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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Markus Kenneth</u> _____ (Last) (First) (Middle) <u>C/O INNOVID CORP</u> <u>116 E 16 STREET</u> _____ (Street) <u>NEW YORK NY 10003</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Innovid Corp. [CTV]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ <u>Chief Operating Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/13/2025</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/13/2025		D		855,751 ⁽¹⁾⁽²⁾	D	⁽¹⁾⁽²⁾	0	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Incentive Stock Option (Right to Buy)	\$0.6132	02/13/2025		D			50,147	(3)	11/15/2030	Common Stock 50,147	(3)	0	D	
Incentive Stock Option (Right to Buy)	\$2.08	02/13/2025		D			8,322	(3)	06/17/2032	Common Stock 8,322	(3)	0	D	
Incentive Stock Option (Right to Buy)	\$2.8117	02/13/2025		D			102,746	(3)	04/29/2031	Common Stock 102,746	(3)	0	D	
Non-Qualified Stock Option (Right to Buy)	\$2.08	02/13/2025		D			91,542	(3)	06/17/2032	Common Stock 91,542	(3)	0	D	
Non-Qualified Stock Option (Right to Buy)	\$2.8117	02/13/2025		D			4,234	(3)	04/29/2031	Common Stock 4,234	(3)	0	D	

Explanation of Responses:

- Includes 377,084 unvested restricted stock units previously granted to the Reporting Person pursuant to the Innovid Corp. 2021 Omnibus Incentive Plan, each of which represents the right to receive one share of common stock, par value \$0.0001 per share (the "Common Stock") of Innovid Corp. (the "Issuer").
- Pursuant to that certain Agreement and Plan of Merger (the "Merger Agreement") among Mediaocean LLC, Ignite Merger Sub, Inc. and the Issuer dated November 21, 2024, (i) all 478,667 shares of Common Stock held by the Reporting Person were canceled as of the Effective Time (as defined in the Merger Agreement) and converted into the right to receive a lump sum cash payment equal to \$3.15 per share of Common Stock, and (ii) all unvested restricted stock units held by the Reporting Person were canceled (the "Canceled RSUs"), with (a) 96,219 of the Canceled RSUs converted into the right to receive a lump sum cash payment equal to \$3.15 per share of Common Stock subject to such Canceled RSUs, and (b) 280,865 of the Canceled RSUs exchanged for unvested restricted stock units of OceanKey TopCo LLP, subject to substantially similar terms as the Canceled RSUs, in each case subject to any applicable withholding taxes.
- Pursuant to the Merger Agreement, each outstanding stock option, whether vested or unvested as of the Effective Time, whose exercise price is less than \$3.15 was vested, canceled and converted into the right to receive a lump sum cash payment, without interest, equal to the product of (x) the excess, if any, of \$3.15 over the applicable exercise price per share of the Common Stock subject to such stock option multiplied by (y) the aggregate number of shares of Common Stock subject to such stock option, subject to all applicable withholding taxes. Any stock option whose exercise price was equal to or greater than \$3.15 was canceled for zero consideration as of the Effective Time.

/s/ Nicholas Williams, Attorney-in-fact For: Ken Markus 02/13/2025

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.