

ReWalk Robotics Ltd.
Form 4
May 26, 2016

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hamilton John Vincent

(Last) (First) (Middle)

C/O REWALK ROBOTICS LTD., 3
HATNUFA ST. P.O. BOX 161

(Street)

YOKNEAM ILIT, L3 2069203

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

ReWalk Robotics Ltd. [RWLK]

3. Date of Earliest Transaction
(Month/Day/Year)

01/13/2016

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)

VP, Regulatory & Clinical

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 Ownership (Instr. 4) |
|---|---|---|---|---|--|--|---|
| Ordinary Shares, par value NIS 0.01 per share | 01/13/2016 | | S | 264 ⁽¹⁾ D | \$ 9.3 2,451 | I | ESOP |
| Ordinary Shares, par value NIS 0.01 per share | 04/13/2016 | | S | 65 ⁽²⁾ D | \$ 12.02 2,386 | I | ESOP |
| Ordinary Shares, par | 05/18/2016 | | A | 3,350 ⁽³⁾ A | \$ 0 5,736 | I | ESOP |

value NIS
0.01 per
share

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

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SEC 1474
(9-02)

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. D S (I | |
|---|--|---|---|--------------------------------------|--|--|-----|---|--------------------|---|-------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option (Right to buy) | \$ 9.4 | 05/18/2016 | | A | | 17,950 | | <u>(4)</u> | 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 |
| Hamilton John Vincent C/O REWALK ROBOTICS LTD. 3 HATNUFA ST. P.O. BOX 161 YOKNEAM ILIT, L3 2069203 | VP, Regulatory & Clinical |

Signatures

/s/ Kevin Hershberger as
attorney-in-fact

05/26/2016

__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).

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Represents Ordinary Shares sold in the open market on Wednesday, January 13, 2016, in order to satisfy the reporting person's tax withholding obligation in connection with the vesting, on Saturday, January 9, 2016, of certain restricted stock units ("RSUs") previously granted to the reporting person under the ReWalk 2014 Equity Incentive Plan (the "2014 Plan"). One-fourth of these RSUs vested on January 9, 2016, the first anniversary of the date of grant, with the remaining RSUs vesting in twelve equal quarterly installments thereafter.

- (1)
- (2) Represents Ordinary Shares sold in the open market on Wednesday, April 13, 2016, in order to satisfy the reporting person's tax withholding obligation in connection with the vesting, on Saturday, April 9, 2016, of certain RSUs previously granted to the reporting person under the 2014 Plan. One-fourth of these RSUs vested on January 9, 2016, the first anniversary of the date of grant, with the remaining RSUs vesting in twelve equal quarterly installments thereafter.
- (3) Represents 3,350 Ordinary Shares issuable upon the vesting of RSUs granted under the 2014 Plan on May 18, 2016. The RSUs vest in four equal annual installments starting on the first anniversary of the date of grant, and may only be settled in Ordinary Shares.
- (4) Represents stock options granted under the 2014 Plan on May 18, 2016. One-fourth of the 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.