

Novocure Ltd
Form 8-K
October 08, 2015

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d)

of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 5, 2015

NovoCure Limited

(Exact name of registrant as specified in its charter)

Jersey (Channel Islands)
(State or other jurisdiction

of incorporation)

001-37565
(Commission

File Number)

Not Applicable
(IRS Employer

Identification No.)

Le Masurier House

La Rue Le Masurier

St. Helier, Jersey
(Address of principal executive offices)

JE2 4YE
(Zip Code)

Registrant's telephone number, including area code: +44 (0)15 3475 6700

N/A

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. to Form 8-K):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01 Regulation FD Disclosure

The press releases of NovoCure Limited, dated October 5, 2015 and October 7, 2015, are furnished herewith as Exhibits 99.1 and 99.2, respectively.

Item 8.01 Other Events

On October 5, 2015, the U.S. Food and Drug Administration, or FDA, approved Optune with temozolomide for the treatment of adult patients with newly diagnosed, supratentorial glioblastoma following maximal debulking surgery and completion of radiation therapy together with concomitant standard of care chemotherapy. Optune is the first FDA-approved therapy in more than a decade to demonstrate statistically significant extension of survival in newly diagnosed glioblastoma patients.

On October 7, 2015, NovoCure Limited closed its initial public offering of 7,500,000 ordinary shares at a price to the public of \$22.00 per share. In addition, the underwriters for the offering have a 30-day option, commencing on October 1, 2015, to purchase up to an additional 1,125,000 ordinary shares. The shares began trading on the NASDAQ Global Select Market on October 2, 2015 under the symbol NVCR.

NovoCure Limited received net proceeds of approximately \$150.5 million from the offering, after deducting the underwriters' discount and estimated offering expenses, which it intends to use for working capital and general corporate purposes, including clinical trials and research and development and continued commercialization of Optune and its future delivery systems.

This Current Report on Form 8-K does not constitute an offer to sell or a solicitation of an offer to buy the securities described above, nor shall there be any sale of such shares in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit

| No. | Description |
|------------|--|
| 99.1 | Press Release of NovoCure Limited, dated October 5, 2015 |
| 99.2 | Press Release of NovoCure Limited, dated October 7, 2015 |

The information in Item 7.01 (including any exhibits furnished under Item 9.01 relating thereto) in this Current Report on Form 8-K shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (as amended, the Exchange Act) or otherwise subject to the liabilities of that Section, and shall not be or be deemed to be incorporated by reference in any NovoCure Limited filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing.

Forward-Looking Statements

Certain statements contained in this Current Report on Form 8-K (including in any exhibits) that are not historical information contain forward-looking statements. The forward-looking statements involve risks and uncertainties and actual results may differ materially from those projected or implied. Further, certain forward-looking statements are based on assumptions of future events which may not prove to be accurate. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms may, should, expects, plans, anticipates, could, intends, target, projects, contemplates, believes, estimates, predicts, potential or continue to be, or other variations or comparable terminology. NovoCure Limited derives many of its forward-looking statements from its operating budgets and forecasts, which are based upon many detailed assumptions. While NovoCure Limited believes that its assumptions are reasonable, it is difficult to predict the impact of known factors and, of course, it is impossible to anticipate all factors that could

affect actual results. These factors are discussed in the Risk factors, Cautionary note regarding forward-looking statements, Management's discussion and analysis of financial condition and results of operations, and Our business sections and elsewhere in NovoCure Limited's registration statement on Form S-1 (File No. 333-206681).

You should keep in mind that any forward-looking statement made by NovoCure Limited herein, or elsewhere, speaks only as of the date on which made. New risks and uncertainties come up from time to time, and it is impossible for NovoCure Limited to predict these events or how they may affect it. NovoCure Limited has no obligation to update any forward-looking statements after the date hereof, except as required by federal securities laws.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NovoCure Limited

(Registrant)

Date: October 8, 2015

By: /s/ Wilhelmus Groenhuysen

Name: Wilhelmus Groenhuysen

Title: Chief Financial Officer

Index to Exhibits

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