

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

AMENDMENT NO. 1 to  
SCHEDULE TO

Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934

**ReWalk Robotics Ltd.**

(Name of Subject Company (Issuer) and Filing Person (Offeror))

Options to Purchase Ordinary Shares, par value 0.01 NIS per share  
(Title of Class of Securities)

**M8216Q-10-1**

(CUSIP Number of Class of Securities (Underlying Ordinary Shares))

**ReWalk Robotics, Inc.**  
**200 Donald Lynch Blvd**  
**Marlborough, MA 01752**  
**(508) 251-1154**

(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications on Behalf of Filing Person)

Copies to:

**Colin J. Diamond**  
**White & Case LLP**  
**1221 Avenue of the Americas**  
**New York, New York 10020**  
**Tel: (212) 819-820**

**Aaron M. Lampert, Adv.**  
**Ephraim Peter Friedman, Adv.**  
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**98 Yigal Alon Street**  
**Tel Aviv 6789141, Israel**  
**Tel: +972 (3) 608-9999**

CALCULATION OF REGISTRATION FEE

**Transaction valuation\***

\$220,000

**Amount of filing fee\*\***

\$25.50

\* Estimated solely for purposes of determining the applicable filing fee pursuant to Rule 0-11 of the Securities Exchange Act of 1934, as amended (“**Rule 0-11**”). This amount assumes that options to purchase an aggregate of 980,483 ordinary shares of ReWalk Robotics Ltd. having an aggregate value of \$220,000 will be exchanged for new restricted share units and cancelled pursuant to this offer. The aggregate value of such securities was calculated based on the Black-Scholes option pricing model as of August 31, 2017.

\*\* The amount of the filing fee, calculated in accordance with the Rule 0-11 under the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory No. 1 for fiscal year 2017 (until September 30, 2017), equals \$115.90 for each \$1,000,000 of the value of the transaction. The transaction valuation set forth above was calculated for the sole purpose of determining the filing fee, and should not be used or relied upon for any other purpose.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$25.50.  
Filing party: ReWalk Robotics Ltd.  
Form or Registration No.: 005-88650.  
Date filed: September 6, 2017.

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third party tender offer subject to Rule 14d-1.  
 issuer tender offer subject to Rule 13e-4.  
 going-private transaction subject to Rule 13e-3.  
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
  - Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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## EXPLANATORY NOTE

This Amendment No. 1 to the Schedule TO (this “**Amendment No. 1**”) amends the Tender Offer Statement on Schedule TO (the “**Schedule TO**”) filed with the Securities and Exchange Commission (the “**SEC**”) on September 6, 2017 relating to an offer by ReWalk Robotics Ltd. (the “**Company**”) to exchange certain outstanding stock options for restricted share units. As previously disclosed, the Company is making the offer upon the terms and subject to the conditions set forth in the Offer to Exchange, dated September 6, 2017 (the “**Offer to Exchange**”), and in the related accompanying election and withdrawal forms and other communications (collectively, the “**Ancillary Documents**”). Each of the Offer to Exchange and the Ancillary Documents are attached to Schedule TO as Exhibits (a)(1)(A) through (a)(1)(I), and are incorporated by reference into this Amendment No. 1. This Amendment No. 1 is intended to satisfy the reporting requirements of Rule 13e-4 under the Securities Exchange Act of 1934, as amended.

Exhibit (a)(1)(E) initially filed with the Schedule TO is hereby amended and restated, and the information in the Offer to Exchange under “Israeli Income Tax Consequences” is hereby amended and supplemented by the information in the first paragraph of Exhibit (a)(1)(J). Except as provided herein, the information contained in the Schedule TO remains unchanged.

### **Item 12. Exhibits.**

The Exhibit Index included in this Schedule TO is incorporated herein by reference.

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**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

REWALK ROBOTICS LTD.

By: /s/ Kevin Hershberger  
Name: Kevin Hershberger  
Title: Chief Financial Officer

Date: September 26, 2017

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## EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description</b>
(a)(1)(A)	Offer to Exchange Certain Outstanding Options for Restricted Share Units, dated September 6, 2017.*
(a)(1)(B)	Form of e-mail to be sent to eligible employees and consultants upon commencement of the Exchange Offer.*
(a)(1)(C)	Form of notice of election to participate in the Exchange Offer.*
(a)(1)(D)	Form of notice of withdrawal from participation in the Exchange Offer.*
(a)(1)(E)	Form of e-mail regarding confirmation of receipt of notice of election.
(a)(1)(F)	Form of e-mail regarding confirmation of receipt of notice of withdrawal.*
(a)(1)(G)	Form of reminder e-mail to eligible employees and consultants regarding the Exchange Offer.*
(a)(1)(H)	Form of email to be sent to grantees of New RSUs providing notice of award of New RSUs.*
(a)(1)(I)	Employee Presentation.*
(a)(1)(J)	Form of email to employees in Israel regarding update on Israel Tax Authority ruling for the Exchange Offer.
(a)(2)	Not applicable.
(a)(3)	Not applicable.
(a)(4)	Not applicable.
(a)(5)	Not applicable.
(b)	Not applicable.
(d)(1)(A)	ReWalk Robotics Ltd. Incentive Compensation Plan (incorporated by reference to Exhibit 10.16 to the Company's registration statement on Form F-1/A (File No. 333-197344), filed with the SEC on August 20, 2014).**
(d)(1)(B)	Amended and Restated Shareholders' Rights Agreement, dated July 14, 2014, among the Company and the other parties named therein (incorporated by reference to Exhibit 10.9 to the Company's registration statement on Form F-1/A (File No. 333-197344), filed with the SEC on July 16, 2014).
(d)(1)(C)	Form of warrant issued in connection with the Company's follow-on offering (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the SEC on October 31, 2016).
(d)(1)(D)	Loan Agreement, dated December 30, 2015, between the Company and Kreos Capital V (Expert Fund) Limited (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on January 4, 2016).

