

Edgar Filing: Mobileye N.V. - Form SC 13G/A

Mobileye N.V.  
Form SC 13G/A  
February 16, 2016

UNITED STATES  
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, 0.01 Euro nominal value per share

-----  
(Title of Class of Securities)

N51488117

-----  
(CUSIP Number)

December 31, 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)

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 ("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).

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-----  
CUSIP No. N51488117  
-----

13G

- 1. Name of Reporting Person  
I.R.S. Identification No. of above Person

THE GOLDMAN SACHS GROUP, INC.

- 2. Check the Appropriate Box if a Member of a Group

(a)

(b)

- 3. SEC Use Only

- 4. Citizenship or Place of Organization

Delaware

- 5. Sole Voting Power

Number of  
Shares

0

Beneficially

- 6. Shared Voting Power

594,589

Owned by

Each

- 7. Sole Dispositive Power

Reporting

0

Person

- 8. Shared Dispositive Power

With:

1,030,945

- 9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,030,945

- 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

- 11. Percent of Class Represented by Amount in Row (9)

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0.5 %\*

-----  
12. Type of Reporting Person

HC-CO  
-----

\* The percentage is calculated based upon 216,695,363 ordinary shares, 0.01 Euro nominal value per share as reported to be outstanding in the Issuer's Rule 424(b)(4) prospectus filed with the Securities Exchange Commission on March 18.

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-----  
CUSIP No. N51488117

13G  
-----

-----  
1. Name of Reporting Person  
I.R.S. Identification No. of above Person

GOLDMAN, SACHS & CO.  
-----

2. Check the Appropriate Box if a Member of a Group

(a)

(b)   
-----

3. SEC Use Only  
-----

-----  
4. Citizenship or Place of Organization

New York  
-----

5. Sole Voting Power

Number of 0

Shares

Beneficially

-----  
6. Shared Voting Power

594,589

Owned by

Each

-----  
7. Sole Dispositive Power

Reporting 0

Person  
-----

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8. Shared Dispositive Power  
With: 1,030,945

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,030,945

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

0.5 %\*

12. Type of Reporting Person

BD-PN-IA

\* The percentage is calculated based upon 216,695,363 ordinary shares, 0.01 Euro nominal value per share as reported to be outstanding in the Issuer's Rule 424(b) (4) prospectus filed with the Securities Exchange Commission on March 18.

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CUSIP No. N51488117

13G

1. Name of Reporting Person  
I.R.S. Identification No. of above Person

Goldman Sachs Asset Management, L.P.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

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Delaware

|  |                             |                          |
|--|-----------------------------|--------------------------|
|  | 5. Sole Voting Power        |                          |
| Number of  |                             | 0                        |
| Shares   |                             |                          |
|  | 6. Shared Voting Power      |                          |
| Beneficially   |                             | 173,722                  |
| Owned by   |                             |                          |
| Each   | 7. Sole Dispositive Power   |                          |
| Reporting  |                             | 0                        |
| Person   |                             |                          |
|  | 8. Shared Dispositive Power |                          |
| With:  |                             | 173,722                  |
| -----  |                             |                          |
| 9. Aggregate Amount Beneficially Owned by Each Reporting Person      |                             |                          |
|  |                             | 173,722                  |
| -----  |                             |                          |
| 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares |                             | <input type="checkbox"/> |
| -----  |                             |                          |
| 11. Percent of Class Represented by Amount in Row (9)                |                             |                          |
|  |                             | 0.1 %*                   |
| -----  |                             |                          |
| 12. Type of Reporting Person   |                             |                          |
|  |                             | PN-IA                    |

\* The percentage is calculated based upon 216,695,363 ordinary shares, 0.01 Euro nominal value per share as reported to be outstanding in the Issuer's Rule 424(b)(4) prospectus filed with the Securities Exchange Commission on March 18.

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1. Name of Reporting Person  
I.R.S. Identification No. of above Person

GS INVESTMENT STRATEGIES, LLC

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of 0

Shares

6. Shared Voting Power

Beneficially 173,722

Owned by

Each

7. Sole Dispositive Power

Reporting 0

Person

8. Shared Dispositive Power

With: 173,722

9. Aggregate Amount Beneficially Owned by Each Reporting Person

173,722

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

0.1 %\*

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12. Type of Reporting Person

IA-00

\* The percentage is calculated based upon 216,695,363 ordinary shares, 0.01 Euro nominal value per share as reported to be outstanding in the Issuer's Rule 424(b)(4) prospectus filed with the Securities Exchange Commission on March 18.

