SEC Form 4

FORM 4

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

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* SCP Vitalife Partners (Israel) II, L.P.	2. Issuer Name **and** Ticker or Trading Symbol ReWalk Robotics Ltd. [RWLK]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) 7 GREAT VALLEY PARKWAY SUITE 190	3. Date of Earliest Transaction (Month/Day/Year) 05/23/2016	Director ___ X 10% Owner Officer (give title below) ___ Other (specify below)
(Street) MALVERN PA 19355	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 Person
(City) (State) (Zip)		

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	05/23/2016		S		300	D	$9[(1)]	401,155	D[(2)]	
Ordinary Shares, par value NIS 0.01 per share	05/24/2016		S		50	D	$8.95[(3)]	401,105	D[(2)]	

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				

1. Name and Address of Reporting Person* SCP Vitalife Partners (Israel) II, L.P.
(Last)   (First)   (Middle) 7 GREAT VALLEY PARKWAY SUITE 190
(Street) MALVERN   PA   19355
(City)   (State)   (Zip)

1. Name and Address of Reporting Person* SCP Vitalife II Associates, L.P.
(Last)   (First)   (Middle) 7 GREAT VALLEY PARKWAY SUITE 190
(Street) MALVERN   PA   19355
(City)   (State)   (Zip)

1. Name and Address of Reporting Person*
SCP Vitalife II GP, Ltd.

	(Last)	(First)	(Middle)
7 GREAT VALLEY PARKWAY			
SUITE 190			
(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 190			
(Street)			
MALVERN	PA	19355	
(City)	(State)	(Zip)	

1. Name and Address of Reporting Person[*]

LUDOMIRSKI ABRAHAM

	(Last)	(First)	(Middle)
7 GREAT VALLEY PARKWAY			
SUITE 190			
(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 each at a price of $9.00 per share. 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 in each transaction at the price 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 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 to 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 $8.90 to $9.00, 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	05/25/2016
** 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.