



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

March 13, 2026

**Response of the Office of International Corporate Finance  
Division of Corporation Finance**

Brian V. Breheny  
Skadden, Arps, Slate, Meagher & Flom LLP  
1440 New York Avenue, N.W.  
Washington, DC 20005-2111

Re: Tower Semiconductor Ltd.  
Incoming letter dated March 12, 2026

Dear Mr. Breheny:

Based on the facts presented in your letter, the Division of Corporation Finance will not recommend enforcement action to the Commission if the directors and officers of Tower Semiconductor do not file the reports required under Exchange Act Section 16(a) until April 20, 2026. This position is based on the facts and representations made to the Division in your letter. Any different facts or conditions might require the Division to reach a different conclusion.

This no-action position is available for directors and officers of any other foreign private issuer with a class of equity securities registered under Exchange Act Section 12 that is organized and headquartered in Israel or any other foreign jurisdiction in the geographical region directly affected by the conflict described in your letter, provided they can represent that their ability to comply with the March 18, 2026 filing deadline mandated by the Holding Foreign Insiders Accountable Act has been materially affected by the direct effects of the conflict.

Sincerely,

/s/ Michael Coco

Michael Coco  
Chief, Office of International Corporate Finance  
Division of Corporation Finance