

CyberArk Software Ltd.
Form SC 13G/A
February 10, 2016

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 1)*

CyberArk Software Ltd.
(Name of Issuer)

Ordinary Shares
(Title of Class of Securities)

M2682V
(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 disclosures provided in a prior cover page.

The information required on 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).

(Continued on following pages)

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1 NAME OF REPORTING PERSONS Jerusalem Venture Partners IV, L.P. ("JVP IV")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) ☐ (b) ☒

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF 5 1,961,475 shares, except that Jerusalem Partners IV, L.P. ("JP IV"), the general partner of JVP
SHARES IV, may be deemed to have sole power to vote these shares; and JVP Corp. IV ("JVPC IV"),
the general partner of JP IV, may be deemed to have sole power to vote these shares.

SHARED VOTING POWER

BENEFICIALLY 6

See response to row 5.

OWNED BY EACH
REPORTING

SOLE DISPOSITIVE POWER

PERSON 7 1,961,475 shares, except that JP IV, the general partner of JVP IV, may be deemed to have
sole power to dispose of these shares; and JVPC IV, the general partner of JP IV, may be
deemed to have sole power to dispose of these shares.

WITH SHARED DISPOSITIVE POWER

8

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,961,475

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 6.2%¹

12 TYPE OF REPORTING PERSON* PN

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1 NAME OF REPORTING PERSONS Jerusalem Venture Partners IV-A, L.P. ("JVP IV-A")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) ☐ (b) ☒

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF 5 16,681 shares, except that JP IV, the general partner of JVP IV-A, may be deemed to have
SHARES sole power to vote these shares; and JVPC IV, the general partner of JP IV, may be deemed
to have sole power to vote these shares.

SHARED VOTING POWER

BENEFICIALLY 6

See response to row 5.

OWNED BY EACH
REPORTING

SOLE DISPOSITIVE POWER

PERSON 7 16,681 shares, except that JP IV, the general partner of JVP IV-A, may be deemed to have
sole power to dispose of these shares; and JVPC IV, the general partner of JP IV, may be
deemed to have sole power to dispose of these shares.

WITH SHARED DISPOSITIVE POWER

8

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,681

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.1%¹

12 TYPE OF REPORTING PERSON* PN

CUSIP # M2682V Page 4 of 20

NAME OF REPORTING PERSONS Jerusalem Venture Partners Entrepreneurs Fund IV, L.P.

1
("JVPEF IV")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
(a) ☐ (b) ☒ x

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4
Delaware

SOLE VOTING POWER

NUMBER OF 5 17,566 shares, except that JP IV, the general partner of JVPEF IV, may be deemed to have
SHARES sole power to vote these shares; and JVPC IV, the general partner of JP IV, may be deemed
to have sole power to vote these shares.

SHARED VOTING POWER

BENEFICIALLY 6
See response to row 5.

OWNED BY EACH SOLE DISPOSITIVE POWER
REPORTING

PERSON 7 17,566 shares, except that JP IV, the general partner of JVPEF IV, may be deemed to have
sole power to dispose of these shares; and JVPC IV, the general partner of JP IV, may be
deemed to have sole power to dispose of these shares.

WITH SHARED DISPOSITIVE POWER

8
See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 17,566

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* ☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.1%¹

12 TYPE OF REPORTING PERSON* PN

CUSIP # M2682V Page 5 of 20

NAME OF REPORTING PERSONS Jerusalem Venture Partners IV (Israel), L.P. ("JVP IV

1

(Israel)"))

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) ☐ (b) ☒

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Israel

SOLE VOTING POWER

NUMBER OF

5 47,190 shares, except that Jerusalem Partners IV - Venture Capital, L.P. ("JP IV VC"), the general partner of JVP IV (Israel), may be deemed to have sole power to vote these shares; and JVPC IV, the general partner of JP IV VC, may be deemed to have sole power to vote these shares.

SHARES

BENEFICIALLY

SHARED VOTING POWER

6

OWNED BY EACH
REPORTING

See response to row 5.

SOLE DISPOSITIVE POWER

PERSON

7 47,190 shares, except that JP IV VC, the general partner of JVP IV (Israel), may be deemed to have sole power to dispose of these shares; and JVPC IV, the general partner of JP IV VC, may be deemed to have sole power to dispose of these shares.

WITH

SHARED DISPOSITIVE POWER

8

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

47,190

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.1%¹

12 TYPE OF REPORTING PERSON*

PN

CUSIP # M2682V Page 6 of 20

1 NAME OF REPORTING PERSONS JVP Opportunity VI, L.P. ("JVP OP VI")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) ☐ (b) ☒ x

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Cayman Islands

SOLE VOTING POWER

NUMBER OF 5 1,453,361 shares, except that JP Opportunity VI, L.P. ("JP OP VI"), the general partner of JVP
SHARES OP VI, may be deemed to have sole power to vote these shares; and JVPC IV, the general
partner of JP OP VI, may be deemed to have sole power to vote these shares.

