## UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

**SCHEDULE 13G** 

Under the Securities Exchange Act of 1934
(Amendment No)*
NovoCure Limited
(Name of Issuer)
Ordinary Shares, no par value
(Title of Class of Securities)
G6674U108
(CUSIP Number)
March 8, 2017
(Date of Event Which Requires Filing of this Statement)
Check the appropriate box to designate the rule pursuant to which this Schedule is filed:
<ul> <li>□ Rule 13d-1(b)</li> <li>⋈ Rule 13d-1(c)</li> <li>□ Rule 13d-1(d)</li> </ul>
*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.
The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. G6674U108	13G	Page 2 of 16

1			EPORTING PERSONS FICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
1	Pomon	a Capital	VII, L.P.
2	CHEC	K THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
_	(b) 🗆		
3	SEC U	ISE ONL	Y
4	CITIZ	ENSHIP	OR PLACE OF ORGANIZATION
4	Delawa	are	
		_	SOLE VOTING POWER
		5	0 shares
			SHARED VOTING POWER
NUMBER OF SI BENEFICIAL	LLY EACH ERSON		9,874,860 shares
OWNED BY E			SOLE DISPOSITIVE POWER
WITH:		7	0 shares
		0	SHARED DISPOSITIVE POWER
		8	9,874,860 shares
0	AGGF	REGATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9	9,874,8	360 shares	
10	CHEC	K IF TH	E AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
10			
11	PERC	ENT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)
11	11.3%		
13	TYPE	OF REP	ORTING PERSON (SEE INSTRUCTIONS)
12	PN		

CUSIP No. G6674U108	13G	Page 3 of 16

	NAME	S OF RI	EPORTING PERSONS			
1	I.R.S.	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)				
	Pomon	a Capital	VII Fund Investors, L.P.			
_		K THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)			
2	(a) □ (b) □					
		SE ONL	Y			
3						
_	CITIZ	ENSHIP	OR PLACE OF ORGANIZATION			
4	Cayma	n Islands				
		_	SOLE VOTING POWER			
		5	0 shares			
	•		SHARED VOTING POWER			
NUMBER OF S BENEFICIA		6	9,874,860 shares			
OWNED BY I REPORTING P	_		SOLE DISPOSITIVE POWER			
WITH:		7	0 shares			
			SHARED DISPOSITIVE POWER			
		8	9,874,860 shares			
	AGGR	EGATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
9	9,874,8	360 shares	3			
1.0	CHEC	K IF TH	E AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)			
10						
11	PERC	ENT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)			
11	11.3%					
10	TYPE	OF REP	ORTING PERSON (SEE INSTRUCTIONS)			
12	PN					

13G 1 age 4 of 10	CUSIP No. G6674U108	13G	Page 4 of 16
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			EPORTING PERSONS				
1	1.K.S.	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)					
	Pomon	a Associa	ttes VII, L.P.				
	CHEC	K THE	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)				
2	(a) 🗆						
	(b) 🗆	GE ON	XI				
3	SEC U	SE ONL	Y				
_	CITIZ	ENSHIP	OR PLACE OF ORGANIZATION				
4	Delawa	are					
			SOLE VOTING POWER				
		5	0 shares				
			SHARED VOTING POWER				
NUMBER OF S	HARES	6					
BENEFICIA OWNED BY I	LLY		9,874,860 shares				
REPORTING P	_	_	SOLE DISPOSITIVE POWER				
WITH:		7	0 shares				
			SHARED DISPOSITIVE POWER				
	8	8	9,874,860 shares				
	A G G B	ECATE					
9			AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	9,874,860 shares						
4.0	CHEC	K IF TH	E AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)				
10							
	PERC	ENT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)				
11	11.3%						
	TVDE	OF DED	ORTING PERSON (SEE INSTRUCTIONS)				
12		OF KEP	ONTING LEASON (SEE INSTRUCTIONS)				
	PN						

CUSIP No. G6674U108	13G	Page 5 of 16
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			EPORTING PERSONS			
1		I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  Pomona Secondary Associates VII LLC				
2	CHEC (a) □	K THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)			
	(a) □ (b) □					
2	SEC U	SE ONL	Y			
3						
_	CITIZ	ENSHIP	OR PLACE OF ORGANIZATION			
4	Delawa	are				
	1	_	SOLE VOTING POWER			
		5	0 shares			
	•		SHARED VOTING POWER			
NUMBER OF SE BENEFICIA	ALLY EACH PERSON		9,874,860 shares			
OWNED BY I REPORTING P			SOLE DISPOSITIVE POWER			
WITH:			0 shares			
			SHARED DISPOSITIVE POWER			
		8	9,874,860 shares			
	AGGR	EGATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
9	9,874,8	360 shares	3			
	CHEC	K IF TH	E AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)			
10						
	PERC	ENT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)			
11	11.3%					
	TYPE	OF REP	ORTING PERSON (SEE INSTRUCTIONS)			
12	00					

