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

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

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 Rule 14a-12

**Innovid Corp.**

(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 paid previously with preliminary materials.
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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This filing relates to the proposed merger involving Innovid Corp. (“Innovid”) with Mediaocean LLC (“Flashtalking”), pursuant to the terms of that certain Agreement and Plan of Merger, dated as of November 21, 2024.

The following information was made available on social media on November 21, 2024.

Nov 21, 2024



# Making Advertising Better for All: Innovid's Vision Amplified with Mediaocean & Flashtalking

by **Zvika Netter** — CEO and Co-Founder



Since Innovid's start, our vision, passion, and focus have been to make advertising better for all. That has never wavered — as a team of three founders (Tal Chalozin, Zack Zigdon, and myself) working out of a garage in 2007 to ~500 employees across five continents today. From pioneering interactive ad formats and creating an ad server that now delivers 600 years of video content daily, to expanding into converged TV measurement and real-time optimization, our people have brought that vision, passion, and focus to life.

Today's announcement that we have entered into a definitive agreement to be [acquired by Mediaocean and merge with Flashtalking](#) represents another milestone in our journey. We will become a global, omnichannel ad tech platform — answering the increasing market demand for an independent partner that can operate across channels and put advertisers' goals first.

And that's what it's really about — shifting the balance of power to the brands making the investments. Somewhere along the way, brands have had to rely on walled tech partners to power advertising across mediums. They've had to operate with limited data and inventory, finite choices, and media spend optimized for the sellers' benefit. Brands must have the power to make the right decisions to drive their unique goals without having to worry about conflicts of interest. In fact, it's critical to ensuring a thriving and open ecosystem ... one where advertising can be made better for all.

Together, we intend to bring more control, choice, and intelligence to the advertising ecosystem — and provide brands, agencies, and publishers with an independent ad tech alternative to big tech players. We believe Innovid, Flashtalking, and Mediaocean will have the independence, data, and technology to help optimize the industry — not just for our own good, but to make advertising better for all.

As we enter this next chapter, I'd like to extend my sincere thanks to the brilliant Innovid team, as well as our customers, partners, investors, and shareholders. I look forward to leading this next wave of innovation and growth with the combined Innovid x Flashtalking team ... see you along the way!



**Innovid**

31,627 followers  
18m



Innovid will merge with [Flashtalking by Mediaocean](#) under [Mediaocean](#) to create a premier global, independent, omnichannel ad tech platform ... providing the unbiased alternative advertisers have long needed. <https://bit.ly/3V53YJZ>

[#adtech](#) [#advertising](#) [#independence](#) [#CTV](#) [#omnichannel](#) [#Innovid](#) [#FlashtalkingFresh](#)  
[#TeamMediaocean](#)





Zvika Netter

CEO & Co-Founder, Innovid  
16m



Big News! From Day 1, we've been driven by the belief that advertising can be better for all – and this is another key milestone for **Innovid** on that journey. Together, Innovid and **Flashtalking by Mediaocean** will have independence, data, and omnichannel capabilities to provide brands, agencies, and publishers with an independent, global alternative.

A big thank you to our employees, customers, shareholder. special thanks to my co-founders **Tal Chalozin** and **Zack Zigdon**. **Bill Wise**, i'm looking forward to partner with you to make the advertising world a better place.

<https://bit.ly/3V53YJZ> **Mediaocean** #adtech #advertising #independence #CTV #omnichannel #Innovid #FlashtalkingFresh #TeamMediaocean



