

Hershberger Kevin
 Form 4
 October 06, 2017

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 *
 Hershberger Kevin

(Last) (First) (Middle)

C/O REWALK ROBOTICS LTD., 3
 HATNUFA ST. P.O. BOX 161

(Street)

YOKNEAM ILIT, L3 20692203

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 ReWalk Robotics Ltd. [RWLK]

3. Date of Earliest Transaction
 (Month/Day/Year)
 10/04/2017

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 Financial 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	(D)	Price			
Ordinary Shares, par value NIS 0.01 per share	10/05/2017		A		62,006 (1)	A	\$ 0	95,676	I	ESOP

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

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 (9-02)

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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
Option (Right to buy)	\$ 19.62	10/04/2017		D	77,469	<u>(2)</u> 01/01/2025	Ordinary Shares	77,469
Option (Right to buy)	\$ 7.3	10/04/2017		D	80,000	<u>(3)</u> 12/03/2025	Ordinary Shares	80,000
Option (Right to buy)	\$ 9.4	10/04/2017		D	82,800	<u>(4)</u> 05/18/2026	Ordinary Shares, par value NIS 0.01 per share	82,800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hershberger Kevin C/O REWALK ROBOTICS LTD. 3 HATNUFA ST. P.O. BOX 161 YOKNEAM ILIT, L3 20692203			Chief Financial Officer	

Signatures

/s/ Kevin Hershberger 10/06/2017

**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) Represents 62,006 Ordinary Shares issuable upon the vesting of restricted stock units ("RSUs") granted under the ReWalk Robotics Ltd. Incentive Compensation Plan (the "2014 Plan") on October 5, 2017 as part of the equity exchange program, which commenced on September 6, 2017 and expired on October 4, 2017. The RSUs vest in three equal annual installments starting on the first anniversary of the date of grant, and may only be settled in Ordinary Shares.

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- (2) Represents stock options granted under the 2014 Plan on January 1, 2015. The options were cancelled on October 4, 2017 as part of the equity exchange program and were replaced with RSUs. The cancelled options become vested and exercisable in 12 equal quarterly installments starting on the first anniversary of the date of grant.
- (3) Represents stock options granted under the 2014 Plan on December 3, 2015. The options were cancelled on October 4, 2017 as part of the equity exchange program and were replaced with RSUs. The cancelled options become vested and exercisable in 12 equal quarterly installments starting on the first anniversary of the date of grant.
- (4) Represents stock options granted under the 2014 Plan on May 18, 2016. The options were cancelled on October 4, 2017 as part of the equity exchange program and were replaced with RSUs. One-fourth of the cancelled options become vested and exercisable on the first anniversary of the date of the grant, with the remaining options vesting in twelve equal quarterly installments thereafter.

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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