

---

---

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

---

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934 (Amendment No. )**

---

Filed by the Registrant                       Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**MELLANOX TECHNOLOGIES, LTD.**  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

---

---

---

---

**EXPLANATORY NOTE**

The registrant is filing definitive additional materials to correct an inadvertent omission in the form of proxy card attached to the registrant's definitive proxy statement on Schedule 14A, filed June 20, 2018. The original form of proxy card provided for vote options of "For" and "Against" for Proposal 4. The attached corrected form provides the vote options of "For," "Against" and "Abstain" for Proposal 4. The actual proxy cards distributed to shareholders stated the correct vote options.

**YOUR VOTE IS IMPORTANT. PLEASE VOTE TODAY.**  
Vote by Internet – QUICK AND EASY  
IMMEDIATE – 24 Hours a Day, 7 Days a Week or by Mail

## **MELLANOX TECHNOLOGIES, LTD.**

As a shareholder of Mellanox Technologies, Ltd., you have the option of voting your shares electronically through the Internet, eliminating the need to return the proxy card. Your electronic vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed, dated and returned the proxy card. Votes submitted electronically over the Internet must be received by 11:59 p.m., Eastern Time, on July 24, 2018.

<p><b>Vote by Internet</b></p> <p>Access the Website and submit your proxy: <a href="http://www.proxyvoting.com/MLNX">www.proxyvoting.com/MLNX</a></p>	<p><b>Vote by Telephone</b></p> <p>Call Toll-Free: +1 (800) 868-5136 If you are calling from outside of the U.S. please call +1 (484) 997-2085</p>	<p><b>Vote by Mail</b></p> <p>Sign and return our proxy in the postage-paid envelope provided.</p>
--	--	--

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders:**

The Notice, Proxy Statement, Form of Proxy and Annual Report on Form 10-K are Available at:

[www.Stockholderdocs.com/MLNX](http://www.Stockholderdocs.com/MLNX)



FOLD HERE • DO NOT SEPARATE • INSERT IN ENVELOPE PROVIDED



## **MELLANOX TECHNOLOGIES, LTD.**

**PROXY FOR THE 2018 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
TO BE HELD JULY 25, 2018**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF  
MELLANOX TECHNOLOGIES, LTD.**

The undersigned shareholder of Mellanox Technologies, Ltd., an Israeli company, hereby acknowledges receipt of the Notice of 2018 Annual General Meeting of Shareholders and Proxy Statement each dated June 20, 2018 and hereby appoints each of Eyal Waldman and Alinka Flaminia as proxy and attorney-in-fact, with full power of substitution, on behalf and in the name of the undersigned to represent the undersigned at the 2018 Annual General Meeting of Shareholders of Mellanox Technologies, Ltd. to be held on July 25, 2018 at 5:00 p.m. local Israeli time (10:00 a.m. Eastern Time) at the offices of Mellanox Technologies, Ltd., located at 8B Habarzel Street, Tel Aviv, Israel 6971012 and at any postponement or adjournment thereof, and to vote all ordinary shares which the undersigned would be entitled to vote if then and there personally present, on the matters set forth on the other side.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted "FOR" ALL of the Director Nominees, "FOR" the approval of the 2018 performance-based cash incentive award to Eyal Waldman, "FOR" the approval of the grant of restricted share units and performance share units to Eyal Waldman, "FOR" the approval, on an advisory basis, of the compensation of our named executive officers, "FOR" the approval of the Third Amended and Restated Global Share Incentive Plan (2006) and increase in shares reserved for issuance thereunder, "FOR" the approval of cash compensation and vesting of restricted share units to each of Steve Sanghi and Umesh Padval and "FOR" the appointment of Kost Forer Gabbay & Kasierer, the Israel-based member of Ernst & Young Global, as our independent registered public accounting firm and the authorization of the audit committee to determine its fiscal 2018 remuneration. If the undersigned does not state otherwise, any additional business to properly come before the meeting will be voted in a manner consistent with the Israeli Companies Law, 1999, Rule 14a-4(c) of the Securities Exchange Act of 1934, as amended, and in accordance with the best judgment of the proxies named herein.

