

ReWalk Robotics Ