

Ambrogi Michael J.  
Form 4  
April 03, 2019

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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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 \*  
Ambrogi Michael J.

(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)  
04/01/2019

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 Operating 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                 | 04/01/2019                           |  | M                              |   | (1) 21,875        | \$ 14.37 207,549  | D  |                                   |
| Ordinary Shares                 | 04/01/2019                           |  | S                              |   | (2) 20,275        | \$ 47.289 187,274   | D  |                                   |
| Ordinary Shares                 | 04/01/2019                           |  | S                              |   | (3) 1,600         | \$ 48.072 185,674   | D  |                                   |
| Ordinary Shares                 | 04/01/2019                           |  | M                              |   | (1) 12,500        | \$ 11.46 198,174  | D  |                                   |

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|                 |            |   |                             |   |                  |        |         |   |
|-----------------|------------|---|-----------------------------|---|------------------|--------|---------|---|
| Ordinary Shares | 04/01/2019 | S | 11,202                      | D | \$<br><u>(4)</u> | 47.393 | 186,972 | D |
| Ordinary Shares | 04/01/2019 | S | 1,298                       | D | \$<br><u>(5)</u> | 48.088 | 185,674 | D |
| Ordinary Shares | 04/02/2019 | M | <u>15,516</u><br><u>(1)</u> | A | \$               | 14.37  | 201,190 | D |
| Ordinary Shares | 04/02/2019 | S | 15,384                      | D | \$<br><u>(6)</u> | 47.239 | 185,806 | D |
| Ordinary Shares | 04/02/2019 | S | 132                         | D | \$<br><u>(7)</u> | 47.833 | 185,674 | D |

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

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SEC 1474  
(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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options to Buy Ordinary Shares             | \$ 14.37   | 04/01/2019                           |  | M                              | 21,875  | <u>(8)</u> 02/23/2025                                    | Ordinary Shares   | 21,875                        |
| Options to Buy Ordinary Shares             | \$ 11.46   | 04/01/2019                           |  | M                              | 12,500  | <u>(8)</u> 02/24/2026                                    | Ordinary Shares   | 12,500                        |
| Options to Buy Ordinary Shares             | \$ 14.37   | 04/02/2019                           |  | M                              | 15,516  | <u>(8)</u> 02/23/2025                                    | Ordinary Shares   | 15,516                        |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |                         |
|---|---------------|-----------|---------|-------------------------|
|   | Director      | 10% Owner | Officer | Other                   |
| Ambrogi Michael J.<br>C/O NOVOCURE INC.<br>20 VALLEY STREAM PARKWAY, SUITE 300<br>MALVERN, PA 19355 |               |           |         | Chief Operating Officer |

## Signatures

/s/ Kimberly Burke, Attorney in fact for Michael J.  
Ambrogi

04/03/2019

\*\*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. Ambrogi.

On April 1, 2019, pursuant to a Rule 10b5-1 trading plan adopted by Mr. Ambrogi, Mr. Ambrogi sold 20,275 shares in multiple trades at prices ranging from \$46.90 to \$47.83. The price reported above reflects the weighted average sale price. Mr. Ambrogi 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 April 1, 2019, pursuant to a Rule 10b5-1 trading plan adopted by Mr. Ambrogi, Mr. Ambrogi sold 1,600 shares in multiple trades at prices ranging from \$47.92 to \$48.25. The price reported above reflects the weighted average sale price. Mr. Ambrogi 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 April 1, 2019, pursuant to a Rule 10b5-1 trading plan adopted by Mr. Ambrogi, Mr. Ambrogi sold 11,202 shares in multiple trades at prices ranging from \$46.94 to \$47.94. The price reported above reflects the weighted average sale price. Mr. Ambrogi 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 April 1, 2019, pursuant to a Rule 10b5-1 trading plan adopted by Mr. Ambrogi, Mr. Ambrogi sold 1,298 shares in multiple trades at prices ranging from \$47.94 to \$48.25. The price reported above reflects the weighted average sale price. Mr. Ambrogi 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 April 2, 2019, pursuant to a Rule 10b5-1 trading plan adopted by Mr. Ambrogi, Mr. Ambrogi sold 15,384 shares in multiple trades at prices ranging from \$46.80 to \$47.71. The price reported above reflects the weighted average sale price. Mr. Ambrogi 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 April 2, 2019, pursuant to a Rule 10b5-1 trading plan adopted by Mr. Ambrogi, Mr. Ambrogi sold 132 shares in multiple trades at prices ranging from \$47.81 to \$47.84. The price reported above reflects the weighted average sale price. Mr. Ambrogi 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) 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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