

Palti Yoram
Form 4
April 23, 2018

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 *
Palti Yoram

(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)
04/19/2018

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 Technology 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 Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	(A) or (D)	Price		
Ordinary Shares	04/19/2018		S	13,919	D	\$ 24.79 (1)	1,253,063	I	Bennett Limited (2)
Ordinary Shares	04/19/2018		S	16,081	D	\$ 25.06 (3)	1,236,982	I	Bennett Limited (2)
Ordinary Shares	04/20/2018		S	19,362	D	\$ 25.0585 (4)	1,217,620	I	Bennett Limited (2)

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

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(9-02)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Palti Yoram C/O NOVOCURE INC. 20 VALLEY STREAM PARKWAY, SUITE 300 MALVERN, PA 19355	X		Chief Technology Officer	

Signatures

/s/ Kimberly Burke, Attorney in Fact for Yoram
Palti 04/23/2018

**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) On April 19, 2018, pursuant to a Rule 10b5-1 trading plan adopted by Bennett Limited, Bennett Limited sold 13,919 shares in multiple trades at prices ranging from \$24.45 to \$24.975. The price reported above reflects the weighted average sale price. Bennett Limited 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.
- (2) Professor Palti shares voting and investment power for the shares held by Bennett Limited.
- (3) On April 19, 2018, pursuant to a Rule 10b5-1 trading plan adopted by Bennett Limited, Bennett Limited sold 16,081 shares in multiple trades at prices ranging from \$25.00 to \$25.65. The price reported above reflects the weighted average sale price. Bennett Limited 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.

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- (4) On April 20, 2018, pursuant to a Rule 10b5-1 trading plan adopted by Bennett Limited, Bennett Limited sold 19,362 shares in multiple trades at prices ranging from \$24.575 to \$25.30. The price reported above reflects the weighted average sale price. Bennett Limited 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.

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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