

Mobileye N.V.
Form SC 13G/A
December 04, 2015

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Mobileye N.V.

(Name of Issuer)

Ordinary Shares

(Title of Class of Securities)

N51488117

(CUSIP Number)

November 30, 2015

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

x Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the Act), or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Explanatory Note

This Schedule 13G, Amendment No. 1, is being filed by the Reporting Persons to report that they have ceased to be the beneficial owners of more than five percent of the outstanding securities of the Issuer.

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1. NAMES OF REPORTING PERSONS:

Andrew C. Taylor

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions):

(a) " (b) "

3. SEC USE ONLY:

4. CITIZENSHIP OR PLACE OF ORGANIZATION:

United States

5. SOLE VOTING POWER:

NUMBER OF

SHARES

0 shares

BENEFICIALLY

6. SHARED VOTING POWER:

OWNED BY

EACH

10,004,445¹ shares

7. SOLE DISPOSITIVE POWER:

REPORTING

PERSON

0 shares

WITH

8. SHARED DISPOSITIVE POWER:

10,004,445¹ shares

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

10,004,445¹ shares

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) "

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

4.6²

12. TYPE OF REPORTING PERSON (See Instructions):

IN

¹ Shares are held of record by Enterprise Holdings, Inc., a Missouri corporation, which is indirectly controlled by the Reporting Persons filing this Schedule 13G, Amendment No. 1 (Schedule 13G/A).

² Based on 217,806,677 ordinary shares outstanding as of June 30, 2015 as reported in the Issuer's Prospectus (the Prospectus) filed August 26, 2015 (Reg. No. 333-206573).

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1. NAMES OF REPORTING PERSONS:

Jo Ann T. Kindle

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions):

(a) " (b) "

3. SEC USE ONLY:

4. CITIZENSHIP OR PLACE OF ORGANIZATION:

United States

5. SOLE VOTING POWER:

NUMBER OF

SHARES

0 shares

BENEFICIALLY

6. SHARED VOTING POWER:

OWNED BY

EACH

10,004,445³ shares

7. SOLE DISPOSITIVE POWER:

REPORTING

PERSON

0 shares

WITH

8. SHARED DISPOSITIVE POWER:

10,004,445³ shares

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

10,004,445³ shares

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) "

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

4.6⁴

12. TYPE OF REPORTING PERSON (See Instructions):

IN

³ Shares are held of record by Enterprise Holdings, Inc., a Missouri corporation, which is indirectly controlled by the Reporting Persons filing this Schedule 13G/A.

⁴ Based on 217,806,677 ordinary shares outstanding as of June 30, 2015 as reported in the Prospectus.

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1. NAMES OF REPORTING PERSONS:

Christine B. Taylor

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions):

(a) " (b) "

3. SEC USE ONLY:

4. CITIZENSHIP OR PLACE OF ORGANIZATION:

United States

5. SOLE VOTING POWER:

NUMBER OF

SHARES

0 shares

BENEFICIALLY

6. SHARED VOTING POWER:

OWNED BY

EACH

10,004,445⁵ shares

7. SOLE DISPOSITIVE POWER:

REPORTING

PERSON

0 shares

WITH

8. SHARED DISPOSITIVE POWER:

10,004,445⁵ shares

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

10,004,445⁵ shares

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) "

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

4.6⁶

12. TYPE OF REPORTING PERSON (See Instructions):

IN

⁵ Shares are held of record by Enterprise Holdings, Inc., a Missouri corporation, which is indirectly controlled by the Reporting Persons filing this Schedule 13G/A.

⁶ Based on 217,806,677 ordinary shares outstanding as of June 30, 2015 as reported in the Prospectus.

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1. NAMES OF REPORTING PERSONS:

Carolyn Kindle

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions):

(a) " (b) "

3. SEC USE ONLY:

4. CITIZENSHIP OR PLACE OF ORGANIZATION:

United States

5. SOLE VOTING POWER:

NUMBER OF

SHARES

0 shares

BENEFICIALLY

6. SHARED VOTING POWER:

OWNED BY

EACH

10,004,445⁷ shares

7. SOLE DISPOSITIVE POWER:

REPORTING

PERSON

0 shares

WITH

8. SHARED DISPOSITIVE POWER:

10,004,445⁷ shares

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

10,004,445⁷ shares

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) "

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

12. 4.6⁸
TYPE OF REPORTING PERSON (See Instructions):

IN

⁷ Shares are held of record by Enterprise Holdings, Inc., a Missouri corporation, which is indirectly controlled by the Reporting Persons filing this Schedule 13G/A.

⁸ Based on 217,806,677 ordinary shares outstanding as of June 30, 2015 as reported in the Prospectus.

