

# 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  
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## 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>PHILLIPS CHARLES G III</b>			<b>NovoCure Ltd [ NVCR ]</b>			<input checked="" type="checkbox"/> Director _____ 10% Owner		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)			<input type="checkbox"/> Officer (give title below) _____ Other (specify below)		
<b>C/O NOVOCURE INC., 20 VALLEY STREAM PARKWAY, SUITE 300</b>			<b>5/29/2019</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		
(City) (State) (Zip)						<input type="checkbox"/> Form filed by More than One Reporting Person		

**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	5/29/2019		M		50000	A	\$6.72	59504	D	
Ordinary Shares	5/29/2019		S		47080	D	\$52.088 (1)	12424	D	
Ordinary Shares	5/29/2019		S		2920	D	\$52.844 (2)	9504	D	
Ordinary Shares	5/29/2019		M		21500	A	\$11.39	31004	D	
Ordinary Shares	5/29/2019		S		16326	D	\$52.086 (3)	14678	D	
Ordinary Shares	5/29/2019		S		5174	D	\$52.961 (4)	9504	D	
Ordinary Shares	5/29/2019		M		23600	A	\$12.30	33104	D	
Ordinary Shares	5/29/2019		S		22200	D	\$52.084 (5)	10904	D	
Ordinary Shares	5/29/2019		S		1400	D	\$52.821 (6)	9504	D	

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

1. Title of Derivate 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	\$6.72	5/29/2019		M		50000		(7)	9/28/2022	Ordinary Shares	50000	\$0.00	62607	D	
Options to Buy Ordinary Shares	\$11.39	5/29/2019		M		21500			5/4/2017 5/4/2026	Ordinary Shares	21500	\$0.00	0	D	
Options to Buy Ordinary Shares	\$12.30	5/29/2019		M		23600			5/10/2018 5/9/2027	Ordinary Shares	23600	\$0.00	0	D	

### Explanation of Responses:

- On May 29, 2019, Mr. Phillips sold 47,080 shares in multiple trades at prices ranging from \$51.62 to \$52.61. The price reported above reflects the weighted average sale price. Mr. Phillips 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 May 29, 2019, Mr. Phillips sold 2,920 shares in multiple trades at prices ranging from \$52.64 to \$53.06. The price reported above reflects the weighted average sale price. Mr. Phillips 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 May 29, 2019, Mr. Phillips sold 16,326 shares in multiple trades at prices ranging from \$51.57 to \$52.56. The price reported above reflects the weighted average sale price. Mr. Phillips 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 May 29, 2019, Mr. Phillips sold 5,174 shares in multiple trades at prices ranging from \$52.58 to \$53.30. The price reported above reflects the weighted average sale price. Mr. Phillips 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) On May 29, 2019, Mr. Phillips sold 22,200 shares in multiple trades at prices ranging from \$51.63 to \$52.61. The price reported above reflects the weighted average sale price. Mr. Phillips 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.
- (6) On May 29, 2019, Mr. Phillips sold 1,400 shares in multiple trades at prices ranging from \$52.63 to \$52.96. The price reported above reflects the weighted average sale price. Mr. Phillips 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.
- (7) Options to buy 50,000 ordinary shares are vested and currently exercisable as of the date hereof.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PHILLIPS CHARLES G III C/O NOVOCURE INC. 20 VALLEY STREAM PARKWAY, SUITE 300 MALVERN, PA 19355	X			

**Signatures**

By: /s/ Todd Longworth, Attorney in fact for Charles G. Phillips III

5/31/2019

\*\*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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