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April 15, 2026

**VIA ELECTRONIC SUBMISSION**

U.S. Securities and Exchange Commission  
Division of Corporation Finance  
100 F Street, N.E.  
Washington, D.C. 20549  
Attention: Ted Yu, Associate Director  
Michael Coco, Chief, Office of International Corporate Finance

RE: Tower Semiconductor Ltd.  
Section 16(a) of the Exchange Act

Ladies and Gentlemen:

We are writing on behalf of Tower Semiconductor Ltd. ("TSEM"), an Israeli company and foreign private issuer ("FPI"), as defined in Rule 3b-4 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Reference is made to the letter issued by the Staff of the Division of Corporation Finance (the "Staff") of the U.S. Securities and Exchange Commission (the "SEC"), dated March 13, 2026 (the "Staff Letter"), providing no-action relief to the directors and officers of TSEM and the directors and officers of similarly situated issuers with respect to the reporting requirements under Section 16(a) of the Exchange Act until April 20, 2026. As a follow-up to the Staff Letter, TSEM respectfully requests that the Staff confirm that it will not recommend that the SEC take enforcement action against the directors and officers of TSEM for failure to comply with their filing obligations under Section 16(a) of the Exchange Act by May 29, 2026, in light of ongoing volatile situations and

military operations in Lebanon, Iran, Israel and other Middle Eastern countries severely impacting Israel, as discussed below.

As described in our initial letter to the Staff relating to the Staff Letter, dated March 12, 2026 (the “Initial Letter”), the ongoing military operations in the Middle East have had a significant impact on TSEM’s ability to prepare for and assist its directors and officers to comply with the new Section 16(a) filing requirements. While a temporary, two-week partial ceasefire was announced with regard to operations involving Iran on April 7, 2026, these conditions persist and the situation remains volatile. Notably, the war among Israel, Lebanon and Hezbollah continues, and TSEM’s headquarters, management, parent company and largest fabrication facility (Fab 2) are all located less than 20 miles away from the Israel-Lebanon border, which continues to suffer rocket fires, missile strikes and air raid sirens from Lebanon. In addition, the wartime restrictions in Israel, especially in the northern part of Israel where TSEM’s headquarters, management and Fab 2 are located, remain ongoing, and TSEM employees, directors, vendors and other stakeholders located in Israel continue to be subject to shelter-in-place orders from time to time. Several parts of Israel continue to experience intermittent loss of power, internet and telecommunications services, as Israel continues to endure severe disruptions to communications and infrastructure. As a result, these war conditions have continued to meaningfully impair TSEM’s ability to collect, verify and assist its directors and officers in reporting the security ownership information required under Section 16(a). In addition, these restrictions impact access to company records and legal and compliance services, including notary services, that are necessary to complete the reports. For example, certain TSEM directors and officers had to reschedule notary appointments for Form ID preparations multiple times, with some of those appointments still pending as of the date of this letter, due to rocket strikes and other collateral consequences of military operations in the region.

Given the continuing severity of the current situation, especially in the region where TSEM’s headquarters, management and largest fabrication facility are located, and in order to ensure that TSEM’s directors and officers are able to comply fully and accurately with the new Section 16(a) reporting obligations, TSEM believes it is necessary to request an additional extension as contemplated in the Initial Letter. To that end, we respectfully request that the Staff confirm it will not recommend that the SEC take enforcement action against TSEM’s directors and officers for failure to comply with their filing obligations under Section 16(a) of the Exchange Act by May 29, 2026. As a condition of the foregoing request, TSEM will ensure that its directors

and officers will comply with the new filing obligations by May 29, 2026.<sup>1</sup> TSEM believes this additional extension will allow TSEM to address the continuing operational challenges posed by the ongoing military conflict and to better ensure the integrity and completeness of the required filings under Section 16(a).

### III. Conclusion

On the basis of the foregoing, we respectfully request on behalf of TSEM that the Staff confirm it will not recommend that the SEC take enforcement action against TSEM's directors and officers for failure to comply with their filing obligations under Section 16(a) of the Exchange Act by May 29, 2026.

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We appreciate the Staff's consideration of these matters. If you have any questions or require any further information, please contact the undersigned at (202) 371-7180 or [brian.breheny@skadden.com](mailto:brian.breheny@skadden.com).

Very truly yours,



Brian V. Breheny

cc: Nati Somekh  
Senior Vice President, Chief Legal Officer and Corporate Secretary  
Oren Shirazi  
Chief Financial Officer; Senior Vice President of Finance  
Tower Semiconductor Ltd.

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<sup>1</sup> We note that there are multiple intervening holidays in Israel between the date of this letter and the requested deadline of May 29, 2026, including Memorial Day (April 20 – 21), Independence Day (April 21 – 22) and Shavu'ot (May 21 – 23). Notary services and other business activities generally will not be provided on those days. In addition to the impacts of the war, TSEM's corporate resources are expected to be further strained for the remainder of April and May in light of the 2025 Form 20-F filing deadline on April 30, 2026, Q1 2026 financial reporting scheduled for May 13, 2026, and the proxy filing deadline in mid-May 2026 for the 2026 annual general meeting under the Israeli Companies Law.