

Novocure Ltd
Form S-8
May 03, 2017

As filed with the
Securities and
Exchange Commission
on May 3, 2017
Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT

Under
The Securities Act of 1933

NovoCure Limited

(Exact name of registrant as specified in its charter)

Jersey 98-1057807

(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification Number)

NovoCure Limited

Le Masurier House

La Rue Le Masurier

St. Helier, Jersey JE2 4YE

(Address, including zip Code, of Principal Executive Offices)

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NovoCure Limited Employee Share Purchase Plan

NovoCure Limited 2015 Omnibus Incentive Plan

(Full title of each plan)

Wilhelmus Groenhuysen

Chief Financial Officer

NovoCure Limited

c/o NovoCure Inc.

20 Valley Stream Pkwy

Suite 300

Malvern, PA 19355

(212) 767-7530

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Pran Jha

Sidley Austin LLP

One South Dearborn Street

Chicago, Illinois 60603

(312) 853-7000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer Accelerated Filer

Non-Accelerated Filer (Do not check if a smaller reporting company) Smaller Reporting Company

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title Of Securities To Be Registered	Amount To Be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share ⁽²⁾	Proposed Maximum Aggregate Offering Price ⁽²⁾	Amount Of Registration Fee ⁽²⁾
Ordinary shares, no par value	4,348,703	\$10.83	\$47,096,453.49	\$5,458.48

(1) This Registration Statement covers (i) 869,741 ordinary shares of NovoCure Limited (the “Registrant”) available for issuance pursuant to the NovoCure Limited Employee Share Purchase Plan (the “ESPP”) and (ii) 3,478,962 ordinary shares of the Registrant available for issuance pursuant to awards under the NovoCure Limited 2015 Omnibus Incentive Plan (the “2015 Plan”) and together with the ESPP, the “Plans”).

In addition, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers any additional shares of the Registrant that become issuable under the Plans to prevent dilution by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration that results in an increase in the number of outstanding ordinary shares.

(2) Completed pursuant to Rule 457(h) and Rule 457(c) of the Securities Act, based on the high and low prices reported for the Registrant’s ordinary shares on the NASDAQ Global Select Market on April 26, 2017. Pursuant to the ESPP, which plan is incorporated by reference herein, the purchase price of the ordinary shares of the Registrant to be issued thereunder will be the lesser of 85% of the fair market value of an ordinary share of the Registrant on the first day of the applicable six-month offering period and 85% of the fair market value of an ordinary share of the Registrant on the last day of the purchase period.

EXPLANATORY NOTE

This Registration Statement on Form S-8 (this “Registration Statement”) is being filed to register an additional 869,741 ordinary shares issuable under the ESPP and an additional 3,478,962 ordinary shares issuable under the 2015 Plan.

A Registration Statement on Form S-8 (File No. 333-209854) (the “Previous Registration Statement”) was previously filed with the Securities and Exchange Commission (the “Commission”) by the Registrant on March 1, 2016, covering the registration of 1,667,785 ordinary shares issuable under the ESPP and 16,251,143 ordinary shares issuable under the 2015 Plan.

The contents of the Previous Registration Statement are hereby incorporated by reference pursuant to General Instruction E of Form S-8, except for Items 3 and 8 of Part II, which are being updated by this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which previously have been filed with the Commission, are hereby incorporated by reference into this Registration Statement:

- (a) The Registrant’s Annual Report on Form 10-K for the year ended December 31, 2016, as amended, filed on February 23, 2017 and amended on March 1, 2017;
- (b) The Registrant’s Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2017, filed on April 27, 2017;
- (c) The Registrant’s Current Reports on Form 8-K filed on March 27, 2017, March 31, 2017 and April 27, 2017; and
- (d) The description of ordinary shares set forth in the Registrant’s registration statement on Form 8-A (File No. 001-37565) filed on September 23, 2015 pursuant to Section 12 of the Exchange Act of 1934, as amended (the “Exchange Act”), including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the effectiveness of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered hereby have been sold or that deregisters all offerings of securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is or is deemed to be incorporated by reference

herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

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In no event, however, will any information that the Registrant discloses under Item 2.02 and Item 7.01 of any Current Report on Form 8-K that the Registrant may from time to time furnish to the Commission be incorporated by reference into, or otherwise become a part of, this Registration Statement. Any statement contained in a document that is deemed to be incorporated by reference or deemed to be part of this Registration Statement after the most recent effective date may modify or replace existing statements contained in this Registration Statement.

Item 8.Exhibits.

Exhibit

NumberExhibit Document

- 4.1 Form of Ordinary Share Certificate (filed as Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-206681) and incorporated by reference herein)
- 4.2 Memorandum & Articles of Association of NovoCure Limited (filed as Exhibit 3.5 to the Registrant's Registration Statement on Form S-1 (File No. 333-206681) and incorporated by reference herein)
- 5.1 Opinion of Ogier to the legality of the securities*
- 10.1 NovoCure Limited Employee Share Purchase Plan (filed as Exhibit 10.15 to the Registrant's Registration Statement on Form S-1 (File No. 333-206681) and incorporated by reference herein)
- 10.2 NovoCure Limited 2015 Omnibus Incentive Plan (filed as Exhibit 10.5 to the Registrant's Registration Statement on Form S-1 (File No. 333-206681) and incorporated by reference herein)
- 23.1 Consent of Ogier (included in Exhibit 5.1)*
- 23.2 Consent of Kost Forer Gabbay & Kasierer, a Member of Ernst & Young Global, Independent Registered Public Accounting Firm*
- 24.1 Power of Attorney (included in signature page)*

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Malvern, Commonwealth of Pennsylvania, on May 3, 2017.

NOVOCURE LIMITED

By: /s/ Asaf Danziger
 Asaf Danziger
 Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby severally constitutes and appoints Wilhelmus Groenhuisen and Todd Longworth, and each of them individually, with full power of substitution and resubstitution, his true and lawful attorney-in fact and agent, with full powers to each of them to sign for us, in our names and in the capacities indicated below, this Registration Statement on Form S-8 and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, and any and all amendments to said Registration Statement (including post-effective amendments), granting unto said attorneys, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as each of us might or could do in person, and hereby ratifying and confirming all that said attorneys, and each of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue of this Power of Attorney. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signatures	Title	Date
By: /s/ Asaf Danziger Asaf Danziger	Chief Executive Officer and Director (Principal Executive Officer)	May 3, 2017
By: /s/ Wilhelmus Groenhuisen Wilhelmus Groenhuisen	Chief Financial Officer (Principal Financial and Accounting Officer) and Authorized Representative in the United States	May 3, 2017
By: /s/ William F. Doyle William F. Doyle	Executive Chairman and Director	May 3, 2017
By: /s/ Kinyip Gabriel Leung Kinyip Gabriel Leung	Vice Chairman and Director	May 3, 2017
By: /s/ William Burkoth William Burkoth	Director	

William Burkoth

May 3,
2017
May 3,
2017

By: /s/ Louis J. Lavigne, Director
Jr.

Louis J. Lavigne, Jr.

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By: Director May 3, 2017

Robert J. Mylod, Jr.

By:/s/ Yoram Palti, M.D., Ph.D. Director May 3, 2017

Yoram Palti, M.D., Ph.D.

By:/s/ Gert Lennart Perlhagen Director May 3, 2017

Gert Lennart Perlhagen

By:/s/ Charles G. Phillips III Director May 3, 2017

Charles G. Phillips III

By:/s/ William A. Vernon Director May 3, 2017

William A. Vernon

INDEX TO EXHIBITS

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