CUSIP No. G6674U108	13G	Page 6 of 16
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	27.43.57	IC OF DI	NEODEWIG BEDGOVG				
			EPORTING PERSONS				
1	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)						
	Pomon	Pomona G.P. Holdings LLC					
	CHEC	K THE	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)				
2	(a) 🗆						
	(b) 🗆	CT ONE	**				
3	SEC U	SE ONL	Y				
3							
	CITIZ	ENSHIP	OR PLACE OF ORGANIZATION				
4	Delawa	are					
			SOLE VOTING POWER				
		5	0 shares				
			CHARLED VOTING DOWER				
NUMBER OF S	HARES	6	SHARED VOTING POWER				
BENEFICIA	LLY		9,874,860 shares				
OWNED BY I REPORTING P	-		SOLE DISPOSITIVE POWER				
WITH:		7	0 shares				
			SHARED DISPOSITIVE POWER				
	8	8	9,874,860 shares				
	1						
0	AGGR	REGATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
9	9,874,860 shares						
	CHEC	K IF TH	E AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)				
10							
	PERC	ENT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)				
11		EIVI OF	CLASS REPRESENTED DI AMOUNI INRON (7)				
	11.3%						
4.5	TYPE	OF REP	ORTING PERSON (SEE INSTRUCTIONS)				
12	00						

CUSIP No. G6674U108 13G Page 7 of 16
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	NAMES OF REPORTING PERSONS  LD C. IDENTIFICATION NOC. OF A POWE PERSONS (ENTIFIES ONLY)				
1	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)				
	Stephen M. Futrell				
_	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)				
2	<b>2</b> (a) □				
		(b) □ SEC USE ONLY			
3	SEC U	SE UNL	¥		
	CITIZ	ENSHIP	OR PLACE OF ORGANIZATION		
4	United	States cit	iizen		
			SOLE VOTING POWER		
		5	0 shares		
			SHARED VOTING POWER		
NUMBER OF S		6			
BENEFICIA OWNED BY I		9,874,860 shares			
REPORTING P	-	_	SOLE DISPOSITIVE POWER		
WITH:		1	0 shares		
	•		SHARED DISPOSITIVE POWER		
		8	9,874,860 shares		
	A CODEC ATE				
9		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	9,874,860 shares				
4.0	CHEC	K IF TH	IE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		
10					
	PERC	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
11	11.3%				
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)				
	IN				

CUSIP No. G6674U108	13G	Page 8 of 16
	1	

	NAMES OF REPORTING PERSONS  LDS IDENTIFICATION NOS OF A POWE DEDSONS (ENTITIES ONLY)				
1	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)				
	Michael D. Granoff				
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)				
2	(a) 🗆				
	(b) 🗆	CT ONE	***		
3	SEC USE ONLY				
]					
_	CITIZ	ENSHIP	OR PLACE OF ORGANIZATION		
4	United	States cit	izen		
			SOLE VOTING POWER		
		5	0 shares		
			SHARED VOTING POWER		
NUMBER OF S	- V		9,874,860 shares		
BENEFICIA OWNED BY I					
REPORTING P	ERSON	7	SOLE DISPOSITIVE POWER		
WITH:		/	0 shares		
			SHARED DISPOSITIVE POWER		
		8	9,874,860 shares		
		REGATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
9	9,874,8	360 shares			
	CHEC	K IF TH	E AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		
10					
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
11	11.3%				
	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)				
12	IN				

CUSIP No. G6674U108	13G	Page 9 of 16
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	NAMES OF REPORTING PERSONS  LDS IDENTIFICATION NOS OF A POWE DEDSONS (ENTITIES ONLY)				
1	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)				
	Frances N. Janis				
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)				
2	(a) 🗆				
	(b) 🗆	CT ONE	**		
3	SEC USE ONLY				
]					
_	CITIZ	ENSHIP	OR PLACE OF ORGANIZATION		
4	United	States cit	izen		
			SOLE VOTING POWER		
		5	0 shares		
			SHARED VOTING POWER		
NUMBER OF S		6	9,874,860 shares		
BENEFICIA OWNED BY I					
REPORTING P	erson 7	7	SOLE DISPOSITIVE POWER		
WITH:		/	0 shares		
			SHARED DISPOSITIVE POWER		
		8	9,874,860 shares		
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
9	9,874,860 shares				
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)				
10					
	PERC	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
11	11.3%				
	ТҮРЕ	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)			
12	IN				

#### Item 1(a). Name of Issuer:

NovoCure Limited (the "Issuer").

