SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

| 1. Name and Address of Reporting Person*

 Jasinski Lawrence J

 (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)
 10/05/2019

 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

 Chief Executive Officer

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

 X   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	10/05/2019		F		469[1]	D	$2.86[2]	$8,958[3]	I	ESOP

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Represents Ordinary Shares sold in the open market on June 27, 2019, in order to satisfy the reporting person's tax withholding obligation in connection with the vesting, on October 5, 2019, of certain restricted stock units ("RSUs") previously granted to the reporting person under the ReWalk 2014 Equity Incentive Plan. The RSUs vest in three equal annual installments starting on the first anniversary of the date of grant, and may only be settled in Ordinary Shares.

2. Closing market price per share of the Company's Ordinary Shares on the transaction date

3. Reflects our one-for-twenty-five reverse share split that became effective on April 1, 2019

Remarks:

/s/ Ori Gon as attorney-in-fact   10/08/2019

** 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.