Novocure Ltd Form 4 May 10, 2016

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **DOYLE WILLIAM F**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

05/06/2016

Novocure Ltd [NVCR]

(Check all applicable)

C/O NOVOCURE INC... 20

(Middle)

(First)

3. Date of Earliest Transaction (Month/Day/Year)

_X__ Director Officer (give title

X__ 10% Owner _ Other (specify

VALLEY STREAM PKWY SUITE 300

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

Person

MALVERN, PA 19355

(City)	(State)	(Zip) Tab	le I - Non-	Derivative S	Securi	ties Acqui	ired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) our Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Ordinary Shares	05/06/2016		M	8,349	A	\$ 3.59	87,080 (5)	D	
Ordinary Shares	05/06/2016		F	2,381 (2)	D	\$ 12.59	84,699	D	
Ordinary Shares	05/06/2016		M	845,091	A	\$ 3.59	21,619,678	I	WFD Ventures Fund II, L.P. (1)
Ordinary Shares	05/06/2016		F	240,976 (3)	D	\$ 12.59	21,378,702	I	WFD Ventures

Fund II, L.P. (1)

(9-02)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) Instr. 3, 4, and		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrant	\$ 3.59	05/06/2016		M		8,349	<u>(4)</u>	05/08/2016	Ordinary Shares	8,349
Warrant	\$ 3.59	05/06/2016		M		845,091	<u>(4)</u>	05/08/2016	Ordinary Shares	845,091

Reporting Owners

Reporting Owner Name / Address	Relationships					
FS	Director	10% Owner	Officer	Other		
DOYLE WILLIAM F C/O NOVOCURE INC., 20 VALLEY STREAM PKWY SUITE 300 MALVERN, PA 19355	X	X				
WFD Ventures Fund II, L.P. C/O NOVOCURE INC., 20 VALLEY STREAM PKWY SUITE 300 MALVERN, PA 19355		X				

Signatures

By: /s/ Todd Longsworth, Attorney in fact for William F. Doyle	05/10/2016
**Signature of Reporting Person	Date
By: /s/ Todd Longsworth, Attorney in fact for WFD Ventures Fund II, L.P.	05/10/2016

Reporting Owners 2 **Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- Mr. Doyle is a managing director of WFD Ventures LLC, the sole member of WFD-GP II, LLC, which is the general partner of WFD Ventures Fund II, L.P. Mr. Doyle possesses sole voting and investment power over shares owned by WFD Ventures Fund II, L.P. (subject to certain rights of the advisory board of WFD Ventures Fund II, L.P. to approve sales of any of the shares owned by WFD Ventures Fund II, L.P.).
- (2) Reflects 2,381 shares withheld by the issuer at the market price of \$12.59 per share less an exercise price of \$3.59 per share to fund the cashless exercise of 8,349 warrants to purchase ordinary shares owned by Mr. Doyle.
- (3) Reflects 240,976 shares withheld by the issuer at the market price of \$12.59 per share less an exercise price of \$3.59 per share to fund the cashless exercise of 845,091 warrants to purchase ordinary shares indirectly owned by Mr. Doyle.
- (4) Exercisable at any time through May 8, 2016.
- (5) Includes 78,731 shares previously owned by Mr. Doyle.

Remarks:

The transactions reported in the above Table 1 Rows 1 and 2; and Rows 3 and 4 reflect the cashless exercise of warrants. The

This Form 4 is filed for William F. Doyle and WFD Ventures Fund II, L.P.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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