
**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
(State or other jurisdiction of
incorporation or organization)

98-1057807
(I.R.S. Employer
Identification Number)

NovoCure Limited
Second Floor, No.4 The Forum
Grenville Street
St. Helier, Jersey JE2 4UF
(Address, including zip Code, of Principal Executive Offices)

NovoCure Limited 2015 Omnibus Incentive Plan
(Full title of each plan)

Wilhelmus Groenhuisen
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	3,577,103	\$24.08	\$86,136,640.24	\$10,724.01

(1) This Registration Statement covers 3,577,103 ordinary shares of NovoCure Limited (the “*Registrant*”) available for issuance pursuant to awards under the NovoCure Limited 2015 Omnibus Incentive Plan (the “*2015 Plan*”).

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 2015 Plan 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 average of the high and low prices reported for the Registrant’s ordinary shares on the NASDAQ Global Select Market on April 25, 2018.

EXPLANATORY NOTE

This Registration Statement on Form S-8 (this “*Registration Statement*”) is being filed to register an additional 3,577,103 ordinary shares issuable under the 2015 Plan. Registration Statements on Form S-8 (File Nos. 333-209854 and 333-217619) (collectively, the “*Previous Registration Statements*”) were filed with the Securities and Exchange Commission (the “*Commission*”) by the Registrant on March 1, 2016, and May 3, 2017, respectively, covering a total of 19,730,105 ordinary shares issuable under the 2015 Plan.

The contents of the Previous Registration Statements 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, 2017, filed on February 22, 2018;
- (b) The Registrant’s Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2018, filed on April 26, 2018;
- (c) The Registrant’s Current Reports on Form 8-K filed on February 8, 2018, April 4, 2018 and April 9, 2018; 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 after the date 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.

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.

<u>Exhibit Number</u>	<u>Exhibit Document</u>
4.1	<u>Form of Ordinary Share Certificate (filed as Exhibit 4.1 to the Registrant's Registration Statement on Form S-1/A filed on September 21, 2015 (File No. 333-206681) and incorporated by reference herein)</u>
4.2	<u>Memorandum & Articles of Association of NovoCure Limited (filed as Exhibit 3.5 to the Registrant's Registration Statement on Form S-1/A filed on September 21, 2015 (File No. 333-206681) and incorporated by reference herein)</u>
5.1	<u>Opinion of Ogier to the legality of the securities</u> *
10.1	<u>NovoCure Limited 2015 Omnibus Incentive Plan (filed as Exhibit 10.5 to the Registrant's Registration Statement on Form S-1/A filed on September 21, 2015 (File No. 333-206681) and incorporated by reference herein)</u>
23.1	<u>Consent of Ogier (included in Exhibit 5.1)</u> *
23.2	<u>Consent of Kost Forer Gabbay & Kasierer, a Member of Ernst & Young Global, Independent Registered Public Accounting Firm</u> *
24.1	<u>Power of Attorney (included in signature page)</u> *

* 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 1, 2018.

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 Groenhuysen 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:	<u>/s/ Asaf Danziger</u> Asaf Danziger	Chief Executive Officer and Director (Principal Executive Officer)	May 1, 2018
By:	<u>/s/ Wilhelmus Groenhuysen</u> Wilhelmus Groenhuysen	Chief Financial Officer (Principal Financial and Accounting Officer) and Authorized Representative in the United States	May 1, 2018
By:	<u>/s/ William F. Doyle</u> William F. Doyle	Executive Chairman and Director	May 1, 2018
By:	<u>/s/ Kinyip Gabriel Leung</u> Kinyip Gabriel Leung	Vice Chairman and Director	May 1, 2018
By:	<u>/s/ William Burkoth</u> William Burkoth	Director	May 1, 2018
By:	<u>/s/ Louis J. Lavigne, Jr.</u> Louis J. Lavigne, Jr.	Director	May 1, 2018

By:	<u>/s/ Martin J. Madden</u> Martin J. Madden	Director	May 1, 2018
By:	<u>/s/ Yoram Palti, M.D., Ph.D.</u> Yoram Palti, M.D., Ph.D.	Director	May 1, 2018
By:	<u>/s/ Gert Lennart Perlhagen</u> Gert Lennart Perlhagen	Director	May 1, 2018
By:	<u>/s/ Charles G. Phillips III</u> Charles G. Phillips III	Director	May 1, 2018
By:	<u>/s/ William A. Vernon</u> William A. Vernon	Director	May 1, 2018

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 Grenville Street
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 JE2 4UF

D: +44 1534 504298
E: simon.schilder@ogier.com

Ref: SIS/KEG/165852.00009

1 May 2018

Dear Sirs

NovoCure Limited (the Company) - Registration of Shares under the US Securities Act of 1933, as amended (the Securities Act) – share option plan

1 Background

- 1.1 In connection with the Registration Statement on Form S-8 (as amended, the **Registration Statement**) filed by the Company today with the Securities and Exchange Commission pursuant to the Securities Act, you have asked us to furnish our opinion as to the legality of the securities being registered under the Registration Statement.
- 1.2 The Registration Statement relates to the registration by the Company under the Securities Act of an aggregate of an additional 3,577,103 ordinary shares of no par value (the **Shares**), authorized for issuance pursuant to the NovoCure Limited 2015 Omnibus Incentive Plan (the **Plan**).
- 1.3 In this opinion, "non-assessable" means, in relation to a Share, that the consideration for which the Company agreed to issue that Share has been paid in full to the Company, so that no further sum is payable to the Company by any holder of that Share in respect of the purchase price of that Share.