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CUSIP No. N51488117

13G

1. Name of Reporting Person

I.R.S. Identification No. of above Person

MBEYE ACCESS LP (f/k/a GOLDMAN SACHS MBEYE INVESTORS, L.P.)

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of 0

Shares

6. Shared Voting Power

Beneficially

0

Owned by

Each

7. Sole Dispositive Power

Reporting

0

Person

8. Shared Dispositive Power

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

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0

-----  
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

[ ]

-----  
11. Percent of Class Represented by Amount in Row (9)

0.0 %\*

-----  
12. Type of Reporting Person

PN

-----  
\* The percentage is calculated based upon 216,695,363 ordinary shares, 0.01 Euro nominal value per share as reported to be outstanding in the Issuer's Rule 424(b)(4) prospectus filed with the Securities Exchange Commission on March 18.

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-----  
CUSIP No. N51488117

13G

-----  
1. Name of Reporting Person  
I.R.S. Identification No. of above Person

GLOBAL LONG SHORT PARTNERS HOLDINGS OFFSHORE LUXEMBOURG SARL (f/k/a  
GOLDMAN SACHS INVESTMENT PARTNERS HOLDINGS (LUX) OFFSHORE S.A.R.L)

-----  
2. Check the Appropriate Box if a Member of a Group

(a) [ ]

(b) [ ]

-----  
3. SEC Use Only

-----  
4. Citizenship or Place of Organization

Luxembourg

-----  
5. Sole Voting Power

Number of

0



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Shares -----  
Beneficially 6. Shared Voting Power  
0  
Owned by -----  
Each 7. Sole Dispositive Power  
Reporting 0  
Person -----  
With: 8. Shared Dispositive Power  
0

-----  
9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

-----  
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

-----  
11. Percent of Class Represented by Amount in Row (9)

0.0 %\*

-----  
12. Type of Reporting Person

00

-----  
\* The percentage is calculated based upon 216,695,363 ordinary shares, 0.01 Euro nominal value per share as reported to be outstanding in the Issuer's Rule 424(b)(4) prospectus filed with the Securities Exchange Commission on March 18.

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-----  
CUSIP No. N51488117

13G

-----  
1. Name of Reporting Person  
I.R.S. Identification No. of above Person

ELQ HOLDINGS (DEL) LLC

-----  
2. Check the Appropriate Box if a Member of a Group

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(a)

(b)

---

3. SEC Use Only

---

4. Citizenship or Place of Organization

Delaware

---

5. Sole Voting Power

Number of 0

Shares

---

6. Shared Voting Power

Beneficially 0

Owned by

Each

---

7. Sole Dispositive Power

Reporting 0

Person

---

8. Shared Dispositive Power

With: 0

---

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

---

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

---

11. Percent of Class Represented by Amount in Row (9)

0.0 %\*

---

12. Type of Reporting Person

00

---

\* The percentage is calculated based upon 216,695,363 ordinary shares, 0.01 Euro nominal value per share as reported to be outstanding in the Issuer's Rule 424(b)(4) prospectus filed with the Securities Exchange

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Commission on March 18.

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CUSIP No. N51488117  
-----

13G

- 1. Name of Reporting Person  
I.R.S. Identification No. of above Person

ELQ HOLDINGS (UK) LTD

- 2. Check the Appropriate Box if a Member of a Group

(a)

(b)

- 3. SEC Use Only

- 4. Citizenship or Place of Organization

United Kingdom

- 5. Sole Voting Power

Number of 0

Shares

Beneficially

- 6. Shared Voting Power

0

Owned by

Each

Reporting

Person

- 7. Sole Dispositive Power

0

With:

- 8. Shared Dispositive Power

0

- 9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

- 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

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-----  
11. Percent of Class Represented by Amount in Row (9)

0.0 %\*

-----  
12. Type of Reporting Person

OO

-----  
\* The percentage is calculated based upon 216,695,363 ordinary shares, 0.01 Euro nominal value per share as reported to be outstanding in the Issuer's Rule 424(b) (4) prospectus filed with the Securities Exchange Commission on March 18.

