value A GP LLC, Starboard Value LP, Starboard Value GP LLC, Starboard Principal Co LP, Starboard Principal Co GP LLC, Jeffrey C. Smith, Mark R. Mitchell, and Peter A. Feld, dated November 20, 2017.
- 99.2 Power of Attorney for Jeffrey C. Smith, Mark R. Mitchell and Peter A. Feld, dated September 15, 2011.

CUSIP NO. M51363113

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: November 20, 2017

STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD STARBOARD VALUE A LP

By: Starboard Value LP,

its investment manager

By: Starboard Value A GP LLC,

its general partner

Starboard Value and Opportunity S LLC

By: Starboard Value LP,

its manager

STARBOARD VALUE LP

By: Starboard Value GP LLC,

its general partner

Starboard Value and Opportunity C LP

By: Starboard Value R LP,

its general partner

STARBOARD VALUE GP LLC

By: Starboard Principal Co LP,

its member

STARBOARD VALUE R LP

By: Starboard Value R GP LLC,

its general partner

STARBOARD PRINCIPAL CO LP

By: Starboard Principal Co GP LLC,

its general partner

STARBOARD LEADERS PAPA LLC

By: Starboard Value A LP,

its managing member

STARBOARD PRINCIPAL CO GP LLC

Starboard Value A GP LLC

Starboard Leaders Fund LP

Starboard Value R GP LLC

By: Starboard Value A LP,

its general partner

By: /s/ Jeffrey C. Smith
Name: Jeffrey C. Smith
Title: Authorized Signatory

/s/ Jeffrey C. Smith
Jeffrey C. Smith
Individually and as attorney-in-fact for Mark R. Mitchell and Peter A. Feld

CUSIP NO. M51363113

SCHEDULE A

Directors and Officers of Starboard Value and Opportunity Master Fund Ltd

<u>Name and Position</u>	<u>Principal Occupation</u>	<u>Principal Business Address</u>	<u>Citizenship</u>
		PO Box 10034, Harbour Place 2nd Floor	
Patrick Agemian Director	Director of Global Funds Management, Ltd.	103 South Church Street Grand Cayman Cayman Islands, KY1-1001	Canada
Mark R. Mitchell Director*		dms Governance dms House, 20 Genesis Close P.O. Box 31910	
Don Seymour Director	Managing Director of dms Governance	Grand Cayman Cayman Islands, KY1-1208	Cayman Islands

* Mr. Mitchell is a Reporting Person and, as such, the information with respect to Mr. Mitchell called for by Item 2 of Schedule 13D is set forth therein.

CUSIP NO. M51363113

SCHEDULE B**Transactions in the Shares During the Past Sixty Days**

<u>Nature of the Transaction</u>	<u>Amount of Securities</u> <u>Purchased/(Sold)</u>	<u>Date of</u> <u>Price (\$)</u> <u>Purchase/Sale</u>
----------------------------------	--	---

STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD

Purchase of Common Stock	4,895	44.9796 10/24/2017
Purchase of Common Stock	4,894	44.9796 10/24/2017
Purchase of Common Stock	5,063	44.9806 10/24/2017
Purchase of Common Stock	5,063	44.9806 10/24/2017
Purchase of Common Stock	148,237	45.0349 10/24/2017
Purchase of Common Stock	148,237	45.0349 10/24/2017
Purchase of Common Stock	1,280	45.0985 10/24/2017
Purchase of Common Stock	1,280	45.0985 10/24/2017
Purchase of Common Stock	9,797	45.1055 10/24/2017
Purchase of Common Stock	9,797	45.1055 10/24/2017
Purchase of Common Stock	21,461	45.1273 10/24/2017
Purchase of Common Stock	21,460	45.1273 10/24/2017
Purchase of Common Stock	489	45.1500 10/25/2017
Purchase of Common Stock	490	45.1500 10/25/2017
Purchase of Common Stock	11,366	45.2073 10/25/2017
Purchase of Common Stock	11,366	45.2073 10/25/2017
Purchase of Common Stock	8,703	45.2738 10/25/2017
Purchase of Common Stock	8,703	45.2738 10/25/2017
Purchase of Common Stock	38,403	45.4531 10/25/2017
Purchase of Common Stock	38,403	45.4531 10/25/2017

