

Novocure Ltd
Form 4
October 09, 2015

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 *
Perlhagen Gert L.

(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)
10/07/2015

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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-----------|--------------------|--------------------|
| | | | | (A) or (D) | Price | | | | | |
| | | | | Code | V | Amount | | | | |
| Ordinary Shares | 10/07/2015 | | C | 5,755,705 | A | (\$) | 7,531,378 | I | Volati Limited (1) | |
| Ordinary Shares | 10/09/2015 | | X | 154,601 | A | \$ | 3.54 | 7,685,979 | I | Volati Limited (1) |

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

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number.

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 Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|-----------|--|-----------------|---|------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | |
| Series A Convertible Preferred Shares ⁽⁴⁾ | <u>(3)</u> | 10/07/2015 | | C | | 131,380 | <u>(3)</u> | <u>(3)</u> | Ordinary Shares | 13 |
| Series C Convertible Preferred Shares ⁽⁴⁾ | <u>(3)</u> | 10/07/2015 | | C | | 618,411 | <u>(3)</u> | <u>(3)</u> | Ordinary Shares | 61 |
| Series D Convertible Preferred Shares ⁽⁴⁾ | <u>(3)</u> | 10/07/2015 | | C | | 829,546 | <u>(3)</u> | <u>(3)</u> | Ordinary Shares | 82 |
| Series E Convertible Preferred Shares ⁽⁴⁾ | <u>(3)</u> | 10/07/2015 | | C | | 2,823,670 | <u>(3)</u> | <u>(3)</u> | Ordinary Shares | 2,8 |
| Series F Convertible Preferred Shares ⁽⁴⁾ | <u>(3)</u> | 10/07/2015 | | C | | 1,121,329 | <u>(3)</u> | <u>(3)</u> | Ordinary Shares | 1,12 |
| Series G Convertible Preferred Shares ⁽⁴⁾ | <u>(3)</u> | 10/07/2015 | | C | | 231,369 | <u>(3)</u> | <u>(3)</u> | Ordinary Shares | 23 |
| Warrants | \$ 3.54 | 10/09/2015 | | X | | 154,601 | <u>(2)</u> | 10/11/2015 | Ordinary Shares | 15 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| | X | X | | |

Perlhagen Gert L.
C/O NOVOCURE INC., 20 VALLEY STREAM PKWY
SUITE 300
MALVERN, PA 19355

Volati Ltd
CHARTER PLACE, 23-27 SEATON PLACE X
ST. HELIER (CHANNEL ISLANDS), Y9 JE115Y

Signatures

By: /s/ Todd Longsworth Attorney in fact for Gert Lennart
Perlhagen 10/09/2015
Date

__Signature of Reporting Person

By: /s/ Todd Longsworth Attorney in fact for Volati Limited 10/09/2015
Date

__Signature of Reporting Person

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. Perlhagen is the settlor of, and a beneficiary of shares held by, the Oden Trust, the beneficial owner of Volati Limited.
- (2) Currently exercisable as of the date hereof.
- (3) N/A.
- (4) Pursuant to the issuer's memorandum & articles of association, all outstanding preferred shares of each series automatically converted into ordinary shares upon the consummation of the issuer's initial public offering on October 7, 2015.

Remarks:

This Form 4 is filed for Gert Lennart Perlhagen and Volati Limited.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.