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13G

-----  
1. Name of Reporting Person  
I.R.S. Identification No. of above Person

ELQ INVESTORS IX LTD

-----  
2. Check the Appropriate Box if a Member of a Group

(a)

(b)

-----  
3. SEC Use Only

-----  
4. Citizenship or Place of Organization

United Kingdom

-----  
5. Sole Voting Power

Number of 0

Shares

Beneficially

-----  
6. Shared Voting Power

0

Owned by

Each

-----  
7. Sole Dispositive Power

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Reporting 0

Person

8. Shared Dispositive Power

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

0.0 %\*

12. Type of Reporting Person

00

\* The percentage is calculated based upon 216,695,363 ordinary shares, 0.01 Euro nominal value per share as reported to be outstanding in the Issuer's Rule 424(b)(4) prospectus filed with the Securities Exchange Commission on March 18.

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CUSIP No. N51488117

13G

1. Name of Reporting Person  
I.R.S. Identification No. of above Person

ELQ INVESTORS II LTD

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

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4. Citizenship or Place of Organization

United Kingdom

5. Sole Voting Power

Number of  
Shares

0

Beneficially

6. Shared Voting Power

Owned by

0

Each

7. Sole Dispositive Power

Reporting

0

Person

8. Shared Dispositive Power

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

0.0 %\*

12. Type of Reporting Person

00

\* The percentage is calculated based upon 216,695,363 ordinary shares, 0.01 Euro nominal value per share as reported to be outstanding in the Issuer's Rule 424(b)(4) prospectus filed with the Securities Exchange Commission on March 18.

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1. Name of Reporting Person  
I.R.S. Identification No. of above Person

ELQ INVESTORS VII LTD

2. Check the Appropriate Box if a Member of a Group

(a)   
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United Kingdom

5. Sole Voting Power

Number of 0

Shares

6. Shared Voting Power

Beneficially 0

Owned by

7. Sole Dispositive Power

Each 0

Reporting

Person

8. Shared Dispositive Power

With: 0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

0.0 %\*

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-----  
12. Type of Reporting Person

OO  
-----

\* The percentage is calculated based upon 216,695,363 ordinary shares, 0.01 Euro nominal value per share as reported to be outstanding in the Issuer's Rule 424(b)(4) prospectus filed with the Securities Exchange Commission on March 18.

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Item 1(a). Name of Issuer:  
MOBILEYE N.V.

Item 1(b). Address of Issuer's Principal Executive Offices:  
Har Hotzvim, 13 Hartom Street  
P.O. Box 45157  
Jerusalem 97775, Israel

Item 2(a). Name of Persons Filing:  
  
THE GOLDMAN SACHS GROUP, INC.  
GOLDMAN, SACHS & CO.  
GOLDMAN SACHS ASSET MANAGEMENT, L.P.  
GS INVESTMENT STRATEGIES, LLC  
MBEYE ACCESS LP (f/k/a GOLDMAN SACHS MBEYE INVESTORS, L.P.)  
GLOBAL LONG SHORT PARTNERS HOLDINGS OFFSHORE LUXEMBOURG SARL  
(f/k/a GOLDMAN SACHS INVESTMENT PARTNERS HOLDINGS (LUX)  
OFFSHORE S.A.R.L)  
ELQ Holdings (Del) LLC  
ELQ Holdings (UK) Ltd  
ELQ Investors IX Ltd  
ELQ Investors II Ltd  
ELQ Investors VII Ltd

Item 2(b). Address of Principal Business Office or, if none, Residence:  
  
THE GOLDMAN SACHS GROUP, INC.; GOLDMAN, SACHS & CO.;  
GOLDMAN SACHS ASSET MANAGEMENT, L.P.; GS INVESTMENT  
STRATEGIES, LLC; MBEYE ACCESS LP (f/k/a GOLDMAN SACHS MBEYE  
INVESTORS, L.P.); ELQ Holdings (Del) LLC;  
  
200 West Street  
New York, NY 10282  
  
GLOBAL LONG SHORT PARTNERS HOLDINGS OFFSHORE LUXEMBOURG SARL  
(f/k/a GOLDMAN SACHS INVESTMENT PARTNERS HOLDINGS (LUX)  
OFFSHORE S.A.R.L)  
  
2, rue du Fosse  
Luxembourg L - 1536 LUX  
  
ELQ Holdings (UK) Ltd; ELQ Investors IX Ltd;  
ELQ Investors II Ltd; ELQ Investors VII Ltd



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Peterborough Court  
133 Fleet street  
London EC4A 2BB  
United Kingdom