CUSIP NO. M51363113

Purchase of Common Stock	64,005	45.5055	10/25/2017
Purchase of Common Stock	64,005	45.5055	10/25/2017
Purchase of Common Stock	12,057	45.5343	10/25/2017
Purchase of Common Stock	12,058	45.5343	10/25/2017
Purchase of Common Stock	13,314	44.0613	10/26/2017
Purchase of Common Stock	13,314	44.0613	10/26/2017
Purchase of Common Stock	15,813	44.4061	10/26/2017
Purchase of Common Stock	15,813	44.4061	10/26/2017
Purchase of Common Stock	14,458	44.4544	10/26/2017
Purchase of Common Stock	14,458	44.4544	10/26/2017
Purchase of Common Stock	13,426	44.5413	10/26/2017
Purchase of Common Stock	13,426	44.5413	10/26/2017
Purchase of Common Stock	93,972	44.6656	10/26/2017
Purchase of Common Stock	93,972	44.6656	10/26/2017
Purchase of Common Stock	51,052	45.1686	10/26/2017
Purchase of Common Stock	51,052	45.1686	10/26/2017
Purchase of Common Stock	9,413	45.6499	10/26/2017
Purchase of Common Stock	9,412	45.6499	10/26/2017
Purchase of Forward Contract	300,000	45.7500	10/26/2017
Sale of Common Stock	(150,000)	45.7500	10/26/2017
Sale of Common Stock	(150,000)	45.7500	10/26/2017
Purchase of Common Stock	9,074	45.0059	10/27/2017
Purchase of Common Stock	9,073	45.0059	10/27/2017
Purchase of Common Stock	66,017	45.1990	10/27/2017
Purchase of Common Stock	66,017	45.1990	10/27/2017
Purchase of Common Stock	15,147	45.2081	10/27/2017

CUSIP NO. M51363113

Purchase of Forward Contract	15,147	45.2081	10/27/2017
Purchase of Common Stock	84,289	45.8654	10/27/2017
Purchase of Common Stock	84,288	45.8654	10/27/2017
Purchase of Common Stock	5,120	46.9015	10/30/2017
Purchase of Common Stock	5,121	46.9015	10/30/2017
Purchase of Common Stock	43,825	47.2817	10/30/2017
Purchase of Common Stock	43,825	47.2817	10/30/2017
Purchase of Common Stock	88,477	46.9794	10/31/2017
Purchase of Common Stock	88,478	46.9794	10/31/2017
Purchase of Common Stock	18,825	47.3500	10/31/2017
Purchase of Common Stock	18,825	47.3500	10/31/2017
Purchase of Common Stock	10,249	46.0473	11/01/2017
Purchase of Common Stock	10,249	46.0473	11/01/2017
Purchase of Common Stock	4,731	46.1000	11/01/2017
Purchase of Common Stock	4,731	46.1000	11/01/2017
Sale of Common Stock	(150,000)	44.2908	11/02/2017
Sale of Common Stock	(150,000)	44.2908	11/02/2017
Purchase of Forward Contract	300,000	44.3126	11/02/2017
Purchase of Common Stock	24,090	44.5109	11/02/2017
Purchase of Common Stock	24,090	44.5109	11/02/2017
Purchase of Common Stock	14,980	44.0851	11/03/2017
Purchase of Common Stock	14,980	44.0851	11/03/2017
Sale of Common Stock	(150,000)	44.1650	11/03/2017
Sale of Common Stock	(150,000)	44.1650	11/03/2017
Purchase of Forward Contract	300,000	44.1900	11/03/2017

CUSIP NO. M51363113

Purchase of Common Stock	9,400	45.2883	11/06/2017
Purchase of Common Stock	9,400	45.2883	11/06/2017
Purchase of Common Stock	9,325	45.5003	11/06/2017
Purchase of Common Stock	9,325	45.5003	11/06/2017
Sale of Common Stock	(150,000)	45.9684	11/06/2017
Sale of Common Stock	(150,000)	45.9684	11/06/2017
Purchase of Forward Contract	300,000	45.9850	11/06/2017
Purchase of Common Stock	7,490	45.9930	11/07/2017
Purchase of Common Stock	7,490	45.9930	11/07/2017
Sale of Common Stock	(150,000)	46.1568	11/07/2017
Sale of Common Stock	(150,000)	46.1568	11/07/2017
Purchase of Forward Contract	300,000	46.1718	11/07/2017
Purchase of Common Stock	97,557	46.0957	11/08/2017
Purchase of Common Stock	97,557	46.0957	11/08/2017
Purchase of Common Stock	75	47.9000	11/08/2017
Purchase of Common Stock	75	47.9000	11/08/2017
Purchase of Common Stock	322,407	48.4663	11/08/2017
Purchase of Common Stock	322,407	48.4663	11/08/2017
Purchase of Common Stock	8,058	48.9844	11/08/2017
Purchase of Common Stock	8,058	48.9844	11/08/2017
Purchase of Common Stock	124,946	49.8120	11/08/2017
Purchase of Common Stock	124,946	49.8120	11/08/2017
Sale of Common Stock	(100,000)	49.8593	11/08/2017
Sale of Common Stock	(100,000)	49.8593	11/08/2017
Purchase of Forward Contract	200,000	49.8705	11/08/2017
Sale of Common Stock	(75,000)	49.0006	11/09/2017
Sale of Common Stock	(75,000)	49.0006	11/09/2017
Purchase of Common Stock	187	49.0050	11/09/2017