#### Item 1(b). Address of Issuer's Principal Executive Offices:

Le Masurier House, La Rue Le Masurier, St. Helier, Jersey JE2 4YE.

#### Item 2(a). Names of Persons Filing:

This statement is being filed by:

- (a) Pomona Capital VII, L.P. ("PC VII") and Pomona Capital VII Fund Investors, L.P. ("PC VII FI");
- (b) Pomona Associates VII, L.P. ("PCVII GP"), which is the sole general partner of PC VII and the Class A general partner of PC VII FI; Pomona Secondary Associates VII LLC ("PCVII LLC"), which is the sole general partner of PCVII GP and the Class B general partner of PC VII FI; and Pomona G.P. Holdings LLC ("Holdings LLC" and, together with PCVII GP and PCVII LLC, the "Control Entities"), which is the sole member of PCVII LLC; and
- (c) Stephen M. Futrell ("Futrell"), Michael D. Granoff ("Granoff") and Frances N. Janis ("Janis") (together, the "Principals"). The Principals are the managing principals of Holdings LLC.

The persons named in this Item 2 are referred to individually herein as a "Reporting Person" and collectively as the "Reporting Persons."

#### Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the principal business office of PC VII, PC VII FI, each Control Entity and the Principals is c/o Pomona Management, LLC, 780 Third Avenue, 46 th Floor, New York, NY 10017.

#### Item 2(c). <u>Citizenship</u>:

PC VII and PCVII GP are limited partnerships organized under the laws of the State of Delaware. PC VII FI is an exempted limited partnership organized under the laws of the Cayman Islands. PCVII LLC and Holdings LLC are limited liability companies organized under the laws of the State of Delaware. Each of the Principals is a United States citizen.

#### Item 2(d). <u>Title of Class of Securities</u>:

Ordinary Shares, no par value ("Ordinary Shares").

#### Item 2(e). <u>CUSIP Number</u>:

G6674U108.

CUSIP No. G6674U108	13G	Page 11 of 16

#### Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable.

### Item 4. Ownership.

(a) Amount Beneficially Owned: PC VII holds a total of 6,798,841 shares of the Issuer's Ordinary Shares (the "PC VII Shares") and PC VII FI holds a total of 3,076,019 shares of the Issuer's Ordinary Shares (the "PC VII FI Shares").

PC VII is the record owner of the PC VII Shares. As the sole general partner of PC VII, PCVII GP may be deemed to own beneficially the PC VII Shares. As the sole general partner of PCVII GP, PCVII LLC may be deemed to own beneficially the PC VII Shares. As the sole member of PCVII LLC, Holdings LLC may be deemed to own beneficially the PC VII Shares. As managing principals of Holdings LLC, each of the Principals may be deemed to own beneficially the PC VII Shares.

PC VII FI is the record owner of the PC VII FI Shares. As the Class A general partner of PC VII FI, PCVII GP may be deemed to own beneficially the PC VII FI Shares. As the Class B general partner of PC VII FI, PCVII LLC may be deemed to own beneficially the PC VII FI Shares. As the sole member of PCVII LLC, Holdings LLC may be deemed to own beneficially the PC VII FI Shares. As managing principals of Holdings LLC, each of the Principals may be deemed to own beneficially the PC VII FI Shares.

By virtue of their relationship as affiliated entities, whose controlling entities have overlapping individual controlling persons, each of PC VII, PC VII FI, PCVII GP, PCVII LLC and Holdings LLC may be deemed to share the power to direct the disposition and vote of the PC VII Shares and the PC VII FI Shares.

- (b) Percent of Class: See Line 11 of cover sheets. The percentages set forth on the cover sheet for each Reporting Person are calculated based on 87,072,949 shares of Ordinary Shares reported by the Issuer to be outstanding as of February 16, 2017 on Amendment No. 1 to the Issuer's Form 10K, filed with the Securities and Exchange Commission on March 1, 2017.
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: See Line 5 of cover sheets.
  - (ii) shared power to vote or to direct the vote: See Line 6 of cover sheets.
  - (iii) sole power to dispose or to direct the disposition of: See Line 7 of cover sheets.
  - (iv) shared power to dispose or to direct the disposition of: See Line 8 of cover sheets.

