

Palti Yoram
Form 4
November 13, 2017

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 *
Palti Yoram

(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)
11/08/2017

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 Technology 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 Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Price				
Ordinary Shares	11/08/2017		S	23,734	D	\$ 19.46 (1)	1,527,320	I	Bennett Limited (2)
Ordinary Shares	11/08/2017		S	6,266	D	\$ 20.17 (3)	1,521,054	I	Bennett Limited (2)
Ordinary Shares	11/09/2017		S	24,612	D	\$ 18.14 (4)	1,496,442	I	Bennett Limited (2)
Ordinary Shares	11/09/2017		S	5,388	D	\$	1,491,054	I	Bennett

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Shares					18.74				Limited ⁽²⁾
					<u>(5)</u>				
Ordinary Shares	11/10/2017		S	26,100	D	\$ 17.54	1,464,954	I	Bennett Limited ⁽²⁾
						<u>(6)</u>			
Ordinary Shares	11/10/2017		S	3,900	D	\$ 18.04	1,461,054	I	Bennett Limited ⁽²⁾
						<u>(7)</u>			

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
Palti Yoram C/O NOVOCURE INC. 20 VALLEY STREAM PARKWAY, SUITE 300 MALVERN, PA 19355	Director 10% Owner Officer Other X Chief Technology Officer

Signatures

By: /s/ Todd Longsworth Attorney in fact for Yoram
Palti

11/13/2017

__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) On November 8, 2017, pursuant to a Rule 10b5-1 trading plan adopted by Bennett Limited, Bennett Limited sold 23,734 shares in multiple trades at prices ranging from \$19.10 to \$19.975. The price reported above reflects the weighted average sale price. Bennett Limited 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.

(2) Professor Palti shares voting and investment power for the shares held by Bennett Limited.

(3) On November 8, 2017, pursuant to a Rule 10b5-1 trading plan adopted by Bennett Limited, Bennett Limited sold 6,266 shares in multiple trades at prices ranging from \$20.00 to \$20.50. The price reported above reflects the weighted average sale price. Bennett Limited 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 November 9, 2017, pursuant to a Rule 10b5-1 trading plan adopted by Bennett Limited, Bennett Limited sold 24,612 shares in multiple trades at prices ranging from \$17.65 to \$18.625. The price reported above reflects the weighted average sale price. Bennett Limited 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 November 9, 2017, pursuant to a Rule 10b5-1 trading plan adopted by Bennett Limited, Bennett Limited sold 5,388 shares in multiple trades at prices ranging from \$18.65 to \$19.00. The price reported above reflects the weighted average sale price. Bennett Limited 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 November 10, 2017, pursuant to a Rule 10b5-1 trading plan adopted by Bennett Limited, Bennett Limited sold 26,100 shares in multiple trades at prices ranging from \$17.20 to \$17.95. The price reported above reflects the weighted average sale price. Bennett Limited 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 November 10, 2017, pursuant to a Rule 10b5-1 trading plan adopted by Bennett Limited, Bennett Limited sold 3,900 shares in multiple trades at prices ranging from \$18.00 to \$18.30. The price reported above reflects the weighted average sale price. Bennett Limited 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.

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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