

ReWalk Robotics Ltd.
Form 3/A
April 20, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

| | | | | | |
|--|---|---|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>W Weisman Wayne</p> <p>(Last) (First) (Middle)</p> <p>C/O REWALK ROBOTICS LTD., 3 HATNUFA ST., P.O. BOX 161</p> <p>(Street)</p> <p>YOKNEAM ILIT, L3 20692203</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/31/2015</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>ReWalk Robotics Ltd. [RWLK]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>12/31/2015</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|--|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|--|--|---|--|
| <p>1. Title of Security (Instr. 4)</p> | <p>2. Amount of Securities Beneficially Owned (Instr. 4)</p> | <p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p> | <p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p> |
|--|--|---|--|

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

SEC 1473 (7-02)

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

| | | | | | |
|---|--|--|---|---|--|
| <p>1. Title of Derivative Security (Instr. 4)</p> | <p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p> | <p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title Amount or Number of</p> | <p>4. Conversion or Exercise Price of Derivative Security</p> | <p>5. Ownership Form of Derivative Security: Direct (D)</p> | <p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p> |
|---|--|--|---|---|--|

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| | | | | Shares | | or Indirect (1) (Instr. 5) | |
|-----------------------|---------------------|------------|--------------------|--------|-------------------------|----------------------------------|---|
| Warrants | 07/14/2014 | 07/14/2018 | Ordinary Shares | 29,862 | \$ 10.08 ⁽¹⁾ | I | By partnership ⁽²⁾ <u>(3)</u> |
| Option (Right to buy) | Â ⁽⁴⁾⁽⁵⁾ | 12/03/2025 | Ordinary Shares | 4,176 | \$ 7.3 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Weisman Wayne C/O REWALK ROBOTICS LTD. 3 HATNUFA ST., P.O. BOX 161 YOKNEAM ILIT, Â L3Â 20692203 | Â X | Â X | Â | Â |

Signatures

/s/ Kevin Hershberger, as
attorney-in-fact

04/20/2016

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) The Reporting Person is amending the Form 3 filed on December 31, 2015 to reflect the fact that the exercise price of the Warrants is \$10.08, and not \$11.45 as originally reported.
The Reporting Person is a director of SCP Vitalife II GP, Ltd. ("SCP Vitalife GP"), which is the sole general partner of SCP Vitalife II Associates, L.P. ("SCP Vitalife Associates"). SCP Vitalife Associates is the sole general partner of each of SCP Vitalife Partners II, L.P. ("SCP Vitalife") and SCP Vitalife Partners (Israel) II, L.P. ("SCP Vitalife Israel"), the direct beneficial owner of the Ordinary Shares and the Warrants. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of the Shares held by SCP Vitalife and SCP Vitalife Israel, except to the extent of his pecuniary interest therein.
- (3) Consists of Warrants to purchase 22,374 Ordinary Shares held by SCP Vitalife and Warrants to purchase 7,488 Ordinary Shares held by SCP Vitalife Israel.
- (4) Represents stock options granted under the ReWalk 2014 Equity Incentive Plan on December 3, 2015. The options become vested and exercisable in 12 equal quarterly installments starting three months following the date of grant.
- (5) The Reporting Person is amending the Form 3 filed on December 31, 2015 to clarify the terms of the vesting schedule of the stock options to purchase 4,176 Ordinary Shares reported therein.

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.