

ReWalk Robotics Ltd.
Form 4
May 27, 2016

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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)

1. Name and Address of Reporting Person *
Dykan Jeff

(Last) (First) (Middle)

C/O REWALK ROBOTICS, LTD., 3
HATNUFA ST., P.O. BOX 161

(Street)

YOKNEAM ILIT, L3 20692203

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ReWalk Robotics Ltd. [RWLK]

3. Date of Earliest Transaction
(Month/Day/Year)
05/25/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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 or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---------------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Ordinary Shares, par value NIS 0.01 per share | 05/25/2016 | | S | 12,022 ⁽¹⁾ D \$ 8.7972 ⁽²⁾ | 1,732,530 | I | By partnership ⁽³⁾ |
| Ordinary Shares, par value NIS 0.01 per share | 05/26/2016 | | S | 15,000 ⁽⁴⁾ D \$ 8.6071 ⁽⁵⁾ | 1,717,530 | I | By partnership ^{(3) (6) (7)} |
| Ordinary Shares, | | | | | 6,022 ⁽⁸⁾ | I | ESOP |

par value
NIS 0.01
per share

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

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(9-02)

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 Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Dykan Jeff C/O REWALK ROBOTICS, LTD. 3 HATNUFA ST., P.O. BOX 161 YOKNEAM ILIT, L3 20692203 | X | X | | |

Signatures

/s/ Kevin Hershberger, as attorney-in-fact 05/27/2016

__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).

(1) The disposed of securities consist of 9,012 Ordinary Shares sold by SCP Vitalife Partners II, L.P. ("SCP Vitalife") and 3,010 shares sold by SCP Vitalife Partners (Israel) II, L.P. ("SCP Vitalife Israel").

(2)

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$8.7000 to \$8.9600, inclusive. The reporting person undertakes to provide to ReWalk Robotics, Ltd. ("ReWalk"), any security holder of ReWalk, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (2) to this Form 4.

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 and SCP Vitalife

- (3) Israel, the direct beneficial owner of the Ordinary Shares. 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 Ordinary Shares held by SCP Vitalife and SCP Vitalife Israel, except to the extent of his pecuniary interest therein.

- (4) The disposed of securities consist of 11,244 Ordinary Shares sold by SCP Vitalife and 3,756 shares sold by SCP Vitalife Israel.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from

- (5) \$8.6000 to \$8.6600, inclusive. The reporting person undertakes to provide to ReWalk, any security holder of ReWalk, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (5) to this Form 4.

As of May 27, 2016, SCP Vitalife Associates, as the general partner of SCP Vitalife and SCP Vitalife Israel, may be deemed to beneficially own 1,575,004 Ordinary Shares, which consist of 1,180,665 and 394,339 Ordinary Shares held by SCP Vitalife and SCP Vitalife Israel, respectively. SCP Vitalife GP is the general partner of SCP Vitalife Associates and, as such, shares voting and dispositive power over, and may be deemed to beneficially own, the Ordinary Shares held by the foregoing entities. The Reporting Person shares voting and dispositive power over, and may be deemed to beneficially own 1,717,530 Ordinary Shares, which consist of the Ordinary Shares as set forth in footnote (7) to this Form 4.

- (6) As of May 27, 2016, consists of 1,575,004 Ordinary Shares held by the foregoing entities due to the Reporting Person serving as a director of SCP Vitalife GP, as well as (i) 62,006 Ordinary Shares held by Vitalife Partners (Overseas) L.P., (ii) 20,506 Ordinary Shares held by Vitalife Partners (Israel) L.P., (iii) 20,733 Ordinary Shares held by Vitalife Partners (D.C.M) L.P. ("Vitalife Partners DCM", and (7) together with Vitalife Partners (Overseas) L.P. and Vitalife Partners (Israel) L.P., the "Vitalife I Entities") and (iv) 39,281 Ordinary Shares currently held by the Office of the Chief Scientist of the State of Israel ("OCS"), that the Vitalife I Entities have the right to acquire from the OCS, due to the Reporting Person serving as a director of Vitalife Life Sciences Ltd., the general partner of Vitalife Partners Management L.P., which is the general partner of each of the Vitalife I Entities.

- (8) Represents 6,022 ordinary shares issuable upon the vesting of restricted stock units ("RSUs") granted on December 15, 2014 under the ReWalk 2014 Equity Incentive Plan. One-third, or 2,007 Ordinary Shares, of the RSUs vested on the first anniversary of the date of grant and the remaining RSUs vest in equal quarterly installments of 501 Ordinary Shares each starting one quarter after the first anniversary of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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