SHARED VOTING POWER

BENEFICIALLY 6

See response to row 5.

OWNED BY EACH
REPORTING

SOLE DISPOSITIVE POWER

PERSON

7 1,453,361 shares, except that JP OP VI, the general partner of JVP OP VI, may be deemed to
have sole power to dispose of these shares; and JVPC IV, the general partner of JP OP VI,
may be deemed to have sole power to dispose of these shares.

WITH

SHARED DISPOSITIVE POWER

8

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,453,361

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 4.6%¹

12 TYPE OF REPORTING PERSON* PN

CUSIP # M2682V Page 7 of 20

1 NAME OF REPORTING PERSONS JVP Opportunity VI-A, L.P. ("JVP OP VI-A")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) ☐ (b) ☒ x

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Cayman Islands

SOLE VOTING POWER

NUMBER OF 5283,397 shares, except that JP OP VI, the general partner of JVP OP VI-A, may be deemed
SHARES to have sole power to vote these shares; and JVPC IV, the general partner of JP OP VI, may
be deemed to have sole power to vote these shares.

SHARED VOTING POWER

BENEFICIALLY 6

See response to row 5.

OWNED BY EACH SOLE DISPOSITIVE POWER
REPORTING

PERSON 7283,397 shares, except that JP OP VI, the general partner of JVP OP VI-A, may be deemed
to have sole power to dispose of these shares; and JVPC IV, the general partner of JP OP VI,
may be deemed to have sole power to dispose of these shares.

WITH SHARED DISPOSITIVE POWER

8

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 283,397

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* "

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.9%¹

12 TYPE OF REPORTING PERSON* PN

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NAME OF REPORTING PERSONS JVP Opportunity VI Entrepreneur Fund, L.P.

1
("JVP OP VI EF")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
(a) ☐ (b) ☒ x

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4
Cayman Islands

SOLE VOTING POWER

NUMBER OF 572,917 shares, except that JP OP VI, the general partner of JVP OP VI EF, may be deemed
SHARES to have sole power to vote these shares; and JVPC IV, the general partner of JP OP VI, may
be deemed to have sole power to vote these shares.

SHARED VOTING POWER

BENEFICIALLY 6
See response to row 5.

OWNED BY EACH SOLE DISPOSITIVE POWER
REPORTING

PERSON 772,917 shares, except that JP OP VI, the general partner of JVP OP VI EF, may be deemed
to have sole power to dispose of these shares; and JVPC IV, the general partner of JP OP VI,
may be deemed to have sole power to dispose of these shares.

WITH SHARED DISPOSITIVE POWER

8
See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 72,917

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* ☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.2%¹

12 TYPE OF REPORTING PERSON* PN

CUSIP # M2682V Page 9 of 20

1 NAME OF REPORTING PERSONS Jerusalem Partners IV, L.P. ("JP IV")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) ☐ (b) ☒

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5 1,995,722 shares, of which 1,961,475 are directly owned by JVP IV, 16,681 are directly owned by JVP IV-A and 17,566 are directly owned by JVPEF IV. JP IV, the general partner of JVP IV, JVPEF IV and JVP IV-A, may be deemed to have sole power to vote these shares; and JVPC IV, the general partner of JP IV, may be deemed to have sole power to vote these shares.

NUMBER OF SHARES

SHARED VOTING POWER

BENEFICIALLY

6

See response to row 5.

OWNED BY EACH REPORTING

SOLE DISPOSITIVE POWER

PERSON

7 1,995,722 shares, of which 1,961,475 are directly owned by JVP IV, 16,681 are directly owned by JVP IV-A and 17,566 are directly owned by JVPEF IV. JP IV, the general partner of JVP IV, JVPEF IV and JVP IV-A, may be deemed to have sole power to dispose of these shares; and JVPC IV, the general partner of JP IV, may be deemed to have sole power to dispose of these shares.

WITH

SHARED DISPOSITIVE POWER

8

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,995,722

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.3%¹

12 TYPE OF REPORTING PERSON*

PN

CUSIP # M2682V Page 10 of 20

1 NAME OF REPORTING PERSONS Jerusalem Partners IV - Venture Capital, L.P. ("JP IV VC")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) ☐ (b) ☒

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Israel

SOLE VOTING POWER

NUMBER OF
SHARES547,190 shares, of which all are directly owned by JVP IV (Israel). JP IV VC, the general partner of JVP IV (Israel) may be deemed to have sole power to vote these shares; and JVPC IV, the general partner of JP IV VC, may be deemed to have sole power to vote these shares.
SHARED VOTING POWER

BENEFICIALLY

6
See response to row 5.OWNED BY EACH
REPORTING

SOLE DISPOSITIVE POWER

PERSON

7 47,190 shares, of which all are directly owned by JVP IV (Israel). JP IV VC, the general partner of JVP IV (Israel) may be deemed to have sole power to dispose of these shares; and JVPC IV, the general partner of JP IV VC, may be deemed to have sole power to dispose of these shares.