Item 2(c).           Citizenship:  
THE GOLDMAN SACHS GROUP, INC. - Delaware  
GOLDMAN, SACHS & CO. - New York  
GOLDMAN SACHS ASSET MANAGEMENT, L.P. - Delaware  
GS INVESTMENT STRATEGIES, LLC - Delaware  
MBEYE ACCESS LP (f/k/a GOLDMAN SACHS MBEYE INVESTORS, L.P.)  
- Delaware  
GLOBAL LONG SHORT PARTNERS HOLDINGS OFFSHORE LUXEMBOURG SARL  
(f/k/a GOLDMAN SACHS INVESTMENT PARTNERS HOLDINGS (LUX)  
OFFSHORE S.A.R.L) - Luxembourg  
ELQ HOLDINGS (DEL) LLC - Delaware  
ELQ HOLDINGS (UK) LTD - United Kingdom  
ELQ INVESTORS IX LTD - United Kingdom  
ELQ INVESTORS II LTD - United Kingdom  
ELQ INVESTORS VII LTD - United Kingdom

Item 2(d).           Title of Class of Securities:  
Ordinary Shares, 0.01 Euro nominal value per share

Item 2(e).           CUSIP Number:  
N51488117

Item 3.              If this statement is filed pursuant to Rules 13d-1(b) or  
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. 80a-8).
- (e).[ ] An investment adviser in accordance with  
Rule 13d-1(b)(1)(ii)(E);
- (f).[ ] An employee benefit plan or endowment fund in accordance  
with Rule 13d-1(b)(1)(ii)(F);
- (g).[ ] A parent holding company or control person in accordance  
with Rule 13d-1(b)(1)(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. 80a-3);
- (j).[ ] A non-U.S.institution in accordance with  
Rule 13d-1(b)(1)(ii)(J);

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(k). [ ] A group, provided that all the members are persons specified in Rule 13d-1(b)(1)(ii)(A) through (J).

If filing as a non-US institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution:

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- Item 4. Ownership.\*
- (a). Amount beneficially owned:  
See the response(s) to Item 9 on the attached cover page(s).
  - (b). Percent of Class:  
See the response(s) to Item 11 on the attached cover page(s).
  - (c). Number of shares as to which such person has:
    - (i). Sole power to vote or to direct the vote: See the response(s) to Item 5 on the attached cover page(s).
    - (ii). Shared power to vote or to direct the vote: See the response(s) to Item 6 on the attached cover page(s).
    - (iii). Sole power to dispose or to direct the disposition of: See the response(s) to Item 7 on the attached cover page(s).
    - (iv). Shared power to dispose or to direct the disposition of: See the response(s) to Item 8 on the attached cover page(s).
- 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 persons have ceased to be the beneficial owners 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.  
  
Clients of the Reporting Person(s) have or may have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, securities held in their accounts. Clients known to have such right or power with respect to more than 5% of the class of securities to which this report relates are:  
NONE
- Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.  
See Exhibit (99.2)
- Item 8. Identification and Classification of Members of the Group.  
Not Applicable
- Item 9. Notice of Dissolution of Group.  
Not Applicable
- Item 10. Certification.

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Not Applicable

-----  
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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.

Date: \$dateOfSigning(Will be populated when Signatory views document)

THE GOLDMAN SACHS GROUP, INC.

By:/s/ Jeremy Kahn  
-----

Name: Jeremy Kahn  
Title: Attorney-in-fact

GOLDMAN, SACHS & CO.

By:/s/ Jeremy Kahn  
-----

Name: Jeremy Kahn  
Title: Attorney-in-fact

GOLDMAN SACHS ASSET MANAGEMENT, L.P.

By:/s/ Jeremy Kahn  
-----

Name: Jeremy Kahn  
Title: Attorney-in-fact

GS INVESTMENT STRATEGIES, LLC

By:/s/ Jeremy Kahn  
-----

Name: Jeremy Kahn  
Title: Attorney-in-fact

MBEYE ACCESS LP (f/k/a GOLDMAN SACHS MBEYE INVESTORS, L.P.)

