

# FORM 4

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

OMB APPROVAL	
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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * Chalozin Tal		2. Issuer Name and Ticker or Trading Symbol Innovid Corp. [CTV]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Technology Officer	
(Last) (First) (Middle) C/O INNOVID CORP, 30 IRVING PLACE, 12TH FLOOR		3. Date of Earliest Transaction (Month/Day/Year) 11/30/2021			
(Street) NEW YORK, NY 10003		4. If Amendment, Date 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	
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			

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	11/30/2021		A		2,249,674	A	(1)	2,249,674	D	
Common Stock	11/30/2021		A		1,203,527	A	(1)	1,203,527	I	By Family Trust #1
Common Stock	11/30/2021		A		1,203,527	A	(1)	1,203,527	I	By Family Trust #2

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

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**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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options	\$ 2.81	11/30/2021		A	106,980		(2)	04/29/2031	Common Stock	106,980.00	(1) (3)	106,980	D	
Stock Options	\$ 0.61	11/30/2021		A	66,863		(2)	11/15/2030	Common Stock	66,863.00	(1) (3)	66,863	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chalozin Tal C/O INNOVID CORP 30 IRVING PLACE, 12TH FLOOR NEW YORK, NY 10003			Chief Technology Officer	

## Signatures

/s/ Nabilah Irshad, Attorney-in-fact	12/01/2021
<small>**Signature of Reporting Person</small>	<small>Date</small>

## Explanation of Responses:

\* 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).

- On November 30, 2021, pursuant to that certain Agreement and Plan of Merger, dated as of June 24, 2021, by and among ION Acquisition Corp 2 Ltd. ("ION"), Inspire Merger Sub 1, Inc. ("Merger Sub"), Inspire Merger Sub 2, LLC ("Merger Sub 2") and Innovid, Inc. ("Innovid"), (i) Merger Sub merged with and into Innovid (the "First Merger"), with Innovid surviving as a wholly owned subsidiary of ION (the "Surviving Corporation"), and (ii) immediately following the First Merger and as part of the same overall transaction as the First Merger, the Surviving Corporation merged with and into Merger Sub 2 (the "Second Merger"), with Merger Sub 2 being the surviving entity in the Second Merger and continuing as a wholly-owned subsidiary of ION. Upon the effective time of the First Merger (the "Effective Time"), each issued and outstanding share of common stock of Innovid was automatically cancelled and converted into approximately 1.337 (the "Exchange Ratio") shares of common stock of ION.
- 25% of the shares subject to the option vested or will vest 12 months after the grant date, and 1/12th of the shares subject to the options vested or will vest quarterly thereafter, subject to
- (1) continued service through each vesting date. Upon a termination by Innovid without cause or by the named executive for good reason, in each case, within 12 months following a qualifying corporate transaction, all unvested shares subject to the option will accelerate and vest.
- At the Effective Time, each outstanding option to purchase shares of Innovid common stock (each, an "Innovid Option") was automatically cancelled and converted into an option to purchase a
- (2) number of shares of common stock of ION equal to (i) the number of shares of Innovid common stock subject to the applicable Innovid Option multiplied by (ii) the Exchange Ratio, rounded down to the nearest whole share.
- (3)

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

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