WITH

SHARED DISPOSITIVE POWER

8

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

47,190

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.1%¹

12 TYPE OF REPORTING PERSON*

PN

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1 NAME OF REPORTING PERSONS JP Opportunity VI, L.P. ("JP OP VI")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) ☐ (b) ☒

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Cayman Islands

SOLE VOTING POWER

NUMBER OF SHARES 5 1,809,675 shares, of which 1,453,361 are directly owned by JVP OP VI, 283,397 are directly owned by JVP OP VI-A and 72,917 are directly owned by JVP OP VI EF. JP OP VI, the general partner of JVP OP VI, JVP OP VI-A and JVP OP VI EF, may be deemed to have sole power to vote these shares; and JVPC IV, the general partner of JP OP VI, may be deemed to have sole power to vote these shares.

SHARED VOTING POWER

BENEFICIALLY 6

See response to row 5.

OWNED BY EACH REPORTING PERSON 7 SOLE DISPOSITIVE POWER

PERSON 7 1,809,675 shares, of which 1,453,361 are directly owned by JVP OP VI, 283,397 are directly owned by JVP OP VI-A and 72,917 are directly owned by JVP OP VI EF. JP OP VI, the general partner of JVP OP VI, JVP OP VI-A and JVP OP VI EF, may be deemed to have sole power to dispose of these shares; and JVPC IV, the general partner of JP OP VI, may be deemed to have sole power to dispose of these shares.

SHARED DISPOSITIVE POWER

8

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,809,675

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* ☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 5.7%¹

12 TYPE OF REPORTING PERSON* PN

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1 NAME OF REPORTING PERSONS JVP Corp. IV ("JVPC IV")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) ☐ (b) ☒ x

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Cayman Islands

SOLE VOTING POWER

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY
EACH

REPORTING

PERSON

WITH

3,852,587 shares, of which 1,961,475 are directly owned by JVP IV, 16,681 are directly owned by JVP IV-A, 17,566 are directly owned by JVPEF IV, 47,190 are directly owned by JVP IV (Israel), 1,453,361 are directly owned by JVP OP VI, 283,397 are directly owned by JVP OP VI-A and 72,917 are directly owned by JVP OP VI EF. JVPC IV is (i) the general partner of JP IV, the general partner of JVP IV, JVP IV-A and JVPEF IV, (ii) the general partner of JP IV VC, the general partner of JVP IV (Israel), and (iii) the general partner of JP OP VI, the general partner of JVP OP VI, JVP OP VI-A and JVP OP VI EF, and may be deemed to have sole power to vote these shares.

5 SHARED VOTING POWER

6

See response to row 5.

SOLE DISPOSITIVE POWER

7

3,852,587 shares, of which 1,961,475 are directly owned by JVP IV, 16,681 are directly owned by JVP IV-A, 17,566 are directly owned by JVPEF IV, 47,190 are directly owned by JVP IV (Israel), 1,453,361 are directly owned by JVP OP VI, 283,397 are directly owned by JVP OP VI-A and 72,917 are directly owned by JVP OP VI EF. JVPC IV is (i) the general partner of JP IV, the general partner of JVP IV, JVP IV-A and JVPEF IV, (ii) the general partner of JP IV VC, the general partner of JVP IV (Israel), and (iii) the general partner of JP OP VI, the general partner of JVP OP VI, JVP OP VI-A and JVP OP VI EF, and may be deemed to have sole power to dispose of these shares.

SHARED DISPOSITIVE POWER

8

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,852,587

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12.2%¹

12 TYPE OF REPORTING PERSON*

CO

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This Amendment No. 1 amends the Statement on Schedule 13G previously filed by Jerusalem Venture Partners IV, L.P., a Delaware limited partnership (“JVP IV”), Jerusalem Venture Partners IV-A, L.P., a Delaware limited partnership (“JVP IV-A”), Jerusalem Venture Partners Entrepreneurs Fund IV, L.P., a Delaware limited partnership (“JVPEF IV”), Jerusalem Venture Partners IV (Israel), L.P., an Israeli limited partnership (“JVP IV (Israel)”), JVP Opportunity VI, L.P., a Cayman Islands exempted limited partnership (“JVP OP VI”), JVP Opportunity VI-A, L.P., a Cayman Islands exempted limited partnership (“JVP OP VI-A”), JVP Opportunity VI Entrepreneur Fund, L.P., a Cayman Islands exempted limited partnership (“JVP OP VI EF”), Jerusalem Partners IV, L.P., a Delaware limited partnership (“JP IV”), Jerusalem Partners IV - Venture Capital, L.P., an Israeli limited partnership (“JP IV VC”), JP Opportunity VI, L.P., a Cayman Islands exempted limited partnership (“JP OP VI”), JVP Corp. IV, a Cayman Islands exempted company (“JVPC IV”). The foregoing entities are collectively referred to as the “Reporting Persons.” Only those items as to which there has been a change are included in this Amendment No. 1.

