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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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 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>Netter Zvika</u> (Last) (First) (Middle) C/O INNOVID CORP 116 E 16 STREET (Street) NEW YORK NY 10003 (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) 02/13/2025	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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		4,960,733 ⁽¹⁾⁽²⁾	D	⁽¹⁾⁽²⁾	0	D	
Common Stock	02/13/2025		D		977,394	D	⁽³⁾	0	I	by Family Trust #1
Common Stock	02/13/2025		D		977,394	D	⁽⁴⁾	0	I	by Family Trust #2
Common Stock	02/13/2025		D		977,394	D	⁽⁵⁾	0	I	by Family Trust #3

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						Title
Non-Qualified Stock Option (Right to Buy)	\$2.08	02/13/2025		D			506,390	⁽⁶⁾	06/17/2032	Common Stock	506,390	⁽⁶⁾	0	D	
Stock Option (Right to Buy)	\$2.81	02/13/2025		D			314,254	⁽⁶⁾	04/29/2031	Common Stock	314,254	⁽⁶⁾	0	D	
Stock Option (Right to Buy)	\$0.61	02/13/2025		D			1,334,644	⁽⁶⁾	11/15/2030	Common Stock	1,334,644	⁽⁶⁾	0	D	

Explanation of Responses:

- Includes 1,116,250 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, the shares of Common Stock held by the Reporting Person were canceled as of the Effective Time (as defined in the Merger Agreement) for the following consideration: (i) 3,844,483 shares of Common Stock were canceled and converted into the right to receive a lump sum cash payment equal to \$3.15 per share of Common Stock; (ii) all unvested restricted stock units held by the Reporting Person were canceled (the "Canceled RSUs"), with (a) 458,750 of the Canceled RSUs converted into the right to receive a lump sum cash payment equal to \$3.15 per share of Common Stock, and (b) 657,500 of the Canceled RSUs were 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 (a) 561,640 shares of Common Stock were canceled as of the Effective Time and converted into the right to receive a lump sum cash payment equal to \$3.15 per share of Common Stock and (b) 415,754 shares of Common Stock were disposed of as of the Effective Date in exchange for OceanKey TopCo LLP units subject to any applicable withholding taxes.
- Pursuant to the Merger Agreement (a) 561,640 shares of Common Stock were canceled as of the Effective Time and converted into the right to receive a lump sum cash payment equal to \$3.15 per share of Common Stock and (b) 415,754 shares of Common Stock were disposed of as of the Effective Date in exchange for OceanKey TopCo LLP units subject to any applicable withholding taxes.
- Pursuant to the Merger Agreement (a) 561,640 shares of Common Stock were canceled as of the Effective Time and converted into the right to receive a lump sum cash payment equal to \$3.15 per share of Common Stock and (b) 415,754 shares of Common Stock were disposed of as of the Effective Date in exchange for OceanKey TopCo LLP units 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.

By: /s/ Zvika Netter

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.