

Ambrogi Michael J.  
Form 4  
February 05, 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 \*  
Ambrogi Michael J.

(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)  
02/01/2019

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 Operating 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				
Ordinary Shares	02/01/2019		M		37,500 <sup>(1)</sup>	\$ 7.15	184,058	D	
Ordinary Shares	02/01/2019		S		27,660	\$ 48.861 <sup>(2)</sup>	156,398	D	
Ordinary Shares	02/01/2019		S		9,840	\$ 49.508 <sup>(3)</sup>	146,558	D	
Ordinary Shares	02/04/2019		M		21,000 <sup>(1)</sup>	\$ 7.15	167,558	D	

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Ordinary Shares	02/04/2019		S	21,000	D	\$ 49.533 (4)	146,558	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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(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	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	\$ 7.15	02/01/2019		M	37,500	(5) 02/21/2027	Ordinary Shares	37,500
Options to Buy Ordinary Shares	\$ 7.15	02/04/2019		M	21,000	(5) 02/21/2027	Ordinary Shares	21,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ambrogi Michael J. C/O NOVOCURE INC. 20 VALLEY STREAM PARKWAY, SUITE 300 MALVERN, PA 19355			Chief Operating Officer	

## Signatures

/s/ Kimberly Burke, Attorney in fact for Michael J. Ambrogi 02/05/2019

\_\_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. Ambrogi.

(2) On February 1, 2019, pursuant to a Rule 10b5-1 trading plan adopted by Mr. Ambrogi, Mr. Ambrogi sold 27,660 shares in multiple trades at prices ranging from \$48.33 to \$49.32. The price reported above reflects the weighted average sale price. Mr. Ambrogi 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 February 1, 2019, pursuant to a Rule 10b5-1 trading plan adopted by Mr. Ambrogi, Mr. Ambrogi sold 9,840 shares in multiple trades at prices ranging from \$49.33 to \$49.94. The price reported above reflects the weighted average sale price. Mr. Ambrogi 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) On February 4, 2019, pursuant to a Rule 10b5-1 trading plan adopted by Mr. Ambrogi, Mr. Ambrogi sold 21,000 shares in multiple trades at prices ranging from \$49.08 to \$49.75. The price reported above reflects the weighted average sale price. Mr. Ambrogi 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.

(5) 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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