

Novocure Ltd
Form 4
May 10, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
DOYLE WILLIAM F

(Last) (First) (Middle)

**C/O NOVOCURE INC., 20
VALLEY STREAM PKWY 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)
05/06/2016

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)

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	05/06/2016		M		8,349	A	\$ 3.59	87,080 ⁽⁵⁾	D	
Ordinary Shares	05/06/2016		F		2,381 ⁽²⁾	D	\$ 12.59	84,699	D	
Ordinary Shares	05/06/2016		M		845,091	A	\$ 3.59	21,619,678	I	WFD Ventures Fund II, L.P. ⁽¹⁾
Ordinary Shares	05/06/2016		F		240,976 ⁽³⁾	D	\$ 12.59	21,378,702	I	WFD Ventures

Fund II,
L.P. (1)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrant	\$ 3.59	05/06/2016		M	8,349	<u>(4)</u>	05/08/2016	Ordinary Shares	8,349
Warrant	\$ 3.59	05/06/2016		M	845,091	<u>(4)</u>	05/08/2016	Ordinary Shares	845,091

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOYLE WILLIAM F C/O NOVOCURE INC., 20 VALLEY STREAM PKWY SUITE 300 MALVERN, PA 19355	X		X	
WFD Ventures Fund II, L.P. C/O NOVOCURE INC., 20 VALLEY STREAM PKWY SUITE 300 MALVERN, PA 19355			X	

Signatures

By: /s/ Todd Longsworth, Attorney in fact for William F. Doyle 05/10/2016

**Signature of Reporting Person

Date

By: /s/ Todd Longsworth, Attorney in fact for WFD Ventures Fund II, L.P. 05/10/2016

__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).

(1) Mr. Doyle is a managing director of WFD Ventures LLC, the sole member of WFD-GP II, LLC, which is the general partner of WFD Ventures Fund II, L.P. Mr. Doyle possesses sole voting and investment power over shares owned by WFD Ventures Fund II, L.P. (subject to certain rights of the advisory board of WFD Ventures Fund II, L.P. to approve sales of any of the shares owned by WFD Ventures Fund II, L.P.).

(2) Reflects 2,381 shares withheld by the issuer at the market price of \$12.59 per share less an exercise price of \$3.59 per share to fund the cashless exercise of 8,349 warrants to purchase ordinary shares owned by Mr. Doyle.

(3) Reflects 240,976 shares withheld by the issuer at the market price of \$12.59 per share less an exercise price of \$3.59 per share to fund the cashless exercise of 845,091 warrants to purchase ordinary shares indirectly owned by Mr. Doyle.

(4) Exercisable at any time through May 8, 2016.

(5) Includes 78,731 shares previously owned by Mr. Doyle.

Remarks:

The transactions reported in the above Table 1 Rows 1 and 2; and Rows 3 and 4 reflect the cashless exercise of warrants. The

This Form 4 is filed for William F. Doyle and WFD Ventures Fund II, L.P.

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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