- (d)(1)(E) Warrant, dated December 30, 2015, between the Company and Kreos Capital V (Expert Fund) Limited (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed with the SEC on January 4, 2016).
- (d)(1)(F) First Amendment, dated June 9, 2017, to Loan Agreement, dated December 30, 2015, between ReWalk Robotics Ltd. and Kreos Capital V (Expert Fund) Limited (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed with the SEC on August 3, 2017).
- (d)(1)(G) Secured Convertible Promissory Note, dated June 9, 2017, issued to Kreos Capital V (Expert Fund) Limited (incorporated by reference to Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q filed with the SEC on August 3, 2017).
- (d)(1)(H) 2014 Incentive Compensation Plan Form of Option Award Agreement for employees and executives (incorporated by reference to Exhibit 10.18 to the Company's Annual Report on Form 10-K filed with the SEC on February 29, 2016, as amended on May 6, 2016).\*\*
- (d)(1)(I) 2014 Incentive Compensation Plan Form of Restricted Stock Unit Award Agreement for employees and executives (incorporated by reference to Exhibit 10.19 to the Company's Annual Report on Form 10-K filed with the SEC on February 29, 2016, as amended on May 6, 2016).\*\*
- (d)(1)(J) 2014 Incentive Compensation Plan Form of Restricted Stock Unit Award Agreement for non-Israeli non-employee directors (incorporated by reference to Exhibit 10.20 to the Company's Annual Report on Form 10-K filed with the SEC on February 29, 2016, as amended on May 6, 2016).\*\*
- (d)(1)(K) 2014 Incentive Compensation Plan Form of Option Award Agreement for Israeli non-employee directors (incorporated by reference to Exhibit 10.21 to the Company's Annual Report on Form 10-K filed with the SEC on February 17, 2017, as amended on April 27, 2017).\*\*
- (d)(1)(L) 2014 Incentive Compensation Plan Form of Option Award Agreement for non-Israeli non-employee directors (incorporated by reference to Exhibit 10.22 to the Company's Annual Report on Form 10-K filed with the SEC on February 17, 2017, as amended on April 27, 2017).\*\*
- (d)(1)(M) Equity Distribution Agreement, dated May 10, 2016, between the Company and Piper Jaffray & Co., as Agent (incorporated by reference to Exhibit 1.1 to the Company's Current Report on Form 8-K filed with the SEC on May 10, 2016).
- (g) Not applicable.
- (h) Not applicable.

\* Previously filed with the Schedule TO on September 6, 2017.

\*\* Management contract or compensatory plan, contract or arrangement.

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## ReWalk Robotics Ltd.

## Form of e-mail regarding confirmation of receipt of notice of election

Subject: Equity Exchange Program—Personal and Confidential

Dear ReWalk Employee or Consultant,

ReWalk Robotics Ltd. (“**ReWalk**” or the “**Company**”) acknowledges receipt of your Notice of Election to participate in the offer to exchange certain outstanding options to purchase ordinary shares for new restricted share units (the “**Exchange Offer**”), subject to the terms and conditions of the documents that make up the Exchange Offer, including the Offer to Exchange, dated September 6, 2017 (the “**Offer to Exchange**”). By submitting this Notice of Election you are invalidating any Notices of Election that you may have previously submitted.

You have now validly tendered for exchange the following eligible options to purchase ordinary shares (the “**Eligible Options**”):

Grant Number	Grant Date	Number of Shares Underlying Option Grant	Exercise Price
	//		\$
	//		\$
	//		\$
	//		\$
	//		\$
	//		\$
	//		\$
	//		\$
	//		\$
	//		\$

If you change your mind, you may alter or withdraw your election with respect to some or all of your Eligible Options by submitting a duly completed and signed new Notice of Election or a Notice of Withdrawal, respectively. We must receive this new Notice of Election or Notice of Withdrawal by **4:59 p.m., New York time (11:59 p.m., Israel Time), on October 4, 2017** (or such later date as may apply if the Exchange Offer is extended), in the manner described in the Offer to Exchange and other materials in the Tender Offer Statement on Schedule TO filed by ReWalk with the Securities and Exchange Commission (the “**SEC**”), which was previously provided to you and can be accessed at [www.sec.gov](http://www.sec.gov). The Tender Offer Statement is also reattached to this email for ease of reference. Forms of the Notice of Election and Notice of Withdrawal are attached to this email.

