

ReWalk Robotics Ltd.
Form 3
December 31, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * Â Koren Ofir (Last) (First) (Middle) C/O REWALK ROBOTICS LTD.,Â 3 HATNUFA ST., P.O. BOX 161 (Street) YOKNEAM ILIT,Â L3Â 20692203 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/31/2015	3. Issuer Name and Ticker or Trading Symbol ReWalk Robotics Ltd. [RWLK]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☐ Director ☐ 10% Owner ☒ Officer ☐ Other (give title below) (specify below) Snr VP, Research & Development	5. 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
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Ordinary Shares, par value NIS 0.01 per share	2,715 ⁽¹⁾	I	ESOP

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Option (Right to buy)	Â (2)	07/17/2023	Ordinary Shares	8,530	\$ 1.32	D	Â
Option (Right to buy)	Â (3)	12/24/2023	Ordinary Shares	15,498	\$ 1.49	D	Â
Option (Right to buy)	Â (4)	12/15/2024	Ordinary Shares	5,657	\$ 20.77	D	Â
Option (Right to buy)	Â (5)	09/25/2025	Ordinary Shares	25,000	\$ 8	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Koren Ofir C/O REWALK ROBOTICS LTD. 3 HATNUFA ST., P.O. BOX 161 YOKNEAM ILIT,Â L3Â 20692203	Â	Â	Â Snr VP, Research & Development	Â

Signatures

/s/ Kevin Hershberger as
attorney-in-fact

12/31/2015

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Represents 2,715 ordinary shares issuable upon the vesting of restricted stock units ("RSUs") granted under the ReWalk 2014 Equity Incentive Plan on January 9, 2015. The RSUs vest in four equal annual installments starting on the first anniversary of the date of grant.
- (2) Represents stock options granted under the ReWalk 2012 Equity Incentive Plan on August 1, 2013. The options become vested and exercisable in 12 equal quarterly installments starting on the first anniversary of the date of grant. Original option grant was for 13,320 ordinary shares of which 4,790 have been exercised, leaving 8,530 shares underlying options outstanding.
- (3) Represents stock options granted under the ReWalk 2012 Equity Incentive Plan on August 1, 2013. The options become vested and exercisable in 12 equal quarterly installments starting on the first anniversary of the date of grant. Original option grant was for 21,708 ordinary shares of which 6,210 have been exercised, leaving 15,498 shares underlying options outstanding.
- (4) Represents stock options granted under the ReWalk 2014 Equity Incentive Plan on December 15, 2014. The options become vested and exercisable in 12 equal quarterly installments starting on the first anniversary of the date of grant.
- (5) Represents stock options granted under the ReWalk 2014 Equity Incentive Plan on September 25, 2015. The options become vested and exercisable in 12 equal quarterly installments starting on the first anniversary of the date of grant.

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Remarks:

ExhibitÂ 24.1Â -Â PowerÂ ofÂ Attorney

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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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