Each Reporting Person disclaims beneficial ownership of such Securities except for the shares, if any, such Reporting Person holds of record.

CUSIP No. G6674U108 13G Page 12 of 16		13G	
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#### Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

## Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

# Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

#### Item 8. <u>Identification and Classification of Members of the Group</u>.

Not applicable. The Reporting Persons expressly disclaim membership in a "group" as used in Rule 13d-5(b).

## Item 9. <u>Notice of Dissolution of Group</u>.

Not applicable.

#### Item 10. <u>Certification</u>.

By signing below, each Reporting Person certifies that, to the best of his, her or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

## Material to be Filed as Exhibits.

Exhibit 1 – Agreement regarding filing of joint Schedule 13G.

CUSIP No. G6674U108	13G	Page 13 of 16
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#### **SIGNATURE**

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: March 23, 2017

POMONA CAPITAL VII, L.P.

By: POMONA ASSOCIATES VII, L.P.

General Partner

By: POMONA SECONDARY ASSOCIATES VII LLC

General Partner

By: POMONA G.P. HOLDINGS LLC

Sole Member

By: /s/ Frances N. Janis
Managing Principal

## POMONA CAPITAL VII FUND INVESTORS, L.P.

By: POMONA ASSOCIATES VII, L.P.

Class A General Partner

By: POMONA SECONDARY ASSOCIATES VII LLC

General Partner

By: POMONA G.P. HOLDINGS LLC

Sole Member

By: /s/ Frances N. Janis

Managing Principal

By: POMONA SECONDARY ASSOCIATES VII LLC

Class B General Partner

By: POMONA G.P. HOLDINGS LLC

Sole Member

By: /s/ Frances N. Janis

Managing Principal

POMO	NA ASS	SOCIATES VII, L.P.			
Ву:		POMONA SECONDARY ASSOCIATES VII LLC General Partner			
	By:	POMONA G.P. HOLDINGS LLC Sole Member			
		By: /s/ Frances N. Janis Managing Principal			
POMO	NA SEC	CONDARY ASSOCIATES VII LLC			
By:		ONA G.P. HOLDINGS LLC Member			
		/ Frances N. Janis  Janaging Principal			
POMO	NA G.P.	HOLDINGS LLC			
		N. Janis Principal			
/s/ Michael D. Granoff Michael D. Granoff					
	/s/ Frances N. Janis Frances N. Janis				
/s/ Stephe	/s/ Stephen M. Futrell Stephen M. Futrell				

CUSIP No. G6674U108	13G	Page 15 of 16

**EXHIBIT 1** 

#### **AGREEMENT**

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed with respect to the ownership by each of the undersigned of shares of stock of NovoCure Limited.

EXECUTED this 23 rd day of March, 2017.

POMONA CAPITAL VII, L.P.

By: POMONA ASSOCIATES VII, L.P.

General Partner

By: POMONA SECONDARY ASSOCIATES VII LLC

General Partner

Bv: POMONA G.P. HOLDINGS LLC

Sole Member

By: /s/ Frances N. Janis
Managing Principal

POMONA CAPITAL VII FUND INVESTORS, L.P.

By: POMONA ASSOCIATES VII, L.P.

Class A General Partner

By: POMONA SECONDARY ASSOCIATES VII LLC

General Partner

By: POMONA G.P. HOLDINGS LLC

Sole Member

By: /s/ Frances N. Janis

Managing Principal

By: POMONA SECONDARY ASSOCIATES VII LLC

Class B General Partner

By: POMONA G.P. HOLDINGS LLC

Sole Member

By: /s/ Frances N. Janis

Managing Principal

POMON	NA ASS	SOCIATES VII, L.P.
Ву:		DNA SECONDARY ASSOCIATES VII LLC al Partner
	By:	POMONA G.P. HOLDINGS LLC Sole Member
		By: /s/ Frances N. Janis Managing Principal
POMON	NA SEC	CONDARY ASSOCIATES VII LLC
Ву:		ONA G.P. HOLDINGS LLC Jember
		s/ Frances N. Janis Janaging Principal
POMON	NA G.P.	HOLDINGS LLC
		N. Janis Principal
/ <u>s/ Mich</u> Michael		
/s/ Frances		
/s/ Stepl Stephen		