Novocure Ltd
Form 4
March 02, 2017

FORM 4

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

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
DOYLE WILLIAM F

(Last) (First) (Middle)

C/O NOVOCURE INC., 20 VALLEY STREAM PKWY, 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)
02/28/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director __X__ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Executive Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares	02/28/2017		M		686,836	A	$ 3.59	19,822,874 (4)	I	WFD Ventures Fund II, L.P. (1)
Ordinary Shares	02/28/2017		F(2)		324,440	D	$ 7.6	19,498,434	I	WFD Ventures Fund II, L.P. (1)
Ordinary Shares	02/28/2017		M		525,618	A	$ 3.59	20,024,052	I	WFD Ventures Fund II,

									L.P. (1)
Ordinary Shares	02/28/2017		F(3)	248,285	D	$ 7.6	19,775,767	I	WFD Ventures Fund II, L.P. (1)
Ordinary Shares							84,699 (5)	D	

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

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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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrants	$ 3.59	02/28/2017		M			686,836	(6)	07/31/2017	Ordinary Shares	686,836
Warrants	$ 3.59	02/28/2017		M			525,618	(6)	07/21/2018	Ordinary Shares	525,618
Warrants	$ 3.59							(6)	07/31/2017	Ordinary Shares	6,498
Warrants	$ 3.59							(6)	07/21/2018	Ordinary Shares	3,879

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOYLE WILLIAM F C/O NOVOCURE INC. 20 VALLEY STREAM PKWY, SUITE 300	X	X	Executive Chairman	

MALVERN, PA 19355

WFD Ventures Fund II, L.P.
C/O NOVOCURE INC.,
20 VALLEY STREAM PKWY SUITE 300
MALVERN, PA 19355

X

Director by Deputization

Signatures

By: /s/ William F. Doyle

03/02/2017

**Signature of Reporting Person

Date

WFD Ventures Fund II, L.P., By: WFD-GP II, LLC, its general partner, By: WFD Ventures LLC, sole member of WFD-GP II LLC, By: /s/ William F. Doyle, Title: Managing Director

03/02/2017

**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) Mr. Doyle is a managing director of WFD Ventures LLC, the sole member of WFD-GP II, LLC, which is the general partner of WFD Ventures Fund II, L.P. Mr. Doyle disclaims beneficial ownership of the reported shares except to the extent of his pecuniary interest.

(2) Reflects 324,440 ordinary shares withheld by the issuer at the market price of $7.60 per share less an exercise price of $3.59 per share in connection with the cashless exercise of 362,396 warrants to purchase ordinary shares owned by WFD Ventures Fund II, L.P.

(3) Reflects 248,285 ordinary shares withheld by the issuer at the market price of $7.60 per share less an exercise price of $3.59 per share in connection with the cashless exercise of 277,333 warrants to purchase ordinary shares owned by WFD Ventures Fund II, L.P.

(4) The Amendment filed on Form 4/A on February 21, 2017 incorrectly reflected the total number of ordinary shares beneficially owned by WFD Ventures Fund II, L.P. WFD Ventures Fund II, L.P. beneficially owned 19,136,038 ordinary shares following the transactions reported by the aforementioned Form 4/A.

(5) The Amendment filed on Form 4/A on February 21, 2017 incorrectly reflected the total number of ordinary shares beneficially owned by William F. Doyle. William F. Doyle beneficially owned 84,699 ordinary shares following the transactions reported by the aforementioned Form 4/A.

(6) Currently exercisable 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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