

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 2, 2018

ReWalk Robotics Ltd.

(Exact name of registrant as specified in its charter)

<u>Israel</u> (State or Other Jurisdiction of Incorporation)	<u>001-36612</u> (Commission File Number)	<u>Not applicable</u> (IRS Employer Identification No.)
<u>3 Hatnufa St., Floor 6, Yokneam Ilit, Israel</u> (Address of principal executive offices)		<u>2069203</u> (Zip Code)

Registrant's telephone number, including area code: +972.4.959.0123

Not applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) On May 2, 2018, the Board of Directors (the “Board”) of ReWalk Robotics Ltd. (the “Company”) appointed Yohanan Engelhardt to serve as a member of the Board, effective immediately. Mr. Engelhardt was appointed to fill a vacancy on the Board created by the resignation of Mr. Glenn Muir, who resigned from the Board and all three committees of the Board effective December 29, 2017, as disclosed in the Company’s Form 8-K filed with the Securities and Exchange Commission (the “SEC”) on December 28, 2017. The Board also appointed Mr. Engelhardt to serve as a member of the Company’s Audit Committee. As a Class III director, Mr. Engelhardt’s appointment will last until the Company’s annual shareholders meeting to be held in 2020 and thereafter until his respective successor is duly elected and qualified, or until his earlier death, resignation or removal from the Board.

In connection with his appointment, the Board has determined that Mr. Engelhardt satisfies the independence requirements under the rules of the SEC and of the listing standards of The Nasdaq Stock Market LLC (“Nasdaq”). The Board has also determined that Mr. Engelhardt satisfies the applicable audit committee independence requirements of Nasdaq and Rule 10A-3 under the Securities Exchange Act of 1934, as amended, the audit committee financial expert requirements under the rules of the SEC and the financial sophistication requirements under the Nasdaq listing standards.

On May 3, 2018, the Audit Committee appointed Mr. Engelhardt as the Chairman of the Audit Committee.

Mr. Engelhardt provides CFO-consulting and accounting services to early-stage technology and medical device companies and to an accounting firm, including oversight and advice on strategic planning, business plans, financial projections and analysis, GAAP financial statements, accounting and costing, private placements, stock compensation plans and strategies, cash management, risk and audit management, taxation, investments, mergers and acquisitions and ownership transition strategies. From 1996-2014 Mr. Engelhardt served as the Chief Financial Officer and VP of Finance of ViryaNet, a publicly-traded company, in which he oversaw all financial operations including SEC reporting, planning and forecasting, audits, business analysis, accounting, tax, treasury, strategic planning and SOX compliance, and managed all financial and capital structure functions, including equity, bank debts, and receivables financing.

There are no arrangements or understandings between Mr. Engelhardt and any other person pursuant to which he was appointed as director. Mr. Engelhardt does not have any family relationship with any director or executive officer of the Company or any person nominated or chosen by the Company to become a director or executive officer, and there are no transactions in which Mr. Engelhardt has an interest requiring disclosure under Item 404(a) of Regulation S-K.

As compensation for his services as director, Mr. Engelhardt will be entitled to standard compensation available to independent, non-employee directors of the Company pursuant to the Company’s compensation policy currently in effect, including: an annual retainer fee of NIS 83,480 (approximately \$23,318 based on current exchange rates) and fees of NIS 4,390 (approximately \$1,226 based on current exchange rates) for each in-person Board or Audit Committee meeting attended, 60% of such amount (approximately \$735 based on current exchange rates) for each Board or Audit Committee telephonic meeting attended, and 50% of such amount (approximately \$613 based on current exchange rates) for each unanimous written consent signed where the Board or Audit Committee takes action in that form in lieu of holding a meeting, each as may be adjusted from time to time pursuant to changes in the Israeli Consumer Price Index. Mr. Engelhardt will also receive restricted stock units (“RSUs”) to purchase ordinary shares of the Company, NIS 0.01 par value per share (“Ordinary Shares”) under the Company’s 2014 Equity Incentive Plan (the “Plan”), with such RSUs to have a value based on the Black-Scholes model equal to \$30,000 on the date of grant, and an annual grant of RSUs under the 2014 Plan to purchase ordinary shares of the Company commencing with the 2019 annual general meeting of shareholders and at each annual general meeting thereafter (provided that Mr. Engelhardt continues to serve on the Board of Directors following such annual general meeting) having a value based on the Black-Scholes model equal to \$25,000 on the date of grant. All of the above grants of RSUs will vest on a quarterly basis over a period of one year from the date of their grant, with the vesting of such RSUs accelerated upon certain change of control events. The RSUs are otherwise be subject to the terms and conditions of the 2014 Plan and the non-employee director RSU award agreement in the form generally used by the Company at the relevant time, including any forms filed by the Company with the SEC.

