SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Weisman Wayne	2. Date of Even Requiring State (Month/Day/Yea 12/31/2015	ment	3. Issuer Name and Ticker or Trading Symbol <u>ReWalk Robotics Ltd.</u> [RWLK]					
(Last) (First) (Middle) C/O REWALK ROBOTICS LTD. 3 HATNUFA ST., P.O. BOX 161			Officer (give title	X 10% Own Other (sp	er 12	lf Amendment, Date of Original Filed Ionth/Day/Year) 2/31/2015		
(Street) YOKNEAM ILIT (City) (State) (Zip)			below)	below)		pplicable Line) X Form filed b	t/Group Filing (Check by One Reporting Person by More than One Person	
Table I - Non-Derivative Securities Beneficially Owned								
1. Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Instr. 4)			4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)								
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securi Underlying Derivative Securi		4. Conversion or Exercise	Form:	(Instr. 5)	
	Date Exercisable	Expiration Date	n Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)		
Warrants	07/14/2014	07/14/2018	3 Ordinary Shares	29,862	10.08(1)	Ι	By partnership ⁽²⁾⁽³⁾	
Option (Right to buy)	(4)(5)	12/03/2025	5 Ordinary Shares	4,176	7.3	D		

Explanation of Responses:

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.

2. 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.

<u>/s/ Kevin Hershberger, as</u>	0
attorney-in-fact	

** Signature of Reporting Person 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 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).

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.

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