2 Documents examined

- 2.1 For the purposes of giving this opinion, we have examined and relied upon such documents as we deem appropriate, including the following documents:
- (a) the Registration Statement;
 - (b) the Company's memorandum and articles of association in force as at the date hereof (the **M&A**);
 - (c) the Plan;

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Partners
 Raulin Amy
 James Campbell
 Richard Daggett
 Katrina Edge
 Sally Edwards
 Simon Felton
 Jonathan Hughes

Sara Johns
 Niamh Lalor
 Edward Mackereth
 Bruce MacNeil
 Steven Meiklejohn
 Julie Melia
 Nathan Powell

Daniel Richards
 Nigel Sanders
 Nicholas Williams

- (d) a true copy of board minutes of a meeting of the board of directors of the Company held on 31 August 2015 at which the directors (among other things) approved or ratified the Plan and the allotment of the Shares thereunder ;
- (e) the Company's certificate of incorporation;
- (f) a consent to issue shares dated 1 January 2017 issued to the Company by the Jersey Financial Services Commission (the **Commission**) under the Control of Borrowing (Jersey) Order 1958, as amended (**COBO**) (the **Share COBO Consent**);
- (g) a consent to issue share options pursuant to the Plan dated 23 February 2016 issued to the Company by the Commission under COBO (together with the Share COBO Consent, the **COBO Consent**);
- (h) a consent to circulate a prospectus dated 2 October 2015 issued to the Company by the Commission under the Companies (General Provisions) (Jersey) Order 2002, as amended (the **GPO**) (the **2015 GPO Consent**);
- (i) a consent to circulate a prospectus dated 23 February 2016 issued to the Company by the Commission under the GPO (together with the 2015 GPO Consent, the **GPO Consent**);
- (j) a certificate signed by a director of the Company dated on or around the date of this opinion; and
- (k) a certificate signed by the company secretary of the Company dated on or around the date of this opinion.

2.2 For the purposes of this opinion, we have, with the Company's consent, relied upon certificates and other assurances of directors and other officers of the Company as to matters of fact, without having independently verified such factual matters.

3 **Assumptions**

For the purposes of this opinion, we have assumed:

- (a) the authenticity, accuracy, completeness and conformity to original documents of all copy documents and certificates of officers of the Company examined by us;
 - (b) that the signatures on all documents examined by us are the genuine signatures of persons authorised to execute or certify such documents;
 - (c) the accuracy and completeness in every respect of all certificates of directors or other officers of the Company given to us for the purposes of giving this Opinion and that (where relevant) such certificates would be accurate if they have been given as of the date hereof;
 - (d) that the Company has received in full the consideration for which the Company agreed to issue the Shares;
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- (e) that in approving the Company's entry into the Plan and the transactions contemplated by it , the directors of the Company were acting in the best interests of, and for a proper purpose, the Company;
- (f) that words and phrases used in the Registration Statement have the same meaning and effect as they would if the Registration Statement were governed by Jersey law;
- (g) that no other event occurs after the date hereof which would affect the opinions herein stated;
- (h) that there is no provision of the law or regulation of any jurisdiction other than Jersey which would have any adverse implication in relation to the opinion expressed hereunder; and
- (i) there has been no amendment to the COBO Consent or the GPO Consent.

4 Opinion

As a matter of Jersey law, and on the basis of and subject to the foregoing and the qualifications below, we are of the following opinion:

- (a) the Shares, when issued pursuant to the terms of the Plan, will be validly issued, fully paid and non-assessable.

5 Qualifications

This Opinion is subject to the following qualification:

- (a) the obligations of the Company under, or in respect of, the Shares will be subject to any law from time to time in force relating to bankruptcy, insolvency, liquidation, reorganisation or administration or any other law or legal procedure affecting generally the enforcement of creditors' rights.

6 Governing Law, Limitations, Benefit and Disclosure

- 6.1 This Opinion shall be governed by and construed in accordance with the laws of Jersey and is limited to the matters expressly stated herein.
 - 6.2 This Opinion is limited to matters of Jersey law and practice as at the date hereof and we have made no investigation and express no opinion with respect to the law or practice of any other jurisdiction.
 - 6.3 We assume no obligation to advise you (to any other person who may rely on this Opinion in accordance with this paragraph), or undertake any investigations, as to any legal developments or factual matters arising after the date of the Opinion that might affect the opinions expressed herein.
 - 6.4 We consent to the filing of a copy of this opinion as Exhibit 5.1 to the Registration Statement and to reference to us being made in the Registration Statement. In giving this consent, we do not admit that we are included in the category of persons whose consent
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is required under Section 7 of the Securities Act or the rules and regulations promulgated by the US Securities and Exchange Commission under the Securities Act.

Yours faithfully

/s/ Ogier

Ogier

Exhibit 23.2

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to the NovoCure Limited Employee Share Purchase Plan and the NovoCure Limited 2015 Omnibus Incentive Plan of our report dated February 22, 2018, with respect to the consolidated financial statements of NovoCure Limited, included in its Annual Report on Form 10-K for the year ended December 31, 2017, filed with the Securities and Exchange Commission.

Tel Aviv, Israel

May 1, 2018

/s/ KOST FORER GABBAY AND KASIERER KOST FORER GABBAY
AND KASIERER
member of Ernst & Young Global