Jasinski Lawrence J Form 4 March 28, 2019

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL OMB

Number:

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if no longer subject to Section 16. Form 4 or

Check this box

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

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Jasinski Lawrence J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

ReWalk Robotics Ltd. [RWLK]

(Check all applicable)

(Last)

(City)

(First) (Middle) 3. Date of Earliest Transaction

Director

10% Owner Other (specify

C/O REWALK ROBOTICS LTD., 3

(Street)

(State)

02/22/2019

(Month/Day/Year)

Officer (give title below) below)

HATNUFA ST., P.O. BOX 161

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Chief Executive Officer

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

YOKNEAM ILIT, L3 20692203

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) any (Month/Day/Year)

(Zip)

3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

Amount

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Indirect (I) Ownership Owned Following (Instr. 4) (Instr. 4) Reported

I

(A) or

Transaction(s)

(Instr. 3 and 4) (D) Price

Ordinary Shares, par

share

value NIS 03/27/2019 0.01 per

62,125 (1)

243,315 (3)

ESOP

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

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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. Transac Code (Instr. 8		5. Number of orDerivative 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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to buy)	\$ 0.22	03/27/2019		A		310,625		(2)	03/27/2029	Ordinary Shares, par value NIS 0.01 per share	310,625

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Jasinski Lawrence J C/O REWALK ROBOTICS LTD. 3 HATNUFA ST., P.O. BOX 161 YOKNEAM ILIT, L3 20692203

Chief Executive Officer

Signatures

/s/ Ori Gon as attorney-in-fact 03/28/2019

**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 62,125 ordinary shares, par value NIS 0.01 per share ("Ordinary Shares"), issuable upon the vesting of restricted stock units (1) ("RSUs") granted on March 27, 2019 under the ReWalk 2014 Equity Incentive Plan. The RSUs vest in four equal yearly installments starting on the first anniversary of the date of grant.
- (2) Represents stock options granted under the 2014 Plan on March 27, 2019. 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.
 - Pursuant to the terms of the ReWalk 2014 Incentive Compensation Plan permitting the board of directors of ReWalk Robotics Ltd. (the ?Company?) to adjust the number of shares underlying equity awards in connection with stock splits, reverse stock splits or similar
- (3) corporate events, the number of Ordinary Shares underlying the RSUs is subject to adjustment in connection with the Company?s planned reverse stock split, which the Company intends to effect shortly following its receipt of shareholder approval for such split on March 27, 2019.

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.

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