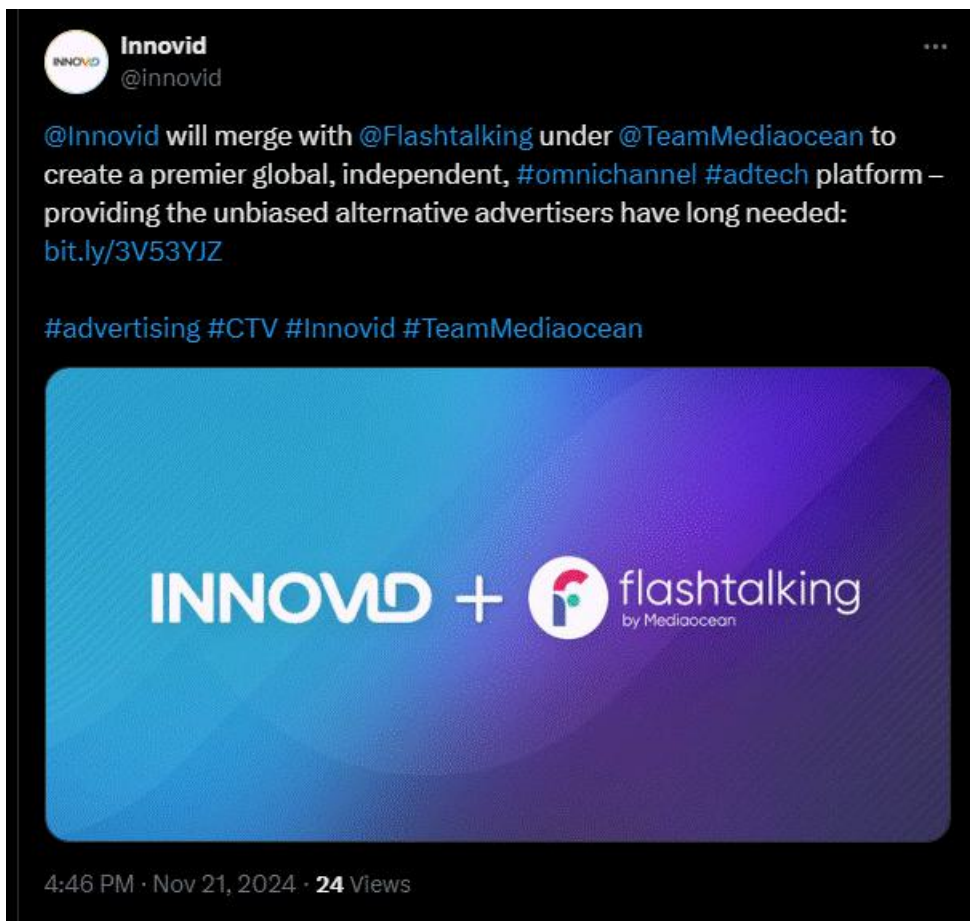
Innovid

31,631 followers  
36m

Innovid will merge with **Flashtalking by Mediaocean** under **Mediaocean** to create a premier global, independent, omnichannel ad tech platform ... providing the unbiased alternative advertisers have long needed. <https://bit.ly/3V53YJZ>

#adtech #advertising #independence #CTV #omnichannel #Innovid #FlashtalkingFresh #TeamMediaocean





#### **Cautionary Statement Regarding Forward-Looking Statements**

This communication contains forward-looking statements. These forward-looking statements include, without limitation, statements relating to the proposed merger of Innovid with Mediaocean (the “Transaction”). These statements are based on the beliefs and assumptions of the management of Innovid. Although Innovid believes that its plans, intentions and expectations reflected in or suggested by these forward-looking statements are reasonable, it cannot assure you that it will achieve or realize these plans, intentions or expectations. These statements constitute projections, forecasts and forward-looking statements, and are not guarantees of performance. Such statements can be identified by the fact that they do not relate strictly to historical or current facts. When used in this communication, words such as “anticipate,” “believe,” “can,” “continue,” “could,” “estimate,” “expect,” “forecast,” “intend,” “may,” “might,” “plan,” “possible,” “potential,” “predict,” “project,” “seek,” “should,” “strive,” “target,” “will,” “would” and similar expressions may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking. Should one or more of a number of known and unknown risks and uncertainties materialize, or should any of our assumptions prove incorrect, our actual results or performance may be materially different from those expressed or implied by these forward-looking statements. Some factors that could cause actual results to differ include, but are not limited to: (i) the completion of the Transaction on anticipated terms and timing, including obtaining required stockholder and regulatory approvals, and the satisfaction of other conditions to the completion of the Transaction; (ii) potential litigation relating to the Transaction that could be instituted against Mediaocean, Innovid or their respective directors, managers or officers, including the effects of any outcomes related thereto; (iii) the risk that disruptions from the Transaction will harm Innovid’s business, including current plans and operations; (iv) the ability of Innovid to retain and hire key personnel; (v) potential adverse reactions or changes to business relationships resulting from the announcement or completion of the Transaction; (vi) continued availability of capital and financing and rating agency actions; (vii) legislative, regulatory and economic developments affecting Innovid’s business; (viii) general economic and market developments and conditions; (ix) potential business uncertainty, including changes to existing business relationships, during the pendency of the Transaction that could affect Innovid’s financial performance; (x) certain restrictions during the pendency of the Transaction that may impact Innovid’s ability to pursue certain business opportunities or strategic transactions; (xi) unpredictability and severity of catastrophic events, including but not limited to acts of terrorism, pandemics, outbreaks of war or hostilities, as well as Innovid’s response to any of the aforementioned factors; (xii) significant transaction costs associated with the Transaction; (xiii) the possibility that the Transaction may be more expensive to complete than anticipated, including as a result of unexpected factors or events; (xiv) the occurrence of any event, change or other circumstance that could give rise to the termination of the Transaction, including in circumstances requiring Innovid to pay a termination fee or other expenses; (xv) competitive responses to the Transaction; (xvi) other risks and uncertainties indicated in this communication, including those set forth under the section titled “Risk Factors” and those incorporated by reference to our Annual Report on Form 10-K for the fiscal year ended December 31, 2023, which was filed with the Securities and Exchange Commission (“SEC”) on February 29, 2024; and (xvii) the risks and uncertainties that will be described in the Proxy Statement (as defined herein) available from the sources indicated below. These risks, as well as other risks associated with the Transaction, will be more fully discussed in the Proxy Statement. While the list of factors presented here is, and the list of factors to be presented in the Proxy Statement will be, considered representative, no such list should be considered a complete statement of all potential risks and uncertainties.

