

Microbot Medical Inc.
Form 4
November 30, 2016

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 *
ALPHA CAPITAL ANSTALT

2. Issuer Name and Ticker or Trading Symbol
Microbot Medical Inc. [MBOT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
LETTSTRASSE 32, 9490, VADUZ

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/28/2016

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

LICHTENSTEIN, N2

(City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 11/28/2016 | (1) | J | (A) or (D) A | 9,753,549 (1) (2) (3) \$ 0 (1) (2) (3) 9,753,549 (1) (2) (3) | D | |
| Common Stock | 11/28/2016 | (1) | J | (A) or (D) D | 7,977,092 (1) (2) (3) \$ 0 (1) (2) (3) 1,776,457 (1) (2) (3) | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

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| 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) | Amount or Number of Shares | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Convertible Debenture | \$ 0.64 | 11/28/2016 | (2) | J | 1,776,457 <u>(2)</u> <u>(3)</u> | (2) | (2) | | | Common Stock | (2) (3) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ALPHA CAPITAL ANSTALT LETTSTRASSE 32, 9490 VADUZ LICHTENSTEIN, N2 | | | X | |

Signatures

/s/ Konrad Ackermann Director of Alpha Capital Anstalt

11/30/2016

__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).

Pursuant to a merger agreement effective as of November 28, 2016 reported in a Form 8-K filed by the Issuer on November 29, 2016, Alpha Capital Anstalt ("Alpha") was issued 9,753,549 shares of common stock, which immediately following the merger were

- (1) surrendered by Alpha to the Issuer pursuant to the terms of a Right to Shares Agreement. The Right to Shares Agreement contains a 4.99% "blocker" provision designed to prevent Alpha from being a beneficial owner of more than 4.99% of the Issuer's Common Stock. Therefore, Alpha is no longer an affiliate of the Issuer.
- (2) In connection with the merger on November 28, 2016, Alpha exchanged a non-convertible note for a convertible debenture containing a 4.99% "blocker" provision.
- (3) The number of shares owned by Alpha does not include any shares issued to Lane Ventures, Inc., a consultant of the Issuer. Alpha disclaims beneficial ownership of any of the shares issued to Lane Ventures, Inc.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.