By:/s/ Jeremy Kahn  
-----

Name: Jeremy Kahn  
Title: Attorney-in-fact

GLOBAL LONG SHORT PARTNERS HOLDINGS OFFSHORE LUXEMBOURG SARL  
(f/k/a GOLDMAN SACHS INVESTMENT PARTNERS HOLDINGS (LUX)  
OFFSHORE S.A.R.L)

By:/s/ Jeremy Kahn  
-----

Name: Jeremy Kahn  
Title: Attorney-in-fact

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ELQ HOLDINGS (DEL) LLC

By:/s/ Jeremy Kahn  
-----

Name: Jeremy Kahn  
Title: Attorney-in-fact

ELQ HOLDINGS (UK) LTD

By:/s/ Jeremy Kahn  
-----

Name: Jeremy Kahn  
Title: Attorney-in-fact

ELQ INVESTORS IX LTD

By:/s/ Jeremy Kahn  
-----

Name: Jeremy Kahn  
Title: Attorney-in-fact

ELQ INVESTORS II LTD

By:/s/ Jeremy Kahn  
-----

Name: Jeremy Kahn  
Title: Attorney-in-fact

ELQ INVESTORS VII LTD

By:/s/ Jeremy Kahn  
-----

Name: Jeremy Kahn  
Title: Attorney-in-fact

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INDEX TO EXHIBITS

| Exhibit No. | Exhibit  |
|-------------|--|
| -----       | -----  |
| 99.1        | Joint Filing Agreement   |
| 99.2        | Item 7 Information   |
| 99.3        | Power of Attorney, relating to<br>THE GOLDMAN SACHS GROUP, INC.  |
| 99.4        | Power of Attorney, relating to<br>GOLDMAN, SACHS & CO.   |
| 99.5        | Power of Attorney, relating to<br>GOLDMAN SACHS ASSET MANAGEMENT, L.P.   |
| 99.6        | Power of Attorney, relating to<br>GS INVESTMENT STRATEGIES, LLC  |
| 99.7        | Power of Attorney, relating to<br>MBEYE ACCESS LP (f/k/a GOLDMAN SACHS MBEYE INVESTORS, L.P.)  |
| 99.8        | Power of Attorney, relating to<br>GLOBAL LONG SHORT PARTNERS HOLDINGS OFFSHORE LUXEMBOURG SARL<br>(f/k/a GOLDMAN SACHS INVESTMENT PARTNERS HOLDINGS (LUX)<br>OFFSHORE S.A.R.L) |

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- 99.9 Power of Attorney, relating to  
ELQ HOLDINGS (DEL) LLC
- 99.10 Power of Attorney, relating to  
ELQ HOLDINGS (UK) LTD
- 99.11 Power of Attorney, relating to  
ELQ INVESTORS IX LTD
- 99.12 Power of Attorney, relating to  
ELQ INVESTORS II LTD
- 99.13 Power of Attorney, relating to  
ELQ INVESTORS VII LTD

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EXHIBIT (99.1)

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, the undersigned agree to the joint filing of a Statement on Schedule 13G (including any and all amendments thereto) with respect to the Ordinary Shares, 0.01 Euro nominal value per share, of MOBILEYE N.V. and further agree to the filing of this agreement as an Exhibit thereto. In addition, each party to this Agreement expressly authorizes each other party to this Agreement to file on its behalf any and all amendments to such Statement on Schedule 13G.

Date: \$dateOfSigning(Will be populated when Signatory views document)

THE GOLDMAN SACHS GROUP, INC.

By:/s/ Jeremy Kahn  
-----

Name: Jeremy Kahn  
Title: Attorney-in-fact

GOLDMAN, SACHS & CO.

By:/s/ Jeremy Kahn  
-----

Name: Jeremy Kahn  
Title: Attorney-in-fact

GOLDMAN SACHS ASSET MANAGEMENT, L.P.

By:/s/ Jeremy Kahn  
-----

Name: Jeremy Kahn  
Title: Attorney-in-fact

GS INVESTMENT STRATEGIES, LLC

By:/s/ Jeremy Kahn  
-----

Name: Jeremy Kahn  
Title: Attorney-in-fact

MBEYE ACCESS LP (f/k/a GOLDMAN SACHS MBEYE INVESTORS, L.P.)

