SEC Form 4

**FORM 4**

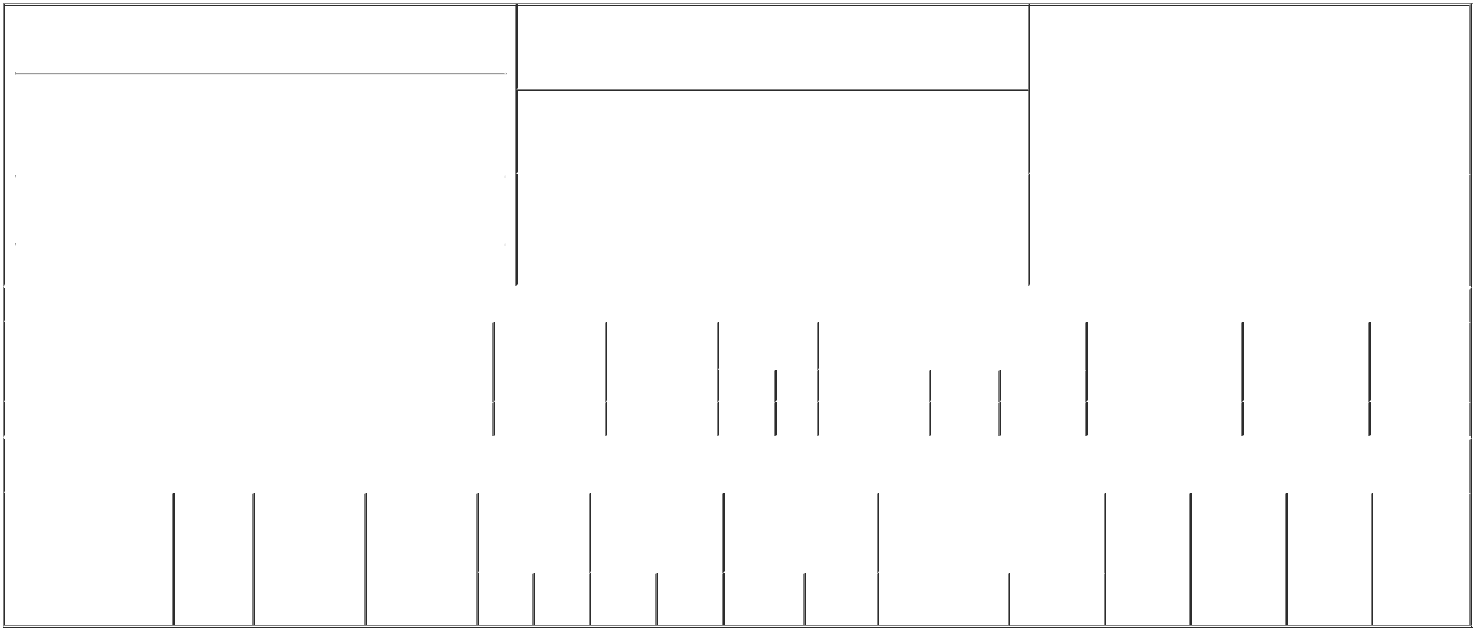
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** |  |  |  |  |  |
| Washington, D.C. 20549 |  |  |  |  |  |
|  | OMB APPROVAL |  |  |  |
|  |  |  |  |  |
| **STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP** |  |  |  |  |  |
|  | OMB Number: | 3235-0287 |  |  |
|  |  |  |  |
|  |  | Estimated average burden |  |  |  |
| Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |  | hours per response: | 0.5 |  |  |
|  |  |  |  |  |
|  |  |  |  |  |



or Section 30(h) of the Investment Company Act of 1940



1. Name and Address of Reporting Person\*

[Ben Arye Barak](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001917165)

(Last) (First) (Middle)

C/O NOVOCURE INC.,

1550 LIBERTY RIDGE DRIVE, SUITE 115

2. Issuer Name **and** Ticker or Trading Symbol

[NovoCure Ltd](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001645113) [ NVCR ]

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

01/06/2023

1. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director 10% Owner

X Officer (give title below) Other (specify below)