CUSIP NO. M51363113

Purchase of Common Stock	187	49.0050 11/09/2017
Purchase of Common Stock	35,984	49.0070 11/09/2017
Purchase of Common Stock	35,983	49.0070 11/09/2017
Purchase of Forward Contract	150,000	49.0432 11/09/2017
Purchase of Common Stock	591	49.0747 11/09/2017
Purchase of Common Stock	591	49.0747 11/09/2017
Purchase of Common Stock	217	49.1000 11/09/2017
Purchase of Common Stock	217	49.1000 11/09/2017
Purchase of Common Stock	2,523	49.1455 11/10/2017
Purchase of Common Stock	2,522	49.1455 11/10/2017
Purchase of Common Stock	24,230	49.4205 11/10/2017
Purchase of Common Stock	24,230	49.4205 11/10/2017
Purchase of Common Stock	46,064	49.4372 11/10/2017
Purchase of Common Stock	46,063	49.4372 11/10/2017
Sale of Common Stock	(37,500)	48.8135 11/13/2017
Sale of Common Stock	(37,500)	48.8135 11/13/2017
Purchase of Forward Contract	75,000	48.8289 11/13/2017
Purchase of Common Stock	26,215	48.8379 11/13/2017
Purchase of Common Stock	26,215	48.8379 11/13/2017
Purchase of Common Stock	16,628	48.8500 11/13/2017
Purchase of Common Stock	16,628	48.8500 11/13/2017
Purchase of Common Stock	17,366	49.0119 11/13/2017
Purchase of Common Stock	17,365	49.0119 11/13/2017
Purchase of Common Stock	3,883	48.6998 11/14/2017
Purchase of Common Stock	3,883	48.6998 11/14/2017
Sale of Common Stock	(50,000)	48.7246 11/14/2017

CUSIP NO. M51363113

Sale of Common Stock	(50,000)	48.7246	11/14/2017
Purchase of Common Stock	36,437	48.7271	11/14/2017
Purchase of Common Stock	36,437	48.7271	11/14/2017
Purchase of Forward Contract	100,000	48.7452	11/14/2017
Purchase of Common Stock	44,303	48.8250	11/14/2017
Purchase of Common Stock	44,303	48.8250	11/14/2017
Purchase of Common Stock	16,681	48.5513	11/15/2017
Purchase of Common Stock	16,681	48.5513	11/15/2017
Purchase of Common Stock	48,685	48.7539	11/15/2017
Purchase of Common Stock	48,685	48.7539	11/15/2017
Sale of Common Stock	(37,500)	48.7979	11/15/2017
Sale of Common Stock	(37,500)	48.7979	11/15/2017
Purchase of Forward Contract	75,000	48.8213	11/15/2017
Purchase of Common Stock	37	49.4250	11/16/2017
Purchase of Common Stock	37	49.4250	11/16/2017
Purchase of Common Stock	3,745	49.4305	11/16/2017
Purchase of Common Stock	3,745	49.4305	11/16/2017
Purchase of Common Stock	8,089	49.3235	11/16/2017
Purchase of Common Stock	8,089	49.3235	11/16/2017
Purchase of Common Stock	46,208	49.3764	11/16/2017
Purchase of Common Stock	46,208	49.3764	11/16/2017
Sale of Forward Contract	(460,000)	49.5500	11/16/2017
Purchase of Call Options	460,000*	24.8181	11/16/2017

* Represents shares underlying European-style call options purchased in the over-the-counter market. These call options have a strike price of \$25.00 per share and expire on February 28, 2018.