By:/s/ Jeremy Kahn  
-----

Name: Jeremy Kahn

Edgar Filing: Mobileye N.V. - Form SC 13G/A

Title: Attorney-in-fact

GLOBAL LONG SHORT PARTNERS HOLDINGS OFFSHORE LUXEMBOURG SARL  
(f/k/a GOLDMAN SACHS INVESTMENT PARTNERS HOLDINGS (LUX)  
OFFSHORE S.A.R.L)

By:/s/ Jeremy Kahn  
-----

Name: Jeremy Kahn  
Title: Attorney-in-fact

ELQ HOLDINGS (DEL) LLC

By:/s/ Jeremy Kahn  
-----

Name: Jeremy Kahn  
Title: Attorney-in-fact

ELQ HOLDINGS (UK) LTD

By:/s/ Jeremy Kahn  
-----

Name: Jeremy Kahn  
Title: Attorney-in-fact

ELQ INVESTORS IX LTD

By:/s/ Jeremy Kahn  
-----

Name: Jeremy Kahn  
Title: Attorney-in-fact

ELQ INVESTORS II LTD

By:/s/ Jeremy Kahn  
-----

Name: Jeremy Kahn  
Title: Attorney-in-fact

ELQ INVESTORS VII LTD

By:/s/ Jeremy Kahn  
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Name: Jeremy Kahn  
Title: Attorney-in-fact

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EXHIBIT (99.2)

ITEM 7 INFORMATION

GOLDMAN, SACHS & CO., GOLDMAN SACHS ASSET MANAGEMENT, L.P. AND GS INVESTMENT STRATEGIES, LLC are subsidiaries of THE GOLDMAN SACHS GROUP, INC., which is a parent holding company, and one of such entities is the investment manager of each of MBEYE ACCESS LP (f/k/a GOLDMAN SACHS MBEYE INVESTORS, L.P.), GLOBAL LONG SHORT PARTNERS HOLDINGS OFFSHORE LUXEMBOURG SARL (f/k/a GOLDMAN SACHS INVESTMENT PARTNERS HOLDINGS (LUX) OFFSHORE S.A.R.L), ELQ Holdings (DEL) LLC, ELQ Holdings (UK) Ltd, ELQ INVESTORS IX LTD, ELQ INVESTORS II LTD, and ELQ

INVESTORS VII LTD.

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EXHIBIT (99.3)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that THE GOLDMAN SACHS GROUP, INC. (the "Company") does hereby make, constitute and appoint each of Dan Deluca, Jeremy Kahn and Brian Bae (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates. The Company has the unrestricted right to unilaterally revoke this Power of Attorney.

This Power of Attorney shall be governed by, and construed in accordance with, the laws of the State of New York, without regard to rules of conflicts of law.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of November 27, 2012.

THE GOLDMAN SACHS GROUP, INC.

By: /s/ Gregory K. Palm

\_\_\_\_\_  
Name: Gregory K. Palm  
Title: Executive Vice President and  
General Counsel

DESIGNATION OF ADDITIONAL ATTORNEY-IN-FACT

KNOW ALL PERSONS BY THESE PRESENTS that Jeremy Kahn, a duly appointed attorney-in-fact of THE GOLDMAN SACHS GROUP, INC. (the "Company"), pursuant to that Power of Attorney dated November 27, 2012 (the "POA"), does hereby designate Veruna Stanescu, Lee Tryhorn and Leo Herskovich, employees of the Company, as additional attorneys-in-fact, with the same authority to act as provided to the undersigned and the other to the to the undersigned and the other attorneys-in-fact named in the POA.

This Designation of Additional Attorney-in-Fact (this "Designation") shall

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not affect the continued power of the undersigned or the other named attorneys-in-fact to act under the POA to the full extent permitted thereby. This Designation shall remain in full force and effect until either it or the POA is revoked in writing by the Company, or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of the Company or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of April 21, 2015.

THE GOLDMAN SACHS GROUP, INC.

By: /s/ Jeremy Kahn

\_\_\_\_\_  
Name: Jeremy Kahn

Title: Attorney-In-Fact

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EXHIBIT (99.4)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GOLDMAN, SACHS & CO. (the "Company") does hereby make, constitute and appoint each of Dan Deluca, Jeremy Kahn and Brian Bae (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates. The Company has the unrestricted right to unilaterally revoke this Power of Attorney.

This Power of Attorney shall be governed by, and construed in accordance with, the laws of the State of New York, without regard to rules of conflicts of law.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of November 27, 2012.

GOLDMAN, SACHS & CO.

By: /s/ Gregory K. Palm



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---

Name: Gregory K. Palm  
Title: Managing Director

DESIGNATION OF ADDITIONAL ATTORNEY-IN-FACT

KNOW ALL PERSONS BY THESE PRESENTS that Jeremy Kahn, a duly appointed attorney-in-fact of GOLDMAN, SACHS & CO. (the "Company"), pursuant to that Power of Attorney dated November 27, 2012 (the "POA"), does hereby designate Veruna Stanescu, Lee Tryhorn and Leo Herskovich, employees of the Company, as additional attorneys-in-fact, with the same authority to act as provided to the undersigned and the other to the to the undersigned and the other attorneys-in-fact named in the POA.