General Counsel

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  |  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | | |  |  |  |
|  | (Street) | |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | X |  | Form filed by One Reporting Person | | | |  |  |  |
|  |  | WAYNE | PA | 19087 | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | Form filed by More than One Reporting Person | | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | (City) | (State) | (Zip) | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  | |  | | | | | | | | | |  |  |  |  |  |  |  |  |
|  |  |  |  |  | **Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | | |  |  |  |  |  |  |  |  |
|  |  | | |  |  |  | | |  | |  | |  | | | |  |  | |  | |  |  |  |
|  | **1. Title of Security (Instr. 3)** | | |  |  | **2. Transaction** | | | **2A. Deemed** | | **3. Transaction** | | **4. Securities Acquired (A) or Disposed Of** | | | | **5. Amount of Securities** | | | **6. Ownership Form:** | | **7. Nature of** | |  |
|  |  |  |  |  |  | **Date** | | | **Execution Date,** | | **Code (Instr. 8) (D) (Instr. 3, 4 and 5)** | | | | |  | **Beneficially Owned** | | | **Direct (D) or** | | **Indirect** | |  |
|  |  |  |  |  |  | **(Month/Day/Year) if any** | | | |  |  |  |  |  |  |  | **Following Reported** | | | **Indirect (I) (Instr. 4)** | | **Beneficial** | |  |
|  |  |  |  |  |  |  |  |  | **(Month/Day/Year)** | | **Code** | **V** | **Amount** |  | **(A) or (D)** | **Price** | **Transaction(s) (Instr. 3** | | |  |  | **Ownership** | |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **and 4)** | |  |  |  | **(Instr. 4)** | |  |
|  |  | |  |  |  |  | | |  |  |  |  |  | |  |  |  |  |  |  |  |  |  |  |
|  | Ordinary Shares(1) | |  |  |  | 01/06/2023 | | |  |  | A | V | 150 | | A | $62.305(2) | 17,152 | |  |  | D |  |  |  |
|  |  |  |  |  | **Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  | **(e.g., puts, calls, warrants, options, convertible securities)** | | | | | | | | | |  |  |  |  |  |  |  |  |  |
|  |  | |  |  |  |  | | |  | |  | | |  | | |  |  |  | |  |  |  |  |
|  | **1. Title of Derivative** | | **2.** | **3. Transaction** | **3A. Deemed** | **4. Transaction** | | | **5. Number of** | | **6. Date Exercisable and** | | | **7. Title and Amount of Securities** | | |  | **8. Price of** | **9. Number of** | | **10.** | **11. Nature of** | |  |
|  | **Security (Instr. 3)** | | **Conversion** | **Date** | **Execution Date,** | **Code (Instr. 8)** | | | **Derivative Securities** | | **Expiration Date** | | | **Underlying Derivative Security (Instr. Derivative** | | | | | **derivative** | | **Ownership** | **Indirect** | |  |
|  |  |  | **or Exercise** | **(Month/Day/Year)** | **if any** |  |  |  | **Acquired (A) or** | | **(Month/Day/Year)** | | | **3 and 4)** |  |  |  | **Security** | **Securities** | | **Form: Direct** | **Beneficial** | |  |
|  |  |  | **Price of** |  | **(Month/Day/Year)** |  |  |  | **Disposed of (D)** | |  |  |  |  |  |  |  | **(Instr. 5)** | **Beneficially** | | **(D) or** | **Ownership** | |  |
|  |  |  | **Derivative** |  |  |  |  |  | **(Instr. 3, 4 and 5)** | |  |  |  |  |  |  |  |  | **Owned** |  | **Indirect (I)** | **(Instr. 4)** | |  |
|  |  |  | **Security** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Following** | | **(Instr. 4)** |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Amount or** |  |  | **Reported** | |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **Date** |  | **Expiration** |  |  | **Number of** |  |  | **Transaction(s)** | |  |  |  |  |
|  |  |  |  |  |  | **Code** | | **V** | **(A)** | **(D)** | **Exercisable** | | **Date** | **Title** |  | **Shares** |  |  | **(Instr. 4)** |  |  |  |  |  |

**Explanation of Responses:**

1. The reporting person is voluntarily reporting the acquisition of shares of the issuer's ordinary shares pursuant to the NovoCure Limited Employee Share Purchase Plan ("ESPP"), for the ESPP purchase period of July 1, 2022 through December 30, 2022. This transaction is also exempt under Rule 16b-3(c).

2. In accordance with the ESPP, these shares were purchased based on 85% of the closing price of the issuer's ordinary shares on July 1, 2022.

**Remarks:**

By: /s/ Steven Robbins, Attorney in Fact



for Barak Ben Arye



\*\* Signature of Reporting Person

01/10/2023



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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

Power of Attorney - Ben Arye - 2022-04-01

LIMITED POWER OF ATTORNEY FOR

SECTION 16 REPORTING PURPOSES

Know all by these presents, that the undersigned hereby makes, constitutes and appoints Todd Longsworth, Kimberly Burke, Carrie Kane and Steve

1. execute for, and on behalf of, the undersigned, in the undersigned's capacity as an officer, director and/or 10% beneficial owner of Novoc
2. seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securiti
3. do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to prepare, complete and execute a
4. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorneys-in-fact, may be of b The undersigned hereby gives and grants to each such attorneys-in-fact full power and authority to do and perform any and every act and thing

The undersigned hereby acknowledges that (a) the foregoing attorneys-in-fact are serving in such capacity at the request of the undersigned; (

1. any liability of the undersigned for any failure to comply with such requirements or (iii) any obligation or liability of the undersigned This Limited Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 wit IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 1 day of April, 2022.

/s/ Barak Ben Arye

Signature

Barak Ben Arye

Print Name