Additionally, in connection with his appointment, Mr. Engelhardt will enter into the Company's standard form of indemnification agreement and will receive coverage under the Company's directors' and officers' liability insurance policy. Mr. Engelhardt will also be entitled to be reimbursed for out-of-pocket expenses incurred in connection with attending meetings of the Board or committees of the Board of which he is a member.

Item 7.01 Regulation FD Disclosure.

On May 3, 2018, the Company issued a press release titled "ReWalk Robotics Appoints Yohanan Engelhardt to its Board of Directors and as Chairman of the Audit Committee," a copy of which is furnished as Exhibit 99.1 herewith and is incorporated herein by reference.

The information in this Item 7.01, including Exhibit 99.1, is furnished and shall not be deemed "filed" for purposes of Section 18 of the Exchange Act or otherwise subject to liabilities under that section, and shall not be deemed to be incorporated by reference into the filings of the Company under the Securities Act of 1933, as amended, regardless of any general incorporation language in those filings.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 [Press release entitled "ReWalk Robotics Appoints Yohanan Engelhardt to its Board of Directors and as Chairman of the Audit Committee," dated May 3, 2018.*](#)

* Furnished herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ReWalk Robotics Ltd.

/s/ Larry Jasinski

Name: Larry Jasinski

Title: Chief Executive Officer

Dated: May 3, 2018

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press release entitled "ReWalk Robotics Appoints Yohanan Engelhardt to its Board of Directors and as Chairman of the Audit Committee." dated May 3, 2018.*
*	Furnished herewith.

FOR IMMEDIATE RELEASE

ReWalk Robotics Appoints Yohanan Engelhardt to its Board of Directors and as Chairman of the Audit Committee

Marlborough, MA/Yokneam Ilit, Israel – May 3, 2018 – ReWalk Robotics, Ltd. (Nasdaq: RWLK) (“ReWalk” or “the Company”) announced today that the Company has appointed Yohanan Engelhardt to the Board of Directors and as Chairman of its Audit Committee.

Mr. Engelhardt is a seasoned financial executive who has spent the last 25 years helping companies realize enterprise-wide improvements in financial reporting, financial and operational controls and expenses, capital funding, and taxation.

Mr. Engelhardt provides CFO-consulting accounting services to early-stage technology and medical device companies. From 1996-2014 Mr. Engelhardt served as the Chief Financial Officer and VP of Finance at ViryaNet, a publicly-traded company, in which he oversaw all financial operations including SEC reporting, planning and forecasting, audits, business analysis, accounting, tax, treasury, strategic planning and SOX compliance, and managed all financial and capital structure functions.

“We are pleased to welcome Yohanan to our Board of Directors. His financial acumen and expertise will be invaluable as we continue to build ReWalk and expand our product portfolio. We look forward to his leadership and guidance,” said ReWalk CEO Larry Jasinski.

About ReWalk Robotics Ltd.

