

Shah Pritesh
Form 4
January 14, 2019

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Shah Pritesh

(Last) (First) (Middle)

C/O NOVOCURE INC., 20
VALLEY STREAM PARKWAY,
SUITE 300

(Street)

MALVERN, PA 19355

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NovoCure Ltd [NVCR]

3. Date of Earliest Transaction
(Month/Day/Year)
01/11/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Commercial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-----------------------|---|--|-----------------------------------|--------|
| | | | | Code | V | | | | Amount |
| Ordinary Shares | 01/11/2019 | | M | | 8,751 ⁽¹⁾ | \$ 14.37 | 25,838 | D | |
| Ordinary Shares | 01/11/2019 | | S | | 8,751 | \$ 42.004 ⁽²⁾ | 17,087 | D | |
| Ordinary Shares | 01/11/2019 | | M | | 17,500 ⁽¹⁾ | \$ 11.46 | 34,587 | D | |
| Ordinary Shares | 01/11/2019 | | S | | 17,500 | \$ 42.004 ⁽³⁾ | 17,087 | D | |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options to Buy Ordinary Shares | \$ 14.37 | 01/11/2019 | | M | 8,751 | <u>(4)</u> 02/23/2025 | Ordinary Shares | 8,751 |
| Options to Buy Ordinary Shares | \$ 11.46 | 01/11/2019 | | M | 17,500 | <u>(4)</u> 02/24/2026 | Ordinary Shares | 17,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Shah Pritesh C/O NOVOCURE INC., 20 VALLEY STREAM PARKWAY, SUITE 300 MALVERN, PA 19355 | | | Chief Commercial Officer | |

Signatures

/s/ Kimberly Burke, Attorney in fact for Pritesh Shah
01/14/2019

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Transaction was made pursuant to a Rule 10b5-1 trading plan adopted by Mr. Shah.

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(2) On January 11, 2019, pursuant to a Rule 10b5-1 trading plan adopted by Mr. Shah, Mr. Shah sold 8,751 shares in multiple trades at prices ranging from \$42.00 to \$42.03. The price reported above reflects the weighted average sale price. Mr. Shah hereby undertakes to provide to the Staff, the issuer or any security holder of the issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.

(3) On January 11, 2019, pursuant to a Rule 10b5-1 trading plan adopted by Mr. Shah, Mr. Shah sold 17,500 shares in multiple trades at prices ranging from \$42.00 to \$42.03. The price reported above reflects the weighted average sale price. Mr. Shah hereby undertakes to provide to the Staff, the issuer or any security holder of the issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.

(4) Options exercised were fully vested as of the date hereof.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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