Ambrogi Michael J. Form 4 February 05, 2019

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Form 5

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Ambrogi Michael J. Issuer Symbol NovoCure Ltd [NVCR] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify C/O NOVOCURE INC., 20 02/01/2019 below) VALLEY STREAM PARKWAY, Chief Operating Officer **SUITE 300** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

MALVERN, PA 19355

(State)

(Zip)

(City)

(City)	(State)	Tabl	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficially	y 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) our Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Ordinary Shares	02/01/2019		M	37,500 (1)	A	\$ 7.15	184,058	D	
Ordinary Shares	02/01/2019		S	27,660	D	\$ 48.861 (2)	156,398	D	
Ordinary Shares	02/01/2019		S	9,840	D	\$ 49.508 (3)	146,558	D	
Ordinary Shares	02/04/2019		M	21,000 (1)	A	\$ 7.15	167,558	D	

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Ordinary S 02/04/2019 21,000 D 49.533 146,558 D Shares

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

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(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. Transactio Code (Instr. 8)	5. Number of orDerivative 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
Options to Buy Ordinary Shares	\$ 7.15	02/01/2019		M	37,500	<u>(5)</u>	02/21/2027	Ordinary Shares	37,500
Options to Buy Ordinary Shares	\$ 7.15	02/04/2019		M	21,000	<u>(5)</u>	02/21/2027	Ordinary Shares	21,000

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

Ambrogi Michael J. C/O NOVOCURE INC. 20 VALLEY STREAM PARKWAY, SUITE 300 MALVERN, PA 19355

Chief Operating Officer

Signatures

/s/ Kimberly Burke, Attorney in fact for Michael J. 02/05/2019 Ambrogi

> **Signature of Reporting Person Date

Reporting Owners 2

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) Transaction was made pursuant to a Rule 10b5-1 trading plan adopted by Mr. Ambrogi.
- On February 1, 2019, pursuant to a Rule 10b5-1 trading plan adopted by Mr. Ambrogi, Mr. Ambrogi sold 27,660 shares in multiple trades at prices ranging from \$48.33 to \$49.32. The price reported above reflects the weighted average sale price. Mr. Ambrogi 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.
- On February 1, 2019, pursuant to a Rule 10b5-1 trading plan adopted by Mr. Ambrogi, Mr. Ambrogi sold 9,840 shares in multiple trades at prices ranging from \$49.33 to \$49.94. The price reported above reflects the weighted average sale price. Mr. Ambrogi 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.
- On February 4, 2019, pursuant to a Rule 10b5-1 trading plan adopted by Mr. Ambrogi, Mr. Ambrogi sold 21,000 shares in multiple trades at prices ranging from \$49.08 to \$49.75. The price reported above reflects the weighted average sale price. Mr. Ambrogi 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) Fully vested as of the date hereof.

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.