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1. NAMES OF REPORTING PERSONS:

Jack Taylor Family Voting Trust U/A/D 4/14/99

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions):

(a) " (b) "

3. SEC USE ONLY:

4. CITIZENSHIP OR PLACE OF ORGANIZATION:

United States

5. SOLE VOTING POWER:

NUMBER OF

SHARES

0 shares

BENEFICIALLY

6. SHARED VOTING POWER:

OWNED BY

EACH

10,004,445⁹ shares

7. SOLE DISPOSITIVE POWER:

REPORTING

PERSON

0 shares

WITH

8. SHARED DISPOSITIVE POWER:

10,004,445⁹ shares

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

10,004,445⁹ shares

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) "

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

4.6¹⁰

12. TYPE OF REPORTING PERSON (See Instructions):

OO

⁹ Shares are held of record by Enterprise Holdings, Inc., a Missouri corporation, which is indirectly controlled by the Reporting Persons filing this Schedule 13G/A.

¹⁰ Based on 217,806,677 ordinary shares outstanding as of June 30, 2015 as reported in the Prospectus.

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Item 1.

(a) Name of Issuer:

Mobileye N.V.

(b) Address of Issuer's Principal Executive Offices:

Har Hotzvim

13 Hartom Street

Jerusalem 9777513, Israel

Item 2.

(a) Name of Person Filing:

This Schedule 13G/A is being jointly filed by the following persons: the Jack Taylor Family Voting Trust U/A/D 4/14/99, a trust organized under the laws of the State of Missouri (the "Trust"), and Andrew C. Taylor, Jo Ann T. Kindle, Christine B. Taylor and Carolyn Kindle, as voting trustees under the Trust. Collectively, they are referred to herein as the Reporting Persons. The shares covered by this Schedule 13G/A are held of record by Enterprise Holdings, Inc., a Missouri corporation and wholly-owned subsidiary of The Crawford Group, Inc., a Missouri corporation ("Crawford"), which is controlled by the Reporting Persons.

Attached as Exhibit 99.1 hereto, which is incorporated by reference herein, is an agreement among the Reporting Persons that this Schedule 13G/A is filed on behalf of each of them. The Trust was established by Jack Taylor, the founder of Crawford. The individual Reporting Persons share voting and investment power with respect to the Trust.

(b) Address of Principal Business Office or, if None, Residence:

The business address of each Reporting Person is:

600 Corporate Park Drive

St. Louis, Missouri 63105

(c) Citizenship:

Andrew C. Taylor: United States

Jo Ann T. Kindle: United States

Christine B. Taylor: United States

Carolyn Kindle: United States

Trust: United States

(d) Title of Class of Securities:
Ordinary Shares

(e) CUSIP Number:
N51488117

Item 3. If this Statement is filed pursuant to § 240.13d-1(b) or §§ 240.13d-2(b) or (c), check whether the person filing is a:

- (a) " Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 78o)
- (b) " Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c)
- (c) " Insurance Company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c)
- (d) " Investment Company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 809-8)
- (e) " An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E)
- (f) " An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F)
- (g) " A parent holding company or control person, in accordance with § 240.13d-1(b)(ii)(G)
- (h) " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813)
- (i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80-a-3)
- (j) " A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J); (k) []
- (k) " Group, in accordance with § 240.13d-1(b)(1)(ii)(J)

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Item 4. Ownership.

The information in items 1 and 5-11 on each of the cover pages of this Schedule 13G/A is hereby incorporated by reference.

Enterprise Holdings, Inc. is the record holder of 10,004,445 ordinary shares of the Issuer, which represents approximately 4.6% of the outstanding ordinary shares. Enterprise Holdings, Inc. is a wholly-owned subsidiary of The Crawford Group, Inc., a Missouri corporation, which is controlled by the Reporting Persons. The voting and investment power over the shares covered by this Schedule 13G/A is shared by the Reporting Persons.

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Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [X]

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

N/A

Item 8. Identification and Classification of Members of the Group.

N/A

Item 9. Notice of Dissolution of Group.

N/A

Item 10. Certifications.

N/A

Item 11. Material to be Filed as Exhibits.

Exhibit 99.1 Joint Filing Agreement dated December 4, 2015

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 4, 2015

JACK TAYLOR FAMILY VOTING TRUST
U/A/D 4/14/99

By /s/ Andrew C. Taylor
Name: Andrew C. Taylor
Title: Voting Trustee

By /s/ Christine B. Taylor
Name: Christine B. Taylor
Title: Voting Trustee

By /s/ Carolyn Kindle
Name: Carolyn Kindle
Title: Voting Trustee

ANDREW C. TAYLOR

/s/ Andrew C. Taylor

JO ANN T. KINDLE

/s/ Jo Ann T. Kindle

CHRISTINE B. TAYLOR

/s/ Christine B. Taylor

CAROLYN KINDLE

/s/ Carolyn Kindle