

**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**

June 7, 2023  
Date of Report (date of earliest event reported)

**NovoCure Limited**  
**(Exact name of registrant as specified in its charter)**

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

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

*Election of Directors*

On June 7, 2023, NovoCure Limited (the “Company”) held its annual general meeting of shareholders (the “Annual Meeting”). The Company’s shareholders elected Asaf Danziger, William Doyle, Jeryl Hilleman, David Hung, Kinyip Gabriel Leung, Martin Madden, Allyson Ocean, Timothy Scannell, Kristin Stafford and William Vernon as directors, effective immediately, with a term expiring at the annual meeting of shareholders in 2024. The election of these directors was not pursuant to any arrangement or understanding between any of them and any third party. As of the date of this report, none of these directors, nor any of their immediate family members, is a party, either directly or indirectly, to any transaction that would be required to be reported pursuant to Item 404(a) of Regulation S-K. These directors will be compensated consistent with the compensation programs for non-employee directors.

**Item 5.07. Submission of Matters to a Vote of Security Holders**

At the Annual Meeting, proxies and in-person shareholders representing 88,696,151 shares of the Company’s ordinary shares, or approximately 83.52% of the total shares entitled to vote, were present in person or by proxy and voted on the following proposals, each of which is described in more detail in the Company’s definitive proxy statement filed with the United States Securities and Exchange Commission on April 24, 2023.

1. **Election of Directors** . The ten nominees for election to the Company’s Board of Directors were elected as directors to hold office until the Company’s 2024 Annual Meeting of Shareholders or until their successors are duly elected and qualified or until their offices are vacated, based upon the following votes:

	<b><u>For</u></b>	<b><u>Against</u></b>	<b><u>Abstain</u></b>	<b><u>Broker non-votes</u></b>
Asaf Danziger	77,038,664	438,380	37,244	11,181,863
William Doyle	75,140,162	2,337,997	36,129	11,181,863
Jeryl Hilleman	76,517,018	961,608	35,662	11,181,863
David Hung	76,570,935	905,818	37,535	11,181,863
Kinyip Gabriel Leung	75,970,544	1,506,589	37,155	11,181,863
Martin Madden	76,681,847	800,747	31,694	11,181,863
Allyson Ocean	77,217,389	267,279	29,620	11,181,863
Timothy Scannell	74,042,103	3,439,901	32,284	11,181,863
Kristin Stafford	77,300,405	180,458	33,425	11,181,863
William Vernon	75,337,605	2,144,734	31,949	11,181,863

2. **Ratification of Independent Registered Public Accounting Firm**. The proposal to approve and ratify the appointment, by the Audit Committee of the Company’s Board of Directors, of Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global, as the auditor and independent registered public accounting firm of the Company for the fiscal year ending December 31, 2023 was approved as an ordinary resolution based upon the following votes:

<b><u>For</u></b>	<b><u>Against</u></b>	<b><u>Abstain</u></b>
87,443,163	1,174,411	78,577

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3. **Approval of a non-binding advisory vote to approve executive compensation.** The proposal to approve executive compensation on a non-binding advisory basis was approved as an ordinary resolution based upon the following votes:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker non-votes</u>
52,182,720	25,266,346	65,222	11,181,863

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits*

<u>Exhibit No.</u>	<u>Description</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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## **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: June 8, 2023

By: /s/ Ashley Cordova

Name: Ashley Cordova

Title: Chief Financial Officer