This Designation of Additional Attorney-in-Fact (this "Designation") shall not affect the continued power of the undersigned or the other named attorneys-in-fact to act under the POA to the full extent permitted thereby. This Designation shall remain in full force and effect until either it or the POA is revoked in writing by the Company, or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of the Company or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of April 21, 2015.

GOLDMAN, SACHS & CO

By: /s/ Jeremy Kahn

---

Name: Jeremy Kahn  
Title: Attorney-In-Fact

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EXHIBIT (99.5)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GOLDMAN SACHS ASSET MANAGEMENT, L.P. (the "Company") does hereby make, constitute and appoint each of Dan Deluca, Jeremy Kahn and Brian Bae (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or

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persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates. The Company has the unrestricted right to unilaterally revoke this Power of Attorney.

This Power of Attorney shall be governed by, and construed in accordance with, the laws of the State of New York, without regard to rules of conflicts of law.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of November 30, 2012.

GOLDMAN SACHS ASSET MANAGEMENT, L.P.

By: /s/ Ellen R. Porges

\_\_\_\_\_  
Name: Ellen R. Porges  
Title: General Counsel

DESIGNATION OF ADDITIONAL ATTORNEY-IN-FACT

KNOW ALL PERSONS BY THESE PRESENTS that Jeremy Kahn, a duly appointed attorney-in-fact of GOLDMAN SACHS ASSET MANAGEMENT, L.P. (the "Company") , pursuant to that Power of Attorney dated November 30, 2012 (the "POA"), does hereby designate Veruna Stanescu, Lee Tryhorn and Leo Herskovich, employees of the Company, as additional attorneys-in-fact, with the same authority to act as provided to the undersigned and the other to the undersigned and the other attorneys-in-fact named in the POA.

This Designation of Additional Attorney-in-Fact (this "Designation") shall not affect the continued power of the undersigned or the other named attorneys-in-fact to act under the POA to the full extent permitted thereby. This Designation shall remain in full force and effect until either it or the POA is revoked in writing by the Company, or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of the Company or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of April 21, 2015.

GOLDMAN SACHS ASSET MANAGEMENT, L.P.

By: /s/ Jeremy Kahn

\_\_\_\_\_  
Name: Jeremy Kahn  
Title: Attorney-In-Fact

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KNOW ALL PERSONS BY THESE PRESENTS that GS INVESTMENT STRATEGIES, LLC (the "Company") does hereby make, constitute and appoint each of Dan Deluca, Jeremy Kahn and Brian Bae (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of November 30, 2012.

GS INVESTMENT STRATEGIES, LLC

By: /s/ Umit Alptuna

\_\_\_\_\_  
Name: Umit Alptuna  
Title: Managing Director

DESIGNATION OF ADDITIONAL ATTORNEY-IN-FACT

KNOW ALL PERSONS BY THESE PRESENTS that Jeremy Kahn, a duly appointed attorney-in-fact of GS INVESTMENT STRATEGIES, LLC (the "Company"), pursuant to that Power of Attorney dated November 30, 2012 (the "POA"), does hereby designate Veruna Stanescu, Lee Tryhorn and Leo Herskovich, employees of the Company, as additional attorneys-in-fact, with the same authority to act as provided to the undersigned and the other to the undersigned and the other attorneys-in-fact named in the POA.

This Designation of Additional Attorney-in-Fact (this "Designation") shall not affect the continued power of the undersigned or the other named attorneys-in-fact to act under the POA to the full extent permitted thereby. This Designation shall remain in full force and effect until either it or the POA is revoked in writing by the Company, or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of the Company or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of April 21, 2015.

GS INVESTMENT STRATEGIES, LLC

By: /s/ Jeremy Kahn

\_\_\_\_\_

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Name: Jeremy Kahn  
Title: Attorney-In-Fact

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EXHIBIT (99.7)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that that MBEYE ACCESS LP (f/k/a GOLDMAN SACHS MBEYE INVESTORS, L.P.) (the "Company") does hereby make, constitute and appoint each of Dan Deluca, Jeremy Kahn, Priya Iyer, Brian Bae, Lee Tryhorn and Leo Herskovich (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of February 3, 2015.