CUSIP NO. M51363113

Starboard Value and Opportunity S LLC

Purchase of Common Stock 1,157 44.9796 10/24/2017
 Purchase of Common Stock 1,197 44.9806 10/24/2017
 Purchase of Common Stock 35,042 45.0349 10/24/2017
 Purchase of Common Stock 303 45.0985 10/24/2017
 Purchase of Common Stock 2,316 45.1055 10/24/2017
 Purchase of Common Stock 5,073 45.1273 10/24/2017
 Purchase of Common Stock 116 45.1500 10/25/2017
 Purchase of Common Stock 2,687 45.2073 10/25/2017
 Purchase of Common Stock 2,057 45.2738 10/25/2017
 Purchase of Common Stock 9,078 45.4531 10/25/2017
 Purchase of Common Stock 15,130 45.5055 10/25/2017
 Purchase of Common Stock 2,850 45.5343 10/25/2017
 Purchase of Common Stock 3,147 44.0613 10/26/2017
 Purchase of Common Stock 3,738 44.4061 10/26/2017
 Purchase of Common Stock 3,417 44.4544 10/26/2017
 Purchase of Common Stock 3,174 44.5413 10/26/2017
 Purchase of Common Stock 22,214 44.6656 10/26/2017
 Purchase of Common Stock 12,068 45.1686 10/26/2017
 Purchase of Common Stock 2,225 45.6499 10/26/2017
 Purchase of Common Stock 2,145 45.0059 10/27/2017
 Purchase of Common Stock 15,606 45.1990 10/27/2017
 Purchase of Common Stock 3,581 45.2081 10/27/2017
 Purchase of Common Stock 19,925 45.8654 10/27/2017
 Purchase of Common Stock 1,210 46.9015 10/30/2017
 Purchase of Common Stock 10,359 47.2817 10/30/2017

CUSIP NO. M51363113

Purchase of Common Stock 20,915 46.9794 10/31/2017
 Purchase of Common Stock 4,450 47.3500 10/31/2017
 Purchase of Common Stock 2,381 46.0473 11/01/2017
 Purchase of Common Stock 1,099 46.1000 11/01/2017
 Purchase of Common Stock 5,597 44.5109 11/02/2017
 Purchase of Common Stock 3,480 44.0851 11/03/2017
 Purchase of Common Stock 2,184 45.2883 11/06/2017
 Purchase of Common Stock 2,166 45.5003 11/06/2017
 Purchase of Common Stock 1,740 45.9930 11/07/2017
 Purchase of Common Stock 22,664 46.0957 11/08/2017
 Purchase of Common Stock 17 47.9000 11/08/2017
 Purchase of Common Stock 74,898 48.4663 11/08/2017
 Purchase of Common Stock 1,872 48.9844 11/08/2017
 Purchase of Common Stock 29,026 49.8120 11/08/2017
 Purchase of Common Stock 44 49.0050 11/09/2017
 Purchase of Common Stock 8,359 49.0070 11/09/2017
 Purchase of Common Stock 138 49.0747 11/09/2017
 Purchase of Common Stock 51 49.1000 11/09/2017
 Purchase of Common Stock 586 49.1455 11/10/2017
 Purchase of Common Stock 5,629 49.4205 11/10/2017
 Purchase of Common Stock 10,701 49.4372 11/10/2017
 Purchase of Common Stock 6,090 48.8379 11/13/2017
 Purchase of Common Stock 3,863 48.8500 11/13/2017
 Purchase of Common Stock 4,034 49.0119 11/13/2017
 Purchase of Common Stock 902 48.6998 11/14/2017

CUSIP NO. M51363113

Purchase of Common Stock 8,464 48.7271 11/14/2017
 Purchase of Common Stock 10,292 48.8250 11/14/2017
 Purchase of Common Stock 3,875 48.5513 11/15/2017
 Purchase of Common Stock 11,310 48.7539 11/15/2017
 Purchase of Common Stock 9 49.4250 11/16/2017
 Purchase of Common Stock 870 49.4305 11/16/2017
 Purchase of Common Stock 1,879 49.3235 11/16/2017
 Purchase of Common Stock 10,735 49.3764 11/16/2017

