

ReWalk Robotics Ltd.
Form 4
March 09, 2016

FORM 4

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

OMB APPROVAL

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

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)

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 (A) 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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Ordinary Shares, par value NIS 0.01 per share | 03/07/2016 | | S | 3,002 (1) D \$ 8.33 | 1,762,100 (2) | I | By partnership (3) (4) (5) |
| Ordinary Shares, par value NIS 0.01 per share | | | | | 6,022 (6) | I | ESOP |

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 Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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 03/09/2016

**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 3,002 Ordinary Shares sold by Vitalife Partners (Overseas) L.P. ("Vitalife Partners Overseas").
The Reporting Person filed Form 4 on March 7, 2016, to report the disposition of Ordinary Shares held by Vitalife Partners (Israel) L.P. ("Vitalife Partners Israel"). That filing inadvertently reported that Vitalife Partners Israel sold 994 Ordinary Shares on March 4, 2016, when the Ordinary Shares actually sold was 993. The number of shares reported in Column 5 of this Form 4 reflects the correct holdings as of the date of this report on Form 4.
- (3) 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. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended,

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or otherwise of the Shares held by SCP Vitalife and SCP Vitalife Israel, except to the extent of his pecuniary interest therein.

SCP Vitalife Associates, as the general partner of SCP Vitalife and SCP Vitalife Israel, may be deemed to beneficially own 1,619,574 Ordinary Shares, which consist of 1,214,076 and 405,498 Ordinary Shares held by SCP Vitalife and SCP Vitalife Israel, respectively.

- (4) 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 1,762,100 Ordinary Shares, which consist of the Ordinary Shares as set forth in footnote (4) to this Form 4.

Consists of 1,619,574 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, (ii) 20,506 Ordinary Shares held by Vitalife Partners Israel, (iii) 20,733 Ordinary Shares held by Vitalife Partners (D.C.M) L.P. ("Vitalife Partners DCM", and together with Vitalife Partners Overseas and Vitalife Partners Israel, 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.

- (6) 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. The RSUs vest in 12 equal quarterly installments starting on the first anniversary of the date of grant, with 2,007 ordinary shares presently issued and outstanding.

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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