ITEM 4. OWNERSHIP

The following information with respect to the ownership of the ordinary shares of the issuer by the persons filing this Statement is provided as of December 31, 2015:

(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

¹ The percentage of Ordinary Shares reported owned by the Reporting Persons is based upon 31,657,908 Ordinary Shares outstanding as reported in the Issuer's Prospectus dated June 11, 2015.

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SIGNATURES

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: February 9, 2016

JERUSALEM VENTURE
PARTNERS IV, L.P., a
Delaware Limited Partnership

By: Jerusalem Partners IV, L.P.
its General Partner

By: JVP Corp. IV
its General Partner

By: /s/ Yehoshua Ennis
Title: Attorney-in-Fact

Date: February 9, 2016

JERUSALEM VENTURE
PARTNERS IV-A, L.P., a
Delaware Limited Partnership

By: Jerusalem Partners IV, L.P.
its General Partner

By: JVP Corp. IV
its General Partner

By: /s/ Yehoshua Ennis
Title: Attorney-in-Fact

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Date: February 9, 2016

JERUSALEM VENTURE
PARTNERS
ENTREPRENEURS FUND IV,
L.P., a Delaware Limited
Partnership

By: Jerusalem Partners IV, L.P.
its General Partner
By: JVP Corp. IV
its General Partner

By: /s/ Yehoshua Ennis
Title: Attorney-in-Fact

Date: February 9, 2016

JERUSALEM VENTURE PARTNERS IV
(ISRAEL), L.P., an Israel Limited Partnership

By: Jerusalem Partners IV - Venture Capital, L.P.
its General Partner
By: JVP Corp. IV
its General Partner

By: /s/ Yehoshua Ennis
Title: Attorney-in-Fact

Date: February 9, 2016

JVP OPPORTUNITY VI,
L.P., a Cayman Islands
Exempted Limited
Partnership

By: JP Opportunity VI, L.P.
its General Partner

By: JVP Corp. IV
its General Partner

By: /s/ Yehoshua Ennis
Title: Attorney-in-Fact

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Date: February 9, 2016

JVP OPPORTUNITY
VI-A, L.P., a Cayman
Islands Exempted Limited
Partnership

By: JP Opportunity VI, L.P.
its General Partner

By: JVP Corp. IV
its General Partner

By: /s/ Yehoshua Ennis
Title: Attorney-in-Fact

Date: February 9, 2016

JVP OPPORTUNITY VI
ENTREPRENEUR FUND,
L.P., a Cayman Islands
Exempted Limited
Partnership

By: JP Opportunity VI, L.P.
its General Partner

By: JVP Corp. IV
its General Partner

By: /s/ Yehoshua Ennis
Title: Attorney-in-Fact

Date: February 9, 2016

JERUSALEM
PARTNERS IV, L.P.,

a Delaware Limited
Partnership

By: JVP Corp. IV
its General Partner

By: /s/ Yehoshua Ennis
Title: Attorney-in-Fact

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Date: February 9, 2016

JERUSALEM
PARTNERS IV -
VENTURE
CAPITAL, L.P., an
Israeli Limited
Partnership

By: JVP Corp. IV
its General Partner

By: /s/ Yehoshua Ennis
Title: Attorney-in-Fact

Date: February 9, 2016

JP
OPPORTUNITY
VI, L.P.,
a Cayman Islands
Exempted
Limited
Partnership

By: JVP Corp. IV
Its General
Partner

By: /s/ Yehoshua Ennis
Title: Attorney-in-Fact

Date: February 9, 2016

JVP CORP. IV, a
Cayman Islands
Exempted Company

By: /s/ Yehoshua Ennis
Title: Attorney-in-Fact

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EXHIBIT INDEX

Exhibit	Found on Sequentially Numbered Page
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exhibit A

Agreement of Joint Filing

The Reporting Persons hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Ordinary Shares of CyberArk Software Ltd. shall be filed on behalf of each of the Reporting Persons. Note that copies of the applicable Agreement of Joint Filing are already on file with the appropriate agencies.

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EXHIBIT B

Power of Attorney

Note that a copy of the applicable Power of Attorney is already on file with the appropriate agencies.