Starboard Value and Opportunity C LP

Purchase of Common Stock 650 44.9796 10/24/2017
 Purchase of Common Stock 673 44.9806 10/24/2017
 Purchase of Common Stock 19,686 45.0349 10/24/2017
 Purchase of Common Stock 170 45.0985 10/24/2017
 Purchase of Common Stock 1,301 45.1055 10/24/2017
 Purchase of Common Stock 2,850 45.1273 10/24/2017
 Purchase of Common Stock 65 45.1500 10/25/2017
 Purchase of Common Stock 1,509 45.2073 10/25/2017
 Purchase of Common Stock 1,156 45.2738 10/25/2017
 Purchase of Common Stock 5,100 45.4531 10/25/2017
 Purchase of Common Stock 8,500 45.5055 10/25/2017
 Purchase of Common Stock 1,601 45.5343 10/25/2017
 Purchase of Common Stock 1,768 44.0613 10/26/2017
 Purchase of Common Stock 2,100 44.4061 10/26/2017
 Purchase of Common Stock 1,920 44.4544 10/26/2017
 Purchase of Common Stock 1,783 44.5413 10/26/2017

CUSIP NO. M51363113

Purchase of Common Stock 12,479 44.6656 10/26/2017
 Purchase of Common Stock 6,780 45.1686 10/26/2017
 Purchase of Common Stock 1,250 45.6499 10/26/2017
 Purchase of Common Stock 1,205 45.0059 10/27/2017
 Purchase of Common Stock 8,767 45.1990 10/27/2017
 Purchase of Common Stock 2,011 45.2081 10/27/2017
 Purchase of Common Stock 11,194 45.8654 10/27/2017
 Purchase of Common Stock 680 46.9015 10/30/2017
 Purchase of Common Stock 5,820 47.2817 10/30/2017
 Purchase of Common Stock 11,750 46.9794 10/31/2017
 Purchase of Common Stock 2,500 47.3500 10/31/2017
 Purchase of Common Stock 1,341 46.0473 11/01/2017
 Purchase of Common Stock 619 46.1000 11/01/2017
 Purchase of Common Stock 3,152 44.5109 11/02/2017
 Purchase of Common Stock 1,960 44.0851 11/03/2017
 Purchase of Common Stock 1,230 45.2883 11/06/2017
 Purchase of Common Stock 1,220 45.5003 11/06/2017
 Purchase of Common Stock 980 45.9930 11/07/2017
 Purchase of Common Stock 12,764 46.0957 11/08/2017
 Purchase of Common Stock 10 47.9000 11/08/2017
 Purchase of Common Stock 42,184 48.4663 11/08/2017
 Purchase of Common Stock 1,054 48.9844 11/08/2017
 Purchase of Common Stock 16,348 49.8120 11/08/2017
 Purchase of Common Stock 25 49.0050 11/09/2017
 Purchase of Common Stock 4,708 49.0070 11/09/2017
 Purchase of Common Stock 77 49.0747 11/09/2017

CUSIP NO. M51363113

Purchase of Common Stock 28 49.1000 11/09/2017
 Purchase of Common Stock 330 49.1455 11/10/2017
 Purchase of Common Stock 3,170 49.4205 11/10/2017
 Purchase of Common Stock 6,027 49.4372 11/10/2017
 Purchase of Common Stock 3,430 48.8379 11/13/2017
 Purchase of Common Stock 2,175 48.8500 11/13/2017
 Purchase of Common Stock 2,272 49.0119 11/13/2017
 Purchase of Common Stock 508 48.6998 11/14/2017
 Purchase of Common Stock 4,767 48.7271 11/14/2017
 Purchase of Common Stock 5,797 48.8250 11/14/2017
 Purchase of Common Stock 2,182 48.5513 11/15/2017
 Purchase of Common Stock 6,370 48.7539 11/15/2017
 Purchase of Common Stock 5 49.4250 11/16/2017
 Purchase of Common Stock 490 49.4305 11/16/2017
 Purchase of Common Stock 1,059 49.3235 11/16/2017
 Purchase of Common Stock 6,047 49.3764 11/16/2017

STARBOARD Leaders papa llc

Purchase of Common Stock 975 49.6134 11/17/2017
 Purchase of Common Stock 2,099 49.6379 11/17/2017
 Purchase of Common Stock 120,343 49.8560 11/17/2017
 Purchase of Common Stock 71,745 49.8822 11/17/2017
 Purchase of Common Stock 51,447 49.9503 11/17/2017

Purchase of Common Stock 50,000 50.1000 11/20/2017
 Purchase of Common Stock 103,612 51.0891 11/20/2017
 Purchase of Common Stock 56,388 51.0719 11/20/2017

CUSIP NO. M51363113

STARBOARD VALUE LP

(Through the Starboard Value LP Account)

