

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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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 *
PHILLIPS CHARLES G III

(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 Ownership (Instr. 4)
Ordinary Shares	10/07/2015		C	V	68,405 A <u>11</u> 68,405	I	By spouse

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)

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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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series F Convertible Preferred Shares ⁽²⁾	<u>(1)</u>	10/07/2015		C		44,856	<u>(1)</u> <u>(1)</u>	Ordinary Shares	44,856
Series G Convertible Preferred Shares ⁽²⁾	<u>(1)</u>	10/07/2015		C		5,333	<u>(1)</u> <u>(1)</u>	Ordinary Shares	5,333
Series H Convertible Preferred Shares ⁽²⁾	<u>(1)</u>	10/07/2015		C		3,701	<u>(1)</u> <u>(1)</u>	Ordinary Shares	3,701
Series I Convertible Preferred Shares ⁽²⁾	<u>(1)</u>	10/07/2015		C		10,672	<u>(1)</u> <u>(1)</u>	Ordinary Shares	10,672
Series J Convertible Preferred Shares ⁽²⁾	<u>(1)</u>	10/07/2015		C		3,843	<u>(1)</u> <u>(1)</u>	Ordinary Shares	3,843

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PHILLIPS CHARLES G III C/O NOVOCURE INC., 20 VALLEY STREAM PKWY SUITE 300 MALVERN, PA 19355	X			

Signatures

By: /s/ Todd Longsworth Attorney in fact for Charles G. Phillips

10/09/2015

__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) N/A.

(2) Pursuant to the issuer's memorandum & articles of association, all outstanding preferred shares of each series automatically converted into ordinary shares upon consummation of the issuer's initial public offering on October 7, 2015.

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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