

# 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

<b>1. Name and Address of Reporting Person *</b>  <b>Ambrogi Michael J.</b>  (Last) (First) (Middle)  <b>C/O NOVOCURE INC., 20 VALLEY STREAM PARKWAY, SUITE 300</b>  (Street)  <b>MALVERN, PA 19355</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>NovoCure Ltd [ NVCR ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>2/1/2019</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <span style="float:right">_____ Other (specify below)</span> <b>Chief Operating Officer</b>
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <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	2/1/2019		M		37500 <u>(1)</u>	A	\$7.15	184058	D	
Ordinary Shares	2/1/2019		S		27660	D	\$48.861 <u>(2)</u>	156398	D	
Ordinary Shares	2/1/2019		S		9840	D	\$49.508 <u>(3)</u>	146558	D	
Ordinary Shares	2/4/2019		M		21000 <u>(1)</u>	A	\$7.15	167558	D	
Ordinary Shares	2/4/2019		S		21000	D	\$49.533 <u>(4)</u>	146558	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	\$7.15	2/1/2019		M		37500		<u>(5)</u>	2/21/2027	Ordinary Shares	37500	\$0.00	182513	D	
Options to Buy Ordinary Shares	\$7.15	2/4/2019		M		21000		<u>(5)</u>	2/21/2027	Ordinary Shares	21000	\$0.00	161513	D	

**Explanation of Responses:**

- (1) Transaction was made pursuant to a Rule 10b5-1 trading plan adopted by Mr. Ambrogi.
- (2) On February 1, 2019, pursuant to a Rule 10b5-1 trading plan adopted by Mr. Ambrogi, Mr. Ambrogi sold 27,660 shares in multiple trades at prices ranging from \$48.33 to \$49.32. The price reported above reflects the weighted average sale price. Mr. Ambrogi 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.
- (3) On February 1, 2019, pursuant to a Rule 10b5-1 trading plan adopted by Mr. Ambrogi, Mr. Ambrogi sold 9,840 shares in multiple trades at prices ranging from \$49.33 to \$49.94. The price reported above reflects the weighted average sale price. Mr. Ambrogi 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.
- (4) On February 4, 2019, pursuant to a Rule 10b5-1 trading plan adopted by Mr. Ambrogi, Mr. Ambrogi sold 21,000 shares in multiple trades at prices ranging from \$49.08 to \$49.75. The price reported above reflects the weighted average sale price. Mr. Ambrogi 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) Fully vested as of the date hereof.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Ambrogi Michael J.</b>				

C/O NOVOCURE INC. 20 VALLEY STREAM PARKWAY, SUITE 300 MALVERN, PA 19355			Chief Operating Officer	
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**Signatures**

/s/ Kimberly Burke, Attorney in fact for Michael J. Ambrogi

2/5/2019

\*\*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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