Purchase of Common Stock 1,404 44.9796 10/24/2017
 Purchase of Common Stock 1,452 44.9806 10/24/2017
 Purchase of Common Stock 42,522 45.0349 10/24/2017
 Purchase of Common Stock 367 45.0985 10/24/2017
 Purchase of Common Stock 2,811 45.1055 10/24/2017
 Purchase of Common Stock 6,156 45.1273 10/24/2017
 Purchase of Common Stock 140 45.1500 10/25/2017
 Purchase of Common Stock 3,260 45.2073 10/25/2017
 Purchase of Common Stock 2,497 45.2738 10/25/2017
 Purchase of Common Stock 11,016 45.4531 10/25/2017
 Purchase of Common Stock 18,360 45.5055 10/25/2017
 Purchase of Common Stock 3,459 45.5343 10/25/2017
 Purchase of Common Stock 3,819 44.0613 10/26/2017
 Purchase of Common Stock 4,536 44.4061 10/26/2017
 Purchase of Common Stock 4,147 44.4544 10/26/2017
 Purchase of Common Stock 3,852 44.5413 10/26/2017
 Purchase of Common Stock 26,956 44.6656 10/26/2017
 Purchase of Common Stock 14,645 45.1686 10/26/2017
 Purchase of Common Stock 2,700 45.6499 10/26/2017
 Purchase of Common Stock 2,603 45.0059 10/27/2017
 Purchase of Common Stock 18,937 45.1990 10/27/2017
 Purchase of Common Stock 4,345 45.2081 10/27/2017
 Purchase of Common Stock 24,178 45.8654 10/27/2017
 Purchase of Common Stock 1,469 46.9015 10/30/2017
 Purchase of Common Stock 12,571 47.2817 10/30/2017
 Purchase of Common Stock 25,380 46.9794 10/31/2017

CUSIP NO. M51363113

Purchase of Common Stock 5,400 47.3500 10/31/2017
 Purchase of Common Stock 3,147 46.0473 11/01/2017
 Purchase of Common Stock 1,453 46.1000 11/01/2017
 Purchase of Common Stock 7,398 44.5109 11/02/2017
 Purchase of Common Stock 4,600 44.0851 11/03/2017
 Purchase of Common Stock 2,886 45.2883 11/06/2017
 Purchase of Common Stock 2,864 45.5003 11/06/2017
 Purchase of Common Stock 2,300 45.9930 11/07/2017
 Purchase of Common Stock 29,958 46.0957 11/08/2017
 Purchase of Common Stock 23 47.9000 11/08/2017
 Purchase of Common Stock 99,004 48.4663 11/08/2017
 Purchase of Common Stock 2,475 48.9844 11/08/2017
 Purchase of Common Stock 38,368 49.8120 11/08/2017
 Purchase of Common Stock 57 49.0050 11/09/2017
 Purchase of Common Stock 11,050 49.0070 11/09/2017
 Purchase of Common Stock 182 49.0747 11/09/2017
 Purchase of Common Stock 67 49.1000 11/09/2017
 Purchase of Common Stock 775 49.1455 11/10/2017
 Purchase of Common Stock 7,441 49.4205 11/10/2017
 Purchase of Common Stock 14,145 49.4372 11/10/2017
 Purchase of Common Stock 8,050 48.8379 11/13/2017
 Purchase of Common Stock 5,106 48.8500 11/13/2017
 Purchase of Common Stock 5,333 49.0119 11/13/2017
 Purchase of Common Stock 1,193 48.6998 11/14/2017
 Purchase of Common Stock 11,189 48.7271 11/14/2017
 Purchase of Common Stock 13,605 48.8250 11/14/2017

CUSIP NO. M51363113

Purchase of Common Stock	5,122	48.5513	11/15/2017
Purchase of Common Stock	14,950	48.7539	11/15/2017
Purchase of Common Stock	12	49.4250	11/16/2017
Purchase of Common Stock	1,150	49.4305	11/16/2017
Purchase of Common Stock	2,484	49.3235	11/16/2017
Purchase of Common Stock	14,188	49.3764	11/16/2017
Purchase of Common Stock	15	49.6134	11/17/2017
Purchase of Common Stock	34	49.6379	11/17/2017
Purchase of Common Stock	1,957	49.8560	11/17/2017
Purchase of Common Stock	1,167	49.8822	11/17/2017
Purchase of Common Stock	837	49.9503	11/17/2017