

Shah Pritesh
Form 3
July 11, 2018

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)

| | | | | | |
|--|---|---|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Shah Pritesh</p> <p>(Last) (First) (Middle)</p> <p>C/O NOVOCURE INC., 20 VALLEY STREAM PARKWAY, SUITE 300</p> <p>(Street)</p> <p>MALVERN, PA 19355</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/01/2018</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>NovoCure Ltd [NVCR]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Chief Commercial Officer</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|---|---|--|

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) |
|------------------------------------|--|---|--|
| Ordinary Shares | 5,231 | D | |

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) | |
|--------------------------------|------------------|-----------------|-----------------|----------------------------|----------|---------------------------------------|---|
| Options to Buy Ordinary Shares | Â <u>(1)</u> | 05/01/2028 | Ordinary Shares | 30,000 | \$ 27.6 | D | Â |
| Options to Buy Ordinary Shares | Â <u>(2)</u> | 02/27/2028 | Ordinary Shares | 67,586 | \$ 21.15 | D | Â |
| Options to Buy Ordinary Shares | Â <u>(3)</u> | 07/26/2027 | Ordinary Shares | 50,000 | \$ 19.25 | D | Â |
| Options to Buy Ordinary Shares | Â <u>(4)</u> | 05/02/2027 | Ordinary Shares | 50,000 | \$ 11.85 | D | Â |
| Options to Buy Ordinary Shares | Â <u>(5)</u> | 02/22/2027 | Ordinary Shares | 65,000 | \$ 7.15 | D | Â |
| Options to Buy Ordinary Shares | Â <u>(6)</u> | 02/24/2026 | Ordinary Shares | 24,963 | \$ 11.46 | D | Â |
| Options to Buy Ordinary Shares | Â <u>(7)</u> | 02/24/2026 | Ordinary Shares | 10,037 | \$ 11.46 | D | Â |
| Options to Buy Ordinary Shares | Â <u>(8)</u> | 03/05/2025 | Ordinary Shares | 17,739 | \$ 14.37 | D | Â |
| Options to Buy Ordinary Shares | Â <u>(9)</u> | 03/05/2025 | Ordinary Shares | 5,913 | \$ 14.37 | D | Â |
| Options to Buy Ordinary Shares | Â <u>(10)</u> | 02/26/2024 | Ordinary Shares | 59,130 | \$ 7.48 | D | Â |
| Options to Buy Ordinary Shares | Â <u>(11)</u> | 02/20/2023 | Ordinary Shares | 8,869 | \$ 7.03 | D | Â |
| Options to Buy Ordinary Shares | Â <u>(12)</u> | 11/13/2022 | Ordinary Shares | 23,652 | \$ 6.72 | D | Â |
| Restricted Stock Units | Â <u>(13)</u> | 05/01/2028 | Ordinary Shares | 7,000 | \$ 0 | D | Â |
| Restricted Stock Units | Â <u>(14)</u> | 02/27/2028 | Ordinary Shares | 9,259 | \$ 0 | D | Â |
| Restricted Stock Units | Â <u>(15)</u> | 02/22/2027 | Ordinary Shares | 39,000 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Shah Pritesh C/O NOVOCURE INC., 20 VALLEY STREAM PARKWAY, SUITE 300 | Â | Â | Â Chief Commercial Officer | Â |

MALVERN, PA 19355

Signatures

/s/ Kimberly Burke, Attorney in fact for Pritesh
Shah

07/11/2018

__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) One-quarter of these options will vest on each of May 1, 2019, 2020, 2021 and 2022, subject to the reporting person's continued employment through such dates.
- (2) One-quarter of these options will vest on each of February 27, 2019, 2020, 2021 and 2022, subject to the reporting person's continued employment through such dates.
- (3) One-quarter of these options will vest on each of July 26, 2018, 2019, 2020 and 2021, subject to the reporting person's continued employment through such dates.
- (4) One-quarter of these options will vest on each of May 2, 2018, 2019, 2020 and 2021, subject to the reporting person's continued employment through such dates.
- (5) One-quarter of these options vest on each of February 22, 2018, 2019, 2020 and 2021, subject to the reporting person's continued employment through such dates.
- (6) One-quarter of these options vest on each of February 24, 2017, 2018, 2019 and 2020, subject to the reporting person's continued employment through such dates.
- (7) Options to buy 1,311 ordinary shares will fully vest and become exercisable on February 24, 2019 and options to buy 8,726 ordinary shares will fully vest and become exercisable on February 24, 2020.
- (8) Options to buy 17,739 ordinary shares are vested and currently exercisable as of the date hereof.
- (9) Options to buy 5,913 ordinary shares will fully vest and become exercisable on February 25, 2019.
- (10) Options to buy 59,130 ordinary shares are vested and currently exercisable as of the date hereof.
- (11) Options to buy 8,869 ordinary shares are vested and currently exercisable as of the date hereof.
- (12) Options to buy 23,652 ordinary shares are vested and currently exercisable as of the date hereof.
- (13) One-third of these restricted stock units are scheduled to vest on each of May 1, 2019, 2020 and 2021, subject to the reporting person's continued employment through such dates.
- (14) One-third of these restricted stock units are scheduled to vest on each of February 27, 2019, 2020 and 2021, subject to the reporting person's continued employment through such dates.
- (15) One-third of these restricted stock units are scheduled to vest on each of February 22, 2018, 2019 and 2020, subject to the reporting person's continued employment through such dates.

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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