

Shah Pritesh
Form 4
March 04, 2019

FORM 4

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

OMB APPROVAL

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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 *
Shah Pritesh

(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)
03/01/2019

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 Commercial 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	03/01/2019		M		(1) 7,439 A \$ 11.46	32,678	D	
Ordinary Shares	03/01/2019		S		(2) 4,127 D \$ 55.233	28,551	D	
Ordinary Shares	03/01/2019		S		(3) 3,312 D \$ 56.111	25,239	D	
Ordinary Shares	03/01/2019		M		(1) 16,250 A \$ 7.15	41,489	D	

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Ordinary Shares	03/01/2019	S	8,733	D	\$ <u>(4)</u>	32,756	D
Ordinary Shares	03/01/2019	S	7,517	D	\$ <u>(5)</u>	25,239	D
Ordinary Shares	03/01/2019	M	<u>16,897</u> <u>(1)</u>	A	\$ 21.15	42,136	D
Ordinary Shares	03/01/2019	S	9,161	D	\$ <u>(6)</u>	32,975	D
Ordinary Shares	03/01/2019	S	7,736	D	\$ <u>(7)</u>	25,239	D

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

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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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to Buy Ordinary Shares	\$ 11.46	03/01/2019		M	7,439	<u>(8)</u>	02/24/2026	Ordinary Shares	7,439
Options to Buy Ordinary Shares	\$ 7.15	03/01/2019		M	16,250	<u>(8)</u>	02/21/2027	Ordinary Shares	16,250
Options to Buy Ordinary Shares	\$ 21.15	03/01/2019		M	16,897	<u>(8)</u>	02/26/2028	Ordinary Shares	16,897

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shah Pritesh C/O NOVOCURE INC., 20 VALLEY STREAM PARKWAY, SUITE 300 MALVERN, PA 19355			Chief Commercial Officer	

Signatures

/s/ Kimberly Burke, Attorney in fact for Pritesh
Shah

03/04/2019

__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. Shah.

(2) On March 1, 2019, pursuant to a Rule 10b5-1 trading plan adopted by Mr. Shah, Mr. Shah sold 4,127 shares in multiple trades at prices ranging from \$54.64 to \$55.61. The price reported above reflects the weighted average sale price. Mr. Shah 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 March 1, 2019, pursuant to a Rule 10b5-1 trading plan adopted by Mr. Shah, Mr. Shah sold 3,312 shares in multiple trades at prices ranging from \$55.72 to \$56.55. The price reported above reflects the weighted average sale price. Mr. Shah 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 March 1, 2019, pursuant to a Rule 10b5-1 trading plan adopted by Mr. Shah, Mr. Shah sold 8,733 shares in multiple trades at prices ranging from \$54.62 to \$55.61. The price reported above reflects the weighted average sale price. Mr. Shah 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) On March 1, 2019, pursuant to a Rule 10b5-1 trading plan adopted by Mr. Shah, Mr. Shah sold 7,517 shares in multiple trades at prices ranging from \$55.62 to \$56.56. The price reported above reflects the weighted average sale price. Mr. Shah 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.

(6) On March 1, 2019, pursuant to a Rule 10b5-1 trading plan adopted by Mr. Shah, Mr. Shah sold 9,161 shares in multiple trades at prices ranging from \$54.62 to \$55.61. The price reported above reflects the weighted average sale price. Mr. Shah 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.

(7) On March 1, 2019, pursuant to a Rule 10b5-1 trading plan adopted by Mr. Shah, Mr. Shah sold 7,736 shares in multiple trades at prices ranging from \$55.62 to \$56.57. The price reported above reflects the weighted average sale price. Mr. Shah 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.

(8) 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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