

Koren Ofir
Form 4
October 06, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Koren Ofir

(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)

10/04/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Snr VP, R&D and Regulatory

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)
Ordinary Shares, par value NIS 0.01 per share	10/05/2017		A	13,401 (1)	A \$ 0 26,966	I	ESOP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

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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 Underlying Securities (Instr. 3 and 4)	8. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Option (Right to buy)	\$ 20.77	10/04/2017		D	5,657	(2) 12/15/2024	Ordinary Shares	5,657
Option (Right to buy)	\$ 8	10/04/2017		D	25,000	(3) 09/25/2025	Ordinary Shares	25,000
Option (Right to buy)	\$ 9.44	10/04/2017		D	17,950	(4) 05/18/2026	Ordinary Shares, par value NIS 0.01 per share	17,950

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Koren Ofir C/O REWALK ROBOTICS LTD. 3 HATNUFA ST. P.O. BOX 161 YOKNEAM ILIT, L3 20692203	Snr VP, R&D and Regulatory

Signatures

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

____Signature of Reporting Person Date

Explanation of Responses:

* 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).

Represents 13,401 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.

(2)

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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 options become vested and exercisable in 12 equal quarterly installments starting on the first anniversary of the date of grant.

- (3) 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 options become vested and exercisable in 12 equal quarterly installments starting on the first anniversary of the date of grant.

- (4) 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 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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