

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Gricci Jodi</u> (Last) (First) (Middle) C/O REWALK ROBOTICS LTD. 3 HATNUFA ST. P.O. BOX 161 (Street) YOKNEAM L3 20692203 ILIT (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ReWalk Robotics Ltd. [RWLK]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP Global Marketing & Training</u>
	3. Date of Earliest Transaction (Month/Day/Year) 10/04/2017	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	10/05/2017		A		12,376 ⁽¹⁾	A	\$0	32,657	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
Option (Right to buy)	\$20.77	10/04/2017		D			5,657	(2)	12/15/2024	Ordinary Shares	5,657	(2)	0	D	
Option (Right to buy)	\$8	10/04/2017		D			21,416	(3)	09/25/2025	Ordinary Shares	21,416	(3)	0	D	
Option (Right to buy)	\$9.4	10/04/2017		D			17,950	(4)	05/18/2026	Ordinary Shares, par value NIS 0.01 per share	17,950	(4)	0	D	

Explanation of Responses:

- Represents 12,376 Ordinary Shares issuable upon the vesting of restricted stock units ("RSUs") granted under the ReWalk Robotics Ltd. Incentive Compensation Plan (the "2014 Plan") on October 5, 2017 as part of the equity exchange program, which commenced on September 6, 2017 and expired on October 4, 2017. 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.
- Represents stock options granted under the 2014 Plan on December 15, 2014. The options were cancelled on October 4, 2017 as part of the equity exchange program and were replaced with RSUs. The cancelled stock options become vested and exercisable in 12 equal quarterly installments starting on the first anniversary of the date of grant.
- Represents stock options granted under the 2014 Plan on September 25, 2015. The options were cancelled on October 4, 2017 as part of the equity exchange program and were replaced with RSUs. The cancelled stock options become vested and exercisable in 12 equal quarterly installments starting on the first anniversary of the date of grant.
- Represents stock options granted under the 2014 Plan on May 18, 2016. The options were cancelled on October 4, 2017 as part of the equity exchange program and were replaced with RSUs. One-fourth of the cancelled stock options become vested and exercisable on the first anniversary of the date of the grant, with the remaining options vesting in twelve equal quarterly installments thereafter.

Remarks:

/s/ Kevin Hershberger as attorney-in-fact 10/06/2017

** 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.