MBEYE ACCESS LP (f/k/a GOLDMAN SACHS MBEYE INVESTORS, L.P.)  
By: GS Investment Strategies, LLC, its investment manager

By: /s/Michelle Barone

\_\_\_\_\_  
Name: Michelle Barone  
Title: Authorized Signatory

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EXHIBIT (99.8)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GLOBAL LONG SHORT PARTNERS HOLDINGS OFFSHORE LUXEMBOURG SARL (f/k/a GOLDMAN SACHS INVESTMENT PARTNERS HOLDINGS (LUX)

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OFFSHORE S.A.R.L) (the "Company") does hereby make, constitute and appoint each of Dan Deluca, Jeremy Kahn, Veruna Stanesco, and Leo Herskovich (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of January 19, 2016.

GLOBAL LONG SHORT PARTNERS HOLDINGS OFFSHORE LUXEMBOURG SARL (f/k/a GOLDMAN SACHS INVESTMENT PARTNERS HOLDINGS (LUX) OFFSHORE S.A.R.L)

By: /s/ Michelle Barone

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Name: Michelle Barone  
Title: Authorized Signatory

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EXHIBIT (99.9)

### POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that ELQ Holdings (Del) LLC (the Company) does hereby make, constitute and appoint each of Dan Deluca, Jeremy Kahn, Priya Iyer, Brian Bae, Lee Tryhorn and Leo Herskovich (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange ACT of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be

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an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of February 12, 2015.

ELQ HOLDINGS (DEL) LLC

By: /s/Milton R. Millman

\_\_\_\_\_  
Name: Milton R. Millman  
Title: Managing Director

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EXHIBIT (99.10)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that ELQ HOLDINGS (UK) LTD (the "Company") does hereby make, constitute and appoint each of Dan Deluca, Jeremy Kahn, Veruna Stanescu, and Leo Herskovich (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either of (i) January 31, 2017, (ii) revocation in writing by the Company, or (iii) until such time as the person or persons to whom the power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF this power of attorney has been duly executed as a deed on this 19 January, 2016.

ELQ HOLDINGS (UK) LTD

By: /s/ Jim Wiltshire

\_\_\_\_\_  
Name: Jim Wiltshire  
Title: Director

By: /s/ Thomas Kelly

\_\_\_\_\_  
Name: Thomas Kelly  
Title: Secretary

EXHIBIT (99.11)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that ELQ INVESTORS IX LTD (the "Company") does hereby make, constitute and appoint each of Dan Deluca, Jeremy Kahn, Veruna Stanescu, and Leo Herskovich (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either of (i) January 31, 2017, (ii) revocation in writing by the Company, or (iii) until such time as the person or persons to whom the power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF this power of attorney has been duly executed as a deed on this 19 January, 2016.

ELQ INVESTORS IX LTD

By: /s/ Jim Wiltshire

\_\_\_\_\_  
Name: Jim Wiltshire  
Title: Director

By: /s/ Thomas Kelly

\_\_\_\_\_  
Name: Thomas Kelly  
Title: Secretary

EXHIBIT (99.12)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that ELQ INVESTORS II LTD (the "Company") does hereby make, constitute and appoint each of Dan Deluca, Jeremy Kahn, Veruna Stanescu, and Leo Herskovich (and any other employee of The Goldman Sachs

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Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either of (i) January 31, 2017, (ii) revocation in writing by the Company, or (iii) until such time as the person or persons to whom the power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF this power of attorney has been duly executed as a deed on this 19 January, 2016.

ELQ INVESTORS II LTD

By: /s/ Jim Wiltshire

---

Name: Jim Wiltshire  
Title: Director

By: /s/ Thomas Kelly

---

Name: Thomas Kelly  
Title: Secretary

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EXHIBIT (99.13)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that ELQ INVESTORS VII LTD (the "Company") does hereby make, constitute and appoint each of Dan Deluca, Jeremy Kahn, Veruna Stanescu, and Leo Herskovich (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either of



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(i) January 31, 2017, (ii) revocation in writing by the Company, or (iii) until such time as the person or persons to whom the power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF this power of attorney has been duly executed as a deed on this 19 January, 2016.

ELQ INVESTORS VII LTD

By: /s/ Jim Wiltshire

---

Name: Jim Wiltshire  
Title: Director

By: /s/ Thomas Kelly

---

Name: Thomas Kelly  
Title: Secretary

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