

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K

CURRENT REPORT
Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

January 29, 2021
Date of Report (date of earliest event reported)

NovoCure Limited

(Exact name of registrant as specified in its charter)

Jersey (State or other jurisdiction of incorporation or organization)	001-37565 (Commission File Number)	98-1057807 (I.R.S. Employer Identification No.)
No. 4 The Forum, Grenville Street St. Helier Jersey (Address of Principal Executive Offices)		JE2 4UF (Zip Code)

+44 (0) 15 3475 6700
Registrant's telephone number, including area code

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Ordinary Shares, no par value	NVCR	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 7.01 Regulation FD Disclosure

On January 29, 2021, NovoCure Limited (the "Company"), pursuant to the terms of that certain Indenture dated November 5, 2020 ("Indenture") between the Company and U.S. Bank, National Association (the "Trustee") with respect to its 0% Convertible Notes due 2025 (the "Notes"), provided notice to the Trustee and the holders of the Notes that the Company has irrevocably elected Combination Settlement as the Settlement Method for all conversions of Notes from and after the date of the notice. The notice also specified that the Specified Dollar Amount per \$1,000 principal amount of Notes for any such Combination Settlements shall be \$1,000. Accordingly, from and after the date of the notice, upon conversion of any Notes, holders of Notes will receive, with respect to each \$1,000 principal amount of Notes converted, cash in an amount up to \$1,000 and the balance of the conversion value, if any, in ordinary shares of the Company (together with cash in lieu of any fractional share), all in accordance with, and determined in the manner set forth in, the applicable provisions of the Indenture and the Notes. The Indenture was filed as Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 5, 2020.

The foregoing description of the notice does not purport to be complete and is qualified in its entirety by reference to the complete text of the notice, a copy of which is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Notice to Note Holders and Trustee
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NovoCure Limited
(Registrant)

Date: February 1, 2021

By: /s/ Ashley Cordova
Name: Ashley Cordova
Title: Chief Financial Officer

NOTICE OF IRREVOCABLE ELECTION
TO SETTLE CONVERSIONS OF ALL NOTES WITH
COMBINATION SETTLEMENT AND A SPECIFIED DOLLAR AMOUNT OF \$1,000

NOVOCURE LIMITED

0% Convertible Senior Notes due 2025

Aggregate Principal Amount: \$575,000,000

Maturity Date: November 1, 2025

CUSIP: 67011X AA1

ISIN: US67011XAA19

NOTICE IS HEREBY GIVEN, pursuant to Section 14.02(a)(iii)(B) of the Indenture (the “Indenture”), dated as of November 5, 2020, between NovoCure Limited (the “Company”) and U.S. Bank National Association, as trustee (the “Trustee”), that the Company has irrevocably elected Combination Settlement as the Settlement Method for all conversions of Notes from and after the date hereof. The Specified Dollar Amount per \$1,000 principal amount of Notes for any such Combination Settlement shall be \$1,000. Accordingly, from and after the date hereof, upon conversion of any Notes, Holders will receive, with respect to each \$1,000 principal amount of Notes converted, cash in an amount up to \$1,000 and the balance of the conversion value, if any, in Ordinary Shares (together with cash in lieu of any fractional share), all in accordance with, and determined in the manner set forth in, the applicable provisions of the Indenture and the Notes. Capitalized terms used but not defined herein have the meanings ascribed to such terms in the Indenture.

Date: January 29, 2021

NOVOCURE LIMITED

By: /s/Ashley Cordova

Name: Ashley Cordova

Title: Chief Financial Officer