

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.

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)
02/01/2019

____ 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)
				Code	V Amount or Price			
Ordinary Shares	02/01/2019		M		37,500 ⁽¹⁾	A \$ 7.15 184,058	D	
Ordinary Shares	02/01/2019		S		27,660	D \$ 48.861 156,398	D	
Ordinary Shares	02/01/2019		S		9,840	D \$ 49.508 146,558	D	
Ordinary Shares	02/04/2019		M		21,000 ⁽¹⁾	A \$ 7.15 167,558	D	

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