Please note that the receipt by the Company of your Notice of Election is not in and of itself an acceptance of your Eligible Options for exchange. You will be bound by the last properly submitted Notice of Election or Notice of Withdrawal (as the case may be) that ReWalk receives before the expiration date of the Exchange Offer, which is 4:59 p.m., New York time (11:59 p.m., Israel Time), on October 4, 2017 (or such later date as may apply if the Exchange Offer is extended).

Grants of new restricted share units will be made on the first trading day following the expiration date of the Exchange Offer, provided you are still employed by or providing services to ReWalk or a subsidiary of ReWalk on the date that the Exchange Offer expires, you have not, as of that date, given or received notice of termination of your employment or services, and you otherwise meet the criteria set forth in the “Offer to Exchange.”

This notice does not constitute the “Offer to Exchange.” **You should read the Tender Offer Statement on Schedule TO and exhibits, including the Offer to Exchange, dated September 6, 2017, because they contain important information about the Exchange Offer. You can access these documents at the SEC’s website at [www.sec.gov](http://www.sec.gov), and they are also re-attached to this email. Neither ReWalk nor its board of directors is making any recommendation as to whether or not you should participate in the Exchange Offer. You must make your own decision as to whether or not to participate, and ReWalk strongly recommends that you consult with your own legal, financial and tax advisors in relation to any questions concerning the Exchange Offer including any personal tax implications or otherwise.**

Regards,

Kevin Hershberger  
Chief Financial Officer  
ReWalk Robotics Ltd.



## ReWalk Robotics Ltd.

Form of email to employees in Israel regarding update on Israel Tax Authority ruling for the Exchange Offer

Subject: Equity Exchange Program – Update on Israel Tax Authority Ruling

Dear ReWalk Employee,

We are writing with an important update regarding the one-time equity exchange program (the “**Exchange Offer**”) offered by ReWalk Robotics Ltd. On September 26, 2017, we received a signed ruling from the Israel Tax Authority satisfying our request that the Exchange Offer not be considered a taxable event under Israeli law. This ruling effectively confirms the tax consequences disclosed in the “Offer to Exchange” dated September 6, 2017 (the “**Offer to Exchange**”) under “Israeli Income Tax Consequences—Anticipated Israel Tax Authority Ruling.”

As previously disclosed, the Exchange Offer commenced on September 6, 2017 and will expire at 4:59 p.m., New York time (11:59 p.m., Israel time), on October 4, 2017 (or such later date as may apply if the Exchange Offer is extended). Please remember that participation in this Exchange Offer is strictly voluntary. **Neither ReWalk nor the Board of Directors of ReWalk is making any recommendation as to whether or not you should participate.** Participation carries risks, and there is no guarantee that, if you ultimately elect to participate in the Exchange Offer, you will receive greater value from the new restricted share units than from your currently held eligible options to purchase ordinary shares (the “**Eligible Options**”). As a result, you must make your own decision regarding your participation.

If you wish to participate in the Exchange Offer (either by electing to include your Eligible Options or withdrawing a previous election), you must notify us by **4:59 p.m., New York time (11:59 p.m., Israel time) on October 4, 2017** (or such later date as may apply if the Exchange Offer is extended). You must notify us in the manner described in the “Offer to Exchange” and other materials in the Tender Offer Statement on Schedule TO (collectively, the “**Tender Offer Documents**”), filed with the Securities and Exchange Commission (the “**SEC**”), which were previously provided to you and can be accessed at [www.sec.gov](http://www.sec.gov). The Tender Offer Documents are also re-attached to this email for ease of reference.

**If we do not receive your completed and signed Notice of Election (a form of which is attached to this email) by 4:59 p.m., New York time (11:59 p.m., Israel time) on October 4, 2017 (or such later date as may apply if the Exchange Offer is extended), you will be treated as having chosen not to participate in the Exchange Offer and your Eligible Options will remain outstanding on their pre-existing terms and conditions.**

This notice does not constitute the Offer to Exchange document. **You should read the Tender Offer Statement on Schedule TO and exhibits, including the “Offer to Exchange” document, dated September 6, 2017, because they contain important information about the Exchange Offer. You can access these documents at the SEC’s website at [www.sec.gov](http://www.sec.gov), and they are also re-attached to this email. Neither ReWalk Robotics Ltd. nor its board of directors is making any recommendation as to whether or not you should participate in the Exchange Offer. You must make your own decision as to whether or not to participate, and ReWalk strongly recommends that you consult with your own legal, financial and tax advisor(s) in relation to any questions concerning the Exchange Offer including any personal tax implications or otherwise.**

Regards,

Kevin Hershberger  
Chief Financial Officer  
ReWalk Robotics Ltd.

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