(Last)

(First)

7 GREAT VALLEY PARKWAY, SUITE 109

(Middle)

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| this box if no longer subject to | |
|----------------------------------|--|
| 16. Form 4 or Form 5 | |
| ons may continue. See | |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden response: 0.5

7. Nature of Indirect Beneficial Ownership (Instr. 4)

11. Nature of Indirect Beneficial Ownership (Instr. 4)

Check t Section

| | ions may contir tion 1(b). | nue. See | | Fil | | | | | | | rities Exchan | | f 1934 | | | hours | per respo | onse: | 0 |
|---|---|--|----------------|--------------------------------|---|-------------------|---|--------|---|-------|------------------------|---|---------------------------------------|--|-----------------------|---|---|---|---|
| 1. Name and Address of Reporting Person* SCP Vitalife Partners (Israel) II, L.P. | | | | 2. I: | | | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer Check all applicable) Director X 10% Owner | | | | | |
| (Last) (First) (Middle) 7 GREAT VALLEY PARKWAY, SUITE 190 | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 06/02/2016 | | | | | | | | | Offic belo | cer (give title w) | | Other below | (specify) | |
| (Street) MALVERN PA 19355 | | | | - 4. If | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting | | | | | |
| (City) | (Si | ate) | (Zip) | | | | | | | | | | | Λ | Pers | son | | | |
| | | Tab | le I - N | on-Deri | vative | Sec | uriti | ies Ac | quire | d, Di | sposed o | f, or E | Benefic | cially | Own | ed | | | |
| Date | | | | 2. Transa Date (Month/Da | ay/Year) if | | 2A. Deemed Execution Date, if any (Month/Day/Year) | | 3. Transaction Code (Instr. 8) | | | s Acquired (A) or f (D) (Instr. 3, 4 a | | nd 5) Secu Bene Own Repo | | ficially ed Following rted | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | 7. Nature of Indired Beneficia Ownersh (Instr. 4) |
| | | | | | | | | | Code | V | Amount | (A) or (D) | Price | | | action(s) . 3 and 4) | | | |
| Ordinary share | Ordinary Shares, par value NIS 0.01 per hare | | | 06/02/ | 2016 | 016 | | | S | | 3,448 | D | \$7.8 | \$7.8911 ⁽¹⁾ | | 388,044 | | D ⁽²⁾ | |
| Ordinary share | Shares, par | value NIS 0.01 | per | 06/03/ | 2016 | | | | S | | 1,324 | D | \$7.8 | 961 ⁽³⁾ | 3 | 886,720 | D ⁽²⁾ | | |
| | | T | able II | | | | | | | | oosed of, convertib | | | | wned | | | | |
| 1. Title of Derivative Security (Instr. 3) Conversior or Exercise Price of Derivative Security | | rcise (Month/Day/Year) f tive | | | | action (Instr. | | | 6. Date Exerciss Expiration Date (Month/Day/Yea | | ate | Amount of Securities Underlying Derivative Security (Instr. and 4) | | | | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4) | Own For Dire or I (I) (I | Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Natur of Indire Benefici Ownersh (Instr. 4) |
| | | | | | Code | v | (A) | (D) | Date Exerci | sable | Expiration Date | Title | Amoun or Number of Shares | | | | | | |
| 1 | | Reporting Person* | r | | | | | | | | | | | | | | | | |
| SCP Vi | talife Par | <u>tners (Israel)</u> | <u>II, L.I</u> | <u>.</u> | | | | | | | | | | | | | | | |
| (Last) 7 GREAT | Γ VALLEY | (First) PARKWAY, SU | , | iddle) | | | | | | | | | | | | | | | |
| (Street) MALVE | RN | PA | 19 | 355 | | | | | | | | | | | | | | | |
| (City) | | (State) | (Zi | p) | | _ | | | | | | | | | | | | | |
| | | Reporting Person [*] Associates, L. | | | | | | | | | | | | | | | | | |
| (Last) 7 GREA | Γ VALLEY | (First) PARKWAY, SU | - | iddle) 9 | | | | | | | | | | | | | | | |
| (Street) MALVE | RN | PA | 19 | 355 | | | | | | | | | | | | | | | |
| (City) | | (State) | (Zi | p) | | | | | | | | | | | | | | | |
| | nd Address of talife II C | Reporting Person* <u>GP, Ltd.</u> | | | | | | | | | | | | | | | | | |

| , | | | | | | | | | | |
|--|----------------|----------|--|--|--|--|--|--|--|--|
| (Street) | | | | | | | | | | |
| MALVERN | PA | 19355 | | | | | | | | |
| (City) | (State) | (Zip) | | | | | | | | |
| 1. Name and Address of Reporting Person* | | | | | | | | | | |
| CHURCHILL WINSTON J | | | | | | | | | | |
| (Last) | (First) | (Middle) | | | | | | | | |
| 7 GREAT VALLEY | PARKWAY, SUITE | 109 | | | | | | | | |
| (Street) | | | | | | | | | | |
| MALVERN | PA | 19355 | | | | | | | | |
| (City) | (State) | (Zip) | | | | | | | | |
| Name and Address of Reporting Person* | | | | | | | | | | |
| <u>LUDOMIRSKI ABRAHAM</u> | | | | | | | | | | |
| (Last) | (First) | (Middle) | | | | | | | | |
| 7 GREAT VALLEY | PARKWAY, SUITE | 109 | | | | | | | | |
| (Street) | | | | | | | | | | |
| MALVERN | PA | 19355 | | | | | | | | |
| (City) | (State) | (Zip) | | | | | | | | |

Explanation of Responses:

- 1. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.8500 to \$8.0000, 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 (1) to this Form 4.
- 2. The Ordinary Shares are directly held by SCP Vitalife Partners (Israel) II, L.P. ("SCP Vitalife") and indirectly held by SCP Vitalife II Associates, L.P. ("SCP Vitalife Associates"), the sole general partner of SCP Vitalife, SCP Vitalife, SCP Vitalife II, GP, Ltd. ("SCP Vitalife GP"), the sole general partner of SCP Vitalife Associates, and the individual directors of SCP Vitalife GP (SCP Vitalife Associates, SCP Vitalife GP and the individual directors of SCP Vitalife GP together, the "SCP Vitalife Indirect Reporting Persons"). The individual directors of SCP Vitalife GP are Jeffrey Dykan, Winston J. Churchill, Abraham Ludomirski and Wayne B. Weisman, The SCP Vitalife Indirect Reporting Persons disclaim beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the SCP Vitalife Ordinary Shares in which the SCP Vitalife Indirect Reporting Persons have no pecuniary interest.
- 3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.8600 to \$7.9500, 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 (3) to this Form 4.

/s/ Winston J. Churchill, attorney-in-fact 06/06/2016

** 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 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).

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.