

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 *
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)
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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Ordinary Shares | 10/07/2015 | | C | 2,242,664 | A <u>(2)</u> 3,623,538 | I | WFD Ventures Fund A ⁽¹⁾ |
| Ordinary Shares | 10/07/2015 | | C | 17,151,049 | A <u>(2)</u> 20,774,587 | I | WFD Ventures Fund II ⁽³⁾ |

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

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SEC 1474 (9-02)

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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Series F Convertible Preferred Shares ⁽⁴⁾ | <u>(2)</u> | 10/07/2015 | | C | 2,242,664 | <u>(2)</u> <u>(2)</u> | Ordinary Shares 2,242,664 |
| Series A Convertible Preferred Shares ⁽⁴⁾ | <u>(2)</u> | 10/07/2015 | | C | 453,621 | <u>(2)</u> <u>(2)</u> | Ordinary Shares 453,621 |
| Series B Convertible Preferred Shares ⁽⁴⁾ | <u>(2)</u> | 10/07/2015 | | C | 4,590,439 | <u>(2)</u> <u>(2)</u> | Ordinary Shares 4,590,439 |
| Series C Convertible Preferred Shares ⁽⁴⁾ | <u>(2)</u> | 10/07/2015 | | C | 1,598,626 | <u>(2)</u> <u>(2)</u> | Ordinary Shares 1,598,626 |
| Series D Convertible Preferred Shares ⁽⁴⁾ | <u>(2)</u> | 10/07/2015 | | C | 3,380,361 | <u>(2)</u> <u>(2)</u> | Ordinary Shares 3,380,361 |
| Series E Convertible Preferred Shares ⁽⁴⁾ | <u>(2)</u> | 10/07/2015 | | C | 4,849,836 | <u>(2)</u> <u>(2)</u> | Ordinary Shares 4,849,836 |
| Series F Convertible Preferred Shares ⁽⁴⁾ | <u>(2)</u> | 10/07/2015 | | C | 1,121,329 | <u>(2)</u> <u>(2)</u> | Ordinary Shares 1,121,329 |
| Series G Convertible Preferred Shares ⁽⁴⁾ | <u>(2)</u> | 10/07/2015 | | C | 1,156,837 | <u>(2)</u> <u>(2)</u> | Ordinary Shares 1,156,837 |

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 10/09/2015
 __Signature of Reporting Person Date

By: /s/ Todd Longsworth Attorney in fact for WFD Ventures Fund II 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) Mr. Doyle is a managing director of WFD Ventures LLC, which is the managing member of WFD Ventures Fund A. Mr. Doyle possesses sole voting and investment power over shares owned by WFD Ventures Fund A.
- (2) N/A.
- (3) 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. Mr. Doyle possesses sole voting and investment power over shares owned by WFD Ventures Fund II (subject to certain rights of the advisory board of WFD Ventures Fund II to approve sales of any of the shares owned by WFD Ventures Fund II).
- (4) 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.

Remarks:

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

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.