These forward-looking statements are based on information available as of the date of this communication and current expectations, forecasts and assumptions, and involve a number of judgments, risks and uncertainties. Accordingly, forward-looking statements should not be relied upon as representing our views as of any subsequent date, and we do not undertake any obligation to update forward-looking statements to reflect events or circumstances after the date they were made, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

As a result of a number of known and unknown risks and uncertainties, our actual results or performance may be materially different from those expressed or implied by these forward-looking statements. You should not place undue reliance on these forward-looking statements.

### **Important Additional Information and Where to Find It**

In connection with the Transaction, Innovid will file with the SEC a Proxy Statement on Schedule 14A (the “Proxy Statement”), the definitive version of which will be sent or provided to Innovid stockholders. Innovid may also file other documents with the SEC regarding the Transaction. This communication is not a substitute for the Proxy Statement or any other document which Innovid may file with the SEC. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE PROXY STATEMENT AND ANY OTHER RELEVANT DOCUMENTS THAT ARE FILED OR WILL BE FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THESE DOCUMENTS, CAREFULLY AND IN THEIR ENTIRETY BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION ABOUT THE TRANSACTION AND RELATED MATTERS. Investors and security holders may obtain free copies of the Proxy Statement and other documents (when they become available) that are filed or will be filed with the SEC by Innovid through the website maintained by the SEC at [www.sec.gov](http://www.sec.gov), Innovid’s website at <https://investors.innovid.com/> or by contacting Innovid’s Investor Relations Team at [ir@innovid.com](mailto:ir@innovid.com).

### **Participants in Solicitation**

Mediaocean and Innovid and their respective directors and officers may be deemed to be participants in the solicitation of proxies from Innovid’s stockholders in connection with the proposed transaction. Information about Innovid’s directors and executive officers and their ownership of Innovid’s securities is set forth in Innovid’s filings with the SEC. To the extent that holdings of Innovid’s securities have changed since the amounts printed in Innovid’s proxy statement, such changes have been or will be reflected on Statements of Change in Ownership on Form 4 filed with the SEC. Additional information regarding the interests of those persons and other persons who may be deemed participants in the proposed transaction may be obtained by reading the proxy statement/ prospectus regarding the proposed transaction when it becomes available. You may obtain free copies of these documents as described in the preceding paragraph.

### **About Mediaocean**

Mediaocean is powering the future of the advertising ecosystem with technology that empowers brands and agencies to deliver impactful omnichannel marketing experiences. With hundreds of billions in annualized ad spend running through its software products, Mediaocean deploys AI and automation to optimize investments and outcomes, with its advertising infrastructure and ad tech tools used by more than 100,000 people across the globe. Mediaocean owns and operates Prisma, the industry’s trusted system of record for media management and finance, Flashtalking, an innovative ad server and creative personalization platform, as well as Protected by Mediaocean, an MRC-accredited ad verification solution. Visit [www.mediaocean.com](http://www.mediaocean.com) for more information.

### **About Innovid**

Innovid (NYSE:CTV) is an independent software platform for the creation, delivery, measurement, and optimization of advertising across connected TV (CTV), linear, and digital. Through a global infrastructure that enables cross-platform ad serving, data-driven creative, and measurement, Innovid offers its clients always-on intelligence to optimize advertising investment across channels, platforms, screens, and devices. Innovid is an independent platform steering innovation in converged TV innovation, through proprietary technology and partnerships designed to reimagine TV advertising. Headquartered in New York City, Innovid serves a global client base through offices across the Americas, Europe, and Asia Pacific. To learn more, visit <https://www.innovid.com/> or follow us on LinkedIn or X.

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