

# 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 or  
Section 30(h) of the Investment Company Act of 1940

|   |  |   |  |   |  |
|---|--|---|--|---|--|
| 1. Name and Address of Reporting Person *                     |  | 2. Issuer Name and Ticker or Trading Symbol       |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)   |  |
| <b>DOYLE WILLIAM F</b>  |  | <b>NovoCure Ltd [ NVCR ]</b>                      |  | <input checked="" type="checkbox"/> Director _____ 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below)<br><b>Executive Chairman</b> |  |
| (Last) (First) (Middle)                                       |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |   |  |
| <b>C/O NOVOCURE INC., 20 VALLEY STREAM PARKWAY, SUITE 300</b> |  | <b>5/8/2019</b>                                   |  |   |  |
| (Street)  |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  | 6. Individual or Joint/Group Filing (Check Applicable Line)   |  |
| <b>MALVERN, PA 19355</b>                                      |  |   |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |  |
| (City) (State) (Zip)  |  |   |  |   |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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) |
|---------------------------------|----------------|-----------------------------------|---------------------------|---|---|------------|----------|---|--|---|
|                                 |                |                                   | Code                      | V | Amount  | (A) or (D) | Price    |   |  |   |
| Ordinary Shares                 | 5/9/2019       |                                   | S                         |   | 31460<br><u>(1)</u>   | D          | \$47.374 | 896463  | D  |   |

**Table II - Derivative Securities 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. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|-----|---|-----------------|---|----------------------------|--|--|--|--|
|  |  |                |                                   | Code                      | V | (A)  | (D) | Date Exercisable                        | Expiration Date | Title   | Amount or Number of Shares |  |  |  |  |
| Options to Buy Ordinary Shares             | \$47.56  | 5/8/2019       |                                   | A                         |   | 115060   |     | <u>(2)</u>                              | 5/8/2029        | Ordinary Shares   | 115060                     | \$0.00                                     | 115060   | D  |  |
| Options to Buy Ordinary Shares             | \$47.56  | 5/8/2019       |                                   | A                         |   | 35000  |     | <u>(3)</u>                              | 5/8/2029        | Ordinary Shares   | 35000                      | \$0.00                                     | 35000  | D  |  |

**Explanation of Responses:**

- Represents the number of shares required to be sold by the reporting person to cover tax withholding obligations in connection with the vesting of Restricted Stock Units. This sale is mandated by the Issuer's award agreement under its equity incentive plans to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by the reporting person.
- Options to buy 115,060 ordinary shares will fully vest and become exercisable on May 8, 2022 if (i) the closing price of the Company's ordinary shares is at least \$59.45 for a period of at least twenty (20) consecutive trading days at any time between May 8, 2021 and May 8, 2022 and (ii) Mr. Doyle has been continuously employed by the Company through May 8, 2022.
- Options to buy 35,000 ordinary shares will fully vest and become exercisable on May 8, 2022 if (i) the closing price of the Company's ordinary shares is at least \$71.34 for a period of at least twenty (20) consecutive trading days at any time between May 8, 2021 and May 8, 2022 and (ii) Mr. Doyle has been continuously employed by the Company through May 8, 2022.

**Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |                           |       |
|---|---------------|-----------|---------------------------|-------|
|   | Director      | 10% Owner | Officer                   | Other |
| <b>DOYLE WILLIAM F<br/>C/O NOVOCURE INC.,<br/>20 VALLEY STREAM PARKWAY, SUITE 300<br/>MALVERN, PA 19355</b> | <b>X</b>      |           | <b>Executive Chairman</b> |       |

**Signatures**

By: /s/ Todd Longworth, Attorney in fact for William F. Doyle

5/10/2019

\*\*Signature of Reporting Person

Date

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

\* 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).

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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