

Novocure Ltd
Form 3
March 22, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Pomona Capital VII, L.P. | | (Month/Day/Year) | Novocure Ltd [NVCR] | |
| (Last) | (First) | (Middle) | 03/08/2017 | |
| 780 THIRD AVE, 46TH FLOOR | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| NEW YORK,Â NYÂ 10017 | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 6,798,841 | D <u>(1)</u> | Â |
| Common Stock | 3,076,019 | D <u>(2)</u> | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|---------------------|--------------------|-------|----------------------------------|----------|--|
|---------------------|--------------------|-------|----------------------------------|----------|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Pomona Capital VII, L.P. 780 THIRD AVE, 46TH FLOOR NEW YORK, NY 10017 | ^ | ^ X | ^ | ^ |
| Pomona Capital VII Fund Investors, L.P. 780 THIRD AVE, 46TH FLOOR NEW YORK, NY 10017 | ^ | ^ X | ^ | ^ |
| Pomona Associates VII, L.P. 780 THIRD AVE, 46TH FLOOR NEW YORK, NY 10017 | ^ | ^ X | ^ | ^ |
| Pomona Secondary Associates VII LLC 780 THIRD AVE, 46TH FLOOR NEW YORK, NY 10017 | ^ | ^ X | ^ | ^ |
| Pomona G.P. Holdings LLC 780 THIRD AVE, 46TH FLOOR NEW YORK, NY 10017 | ^ | ^ X | ^ | ^ |
| GRANOFF MICHAEL D 780 THIRD AVE, 46TH FLOOR NEW YORK, NY 10017 | ^ | ^ X | ^ | ^ |
| JANIS FRANCES 780 THIRD AVE, 46TH FLOOR NEW YORK, NY 10017 | ^ | ^ X | ^ | ^ |
| FUTRELL STEVE 780 THIRD AVE, 46TH FLOOR NEW YORK, NY 10017 | ^ | ^ X | ^ | ^ |

Signatures

/s/ Frances N. Janis, Managing Principal of Pomona G.P. Holdings LLC, sole member of Pomona Secondary Associates VII LLC, general partner of Pomona Associates VII, L.P., general partner of Pomona Capital VII, L.P. 03/22/2017

__Signature of Reporting Person Date

/s/ Frances N. Janis, Managing Principal of Pomona G.P. Holdings LLC, sole member of Pomona Secondary Associates VII LLC, general partner of Pomona Associates VII, L.P., Class A general partner of Pomona Capital VII Fund Investors, L.P. 03/22/2017

__Signature of Reporting Person Date

/s/ Frances N. Janis, Managing Principal of Pomona G.P. Holdings LLC, sole member of Pomona Secondary Associates VII LLC, Class B general partner of Pomona Capital VII Fund 03/22/2017

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Investors, L.P.

| **Signature of Reporting Person | Date |
|--|------------|
| /s/ Frances N. Janis, Managing Principal of Pomona G.P. Holdings LLC, sole member of Pomona Secondary Associates VII LLC, general partner of Pomona Associates, L.P. | 03/22/2017 |
| **Signature of Reporting Person | Date |
| /s/ Frances N. Janis, Managing Principal of Pomona G.P. Holdings LLC, sole member of Pomona Secondary Associates VII LLC | 03/22/2017 |
| **Signature of Reporting Person | Date |
| /s/ Frances N. Janis, Managing Principal of Pomona G.P. Holdings LLC | 03/22/2017 |
| **Signature of Reporting Person | Date |
| /s/ Michael D. Granoff | 03/22/2017 |
| **Signature of Reporting Person | Date |
| /s/ Frances N. Janis | 03/22/2017 |
| **Signature of Reporting Person | Date |
| /s/ Stephen M. Futrell | 03/22/2017 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) The shares are held directly by Pomona Capital VII, L.P. ("PC VII"). The sole member of PC VII is Pomona Associates VII, L.P. ("PCVII GP"). The general partner of PCVII GP is Pomona Secondary Associates VII LLC ("PCVII LLC"). The sole member of PCVII LLC is Pomona G.P. Holdings LLC ("Holdings LLC"). The individual managers of Holdings LLC are Michael D. Granoff ("Granoff"), Frances N. Janis ("Janis") and Stephen M. Futrell ("Futrell") and, as such, each of PCVII GP, PCVII LLC, Holdings LLC, Granoff, Janis and Futrell exercises shared voting and investment power over the shares held of record by PC VII. Each of the Reporting Persons disclaims beneficial ownership of the shares except to the extent of their pecuniary interest therein, if any.

(2) The shares are held directly by Pomona Capital VII Fund Investors, L.P. ("PC VII FI"). The Class A sole member of PC VII FI is PCVII GP and the Class B general partner of PC VII FI is PCVII LLC. The general partner of PCVII GP is also PCVII LLC. The sole member of PCVII LLC is Holdings LLC. The individual managers of Holdings LLC are Granoff, Janis and Futrell and, as such, each of PCVII GP, PCVII LLC, Holdings LLC, Granoff, Janis and Futrell exercises shared voting and investment power over the shares held of record by PC VII FI. Each of the Reporting Persons disclaims beneficial ownership of the shares except to the extent of their pecuniary interest therein, if any.

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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