(Continued and to be signed on the reverse side)

# MELLANOX TECHNOLOGIES, LTD.

If you have questions or require any assistance with voting your shares, please contact the Company's proxy solicitor listed below:



1407 Broadway  
New York, New York 10018  
+1 (212) 929-5500

or  
Toll-Free (800) 322-2885  
Email: proxy@mackenziepartners.com

THIS PROXY WILL BE VOTED AS DIRECTED, OR IF NO DIRECTION IS INDICATED, WILL BE VOTED IN ACCORDANCE WITH THE RECOMMENDATIONS OF THE BOARD OF DIRECTORS. THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS.

Please mark your votes like this

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" the Director Nominees set forth under Proposal 1 and "FOR" Proposals 2b, 3b, 4, 5, 6 & 7**

<b>Proposal 1</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proposal 4</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
1) Glenda Dorchak	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	To conduct an advisory vote to approve the compensation of our named executive officers.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2) Irwin Federman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Proposal 5</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
3) Amal Johnson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	To approve the Third Restated Plan, making certain changes to the terms of the Second Amended and Restated Global Share Incentive Plan (2006) and to increase the number of ordinary shares reserved for issuance under the plan by an additional 2,077,000 shares to 4,467,000 shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4) Jack Lazar	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Proposal 6</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
5) Jon A. Olson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	To approve cash compensation in the amount of \$8,506.85 for Steve Sanghi and \$9,000.00 for Umesh Padval and the vesting of an additional 700 restricted share units out of the 4,200 restricted share units previously granted to each of Mr. Sanghi and Mr. Padval, as compensation for their services as directors during the period beginning on May 25, 2018 through the date prior to the Annual General Meeting, July 24, 2018.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6) Umesh Padval	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Proposal 7</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
7) David Perlmutter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	To appoint Kost Forer Gabbay & Kasierer, the Israel-based member of Ernst & Young Global, as our independent registered public accounting firm for the fiscal year ending December 31, 2018 and to authorize our audit committee to determine our accounting firm's fiscal 2018 remuneration in accordance with the volume and nature of their services.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8) Steve Sanghi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
9) Eyal Waldman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
10) Gregory Waters	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
11) Thomas Weatherford	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

**Proposal 2a**  
Do you have a Personal Interest with regards to Proposal 2b?  
**For**  **Against**   
*Note: By selecting FOR I confirm that I DO NOT HAVE a Personal Interest and by selecting AGAINST I confirm I DO HAVE a Personal Interest in voting this proposal.*

**Proposal 2b**  
To approve the 2018 performance-based cash incentive award to Eyal Waldman, our CEO, which will be tied to the Company's achievement of pre-established revenue and earnings per share objectives for fiscal 2018 and which will be measured and paid, if earned, in 2019.  
**For**  **Against**  **Abstain**

**Proposal 3a**  
Do you have a Personal Interest with regards to Proposal 3b?  
**For**  **Against**   
*Note: By selecting FOR I confirm that I DO NOT HAVE a Personal Interest and by selecting AGAINST I confirm I DO HAVE a Personal Interest in voting this proposal.*

**Proposal 3b**  
To approve the grant to Eyal Waldman of 36,000 restricted share units and 36,000 performance share units, which number can be increased to up to 63,000 shares for over achievement of performance objectives under the Third Amended and Restated Global Share Incentive Plan (2006) (the "Third Restated Plan") if approved by our shareholders.  
**For**  **Against**  **Abstain**

Signature of Shareholder \_\_\_\_\_

Date: \_\_\_\_\_, 2018

Signature of Shareholder \_\_\_\_\_

Date: \_\_\_\_\_, 2018

**Note:** Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.