ReWalk Robotics Ltd. develops, manufactures and markets wearable robotic exoskeletons for individuals with spinal cord injury. The company’s mission is to fundamentally change the quality of life for individuals with lower limb disability through the creation and development of market leading robotic technologies. Founded in 2001, ReWalk has headquarters in the U.S., Israel and Germany. For more information on the ReWalk systems, please visit www.rewalk.com.

ReWalk® is a registered trademark of ReWalk Robotics Ltd. in Israel.

Forward-Looking Statements

In addition to historical information, this press release contains forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995, Section 27A of the U.S. Securities Act of 1933, and Section 21E of the U.S. Securities Exchange Act of 1934. Such forward-looking statements may include projections regarding ReWalk's future performance and, in some cases, may be identified by words like "anticipate," "assume," "believe," "continue," "could," "estimate," "expect," "intend," "may," "plan," "potential," "predict," "project," "future," "will," "should," "would," "seek" and similar terms or phrases. The forward-looking statements contained in this press release are based on management's current expectations, which are subject to uncertainty, risks and changes in circumstances that are difficult to predict and many of which are outside of ReWalk's control. Important factors that could cause ReWalk's actual results to differ materially from those indicated in the forward-looking statements include, among others: ReWalk's expectations regarding future growth, including its ability to increase sales in its existing geographic markets, and to expand to new markets and achieve its planned expense reductions; the conclusion of ReWalk's management and the opinion of ReWalk's auditors for the Company's financial statements for the fiscal year ended December 31, 2017, that there are substantial doubts as to ReWalk's ability to continue as a going concern; ReWalk's ability to maintain and grow its reputation and the market acceptance of its products; ReWalk's ability to achieve reimbursement from third-party payors for its products; ReWalk's expectations as to its clinical research program and clinical results; ReWalk's expectations as to the results of, and the Food and Drug Administration's potential regulatory developments with respect to, ReWalk's mandatory post-market 522 surveillance study; the outcome of ongoing shareholder class action litigation relating to ReWalk's initial public offering; ReWalk's ability to repay its secured indebtedness; ReWalk's ability to improve its products and develop new products; ReWalk's ability to maintain adequate protection of its intellectual property and to avoid violation of the intellectual property rights of others; ReWalk's ability to gain and maintain regulatory approvals; ReWalk's ability to secure capital from its equity and debt financings in light of limitations under its Form S-3, the price range of its ordinary shares and conditions in the financial markets, and the risk that such financings may dilute ReWalk's shareholders or restrict its business; ReWalk's ability to use effectively the proceeds of offerings of securities; ReWalk's ability to maintain relationships with existing customers and develop relationships with new customers; the impact of the market price of ReWalk's ordinary shares on the determination of whether ReWalk is a passive foreign investment company; ReWalk's ability to regain compliance with the continued listing requirements of the NASDAQ Capital Market and the risk that its ordinary shares will be delisted if it cannot do so; ReWalk's compliance with medical device reporting regulations to report adverse events involving its products and the potential impact of such adverse events on ReWalk's ability to market and sell its products; the risk of substantial dilution resulting from the issuance to Timwell; the significant voting power and de facto voting control Timwell will acquire; the risk that the Timwell issuances will fail to close and the China joint venture will not form; and other factors discussed under the heading "Risk Factors" in ReWalk's Annual Report on Form 10-K for the fiscal year ended December 31, 2017 filed with the U.S. Securities and Exchange Commission (the "SEC") and other documents subsequently filed with or furnished to the SEC. Any forward-looking statement made in this press release speaks only as of the date hereof. Factors or events that could cause ReWalk's actual results to differ from the statements contained herein may emerge from time to time, and it is not possible for ReWalk to predict all of them. Except as required by law, ReWalk undertakes no obligation to publicly update any forward-looking statements, whether as a result of new information, future developments or otherwise.

Investor Contact:

Lisa M. Wilson
President
In-Site Communications, Inc.
T: 212-452-2793
E: lwilson@insitecony.com

Media Contact:

Jennifer Wlach
T: 202-261-4000
E: media@rewalk.com
