

Ambrogi Michael J.
Form 4
April 19, 2018

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.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O NOVOCURE INC., 20
VALLEY STREAM PARKWAY,
SUITE 300

3. Date of Earliest Transaction
(Month/Day/Year)
04/17/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Operating Officer

(Street)
MALVERN, PA 19355

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

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

(City) (State) (Zip)

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)
				(A) or (D)	Price			
Ordinary Shares	04/17/2018		M	V	20,000 <u>(1)</u>	A \$ 3.44 166,558	D	
Ordinary Shares	04/17/2018		S		300 <u>(1)</u>	D \$ 22 166,258	D	
Ordinary Shares	04/17/2018		S		15,900 <u>(1)</u>	D \$ 22.05 150,358	D	
Ordinary Shares	04/17/2018		S		2,000 <u>(1)</u>	D \$ 22.1 148,358	D	
Ordinary Shares	04/17/2018		S		1,255 <u>(1)</u>	D \$ 22.104 147,103	D	

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Ordinary Shares	04/17/2018	S	545 ⁽¹⁾	D	\$ 22.21	146,558	D
Ordinary Shares	04/18/2018	M	20,000 ⁽¹⁾	A	\$ 3.44	166,558	D
Ordinary Shares	04/18/2018	S	20,000 ⁽¹⁾	D	\$ 24	146,558	D

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 (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	04/17/2018		M	20,000	⁽²⁾ 12/13/2021	Ordinary Shares	20,000
Options to Buy Ordinary Shares	\$ 3.44	04/18/2018		M	20,000	⁽²⁾ 12/13/2021	Ordinary Shares	20,000

Reporting Owners

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

Signatures

/s/ Todd Longworth, Attorney in fact for Michael J.
Ambrogi

04/19/2018

__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) These shares were sold pursuant to a Rule 10b5-1 trading plan adopted by Mr. Ambrogi.
 - (2) 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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