

GROENHUYSEN WILHELMUS CM

Form 4

January 14, 2019

**FORM 4**

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

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).

**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 \*  
GROENHUYSEN WILHELMUS CM

(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)  
01/10/2019

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 Financial 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 or Price (A) or (D) (2)  |  |                                   |
| Ordinary Shares <sup>(1)</sup>  | 01/10/2019                           |  | A                              | 25  | A \$ 27.2   | D  |                                   |
| Ordinary Shares                 | 01/11/2019                           |  | M                              | 30,000 <sup>(3)</sup>   | A \$ 3.44   | D  |                                   |
| Ordinary Shares                 | 01/11/2019                           |  | S                              | 30,000 <sup>(3)</sup>   | D \$ 42.35  | D  |                                   |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form**

SEC 1474 (9-02)

**displays a currently valid OMB control number.**

**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             | \$ 3.44  | 01/11/2019                           |  | M                              | 30,000  | (4) 12/13/2021   | Ordinary Shares   | 30,000                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| GROENHUYSEN WILHELMUS CM<br>C/O NOVOCURE INC.,<br>20 VALLEY STREAM PARKWAY, SUITE 300<br>MALVERN, PA 19355 |               |           | Chief Financial Officer |       |

## Signatures

Kimberly Burke, attorney in fact for Wilhelmus CM Groenhuysen  
Date: 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).

The reporting person is voluntarily reporting the acquisition of shares of the issuer's ordinary shares pursuant to the NovoCure Limited

- (1) Employee Share Purchase Plan ("ESPP"), for the ESPP purchase period of July 1, 2018 through December 31, 2018. This transaction is also exempt under Rule 16b-3(c).
- (2) In accordance with the ESPP, these shares were purchased based on 85% of the closing price of the issuer's ordinary shares on July 2, 2018.
- (3) Transaction was made pursuant to a Rule 10b5-1 trading plan adopted by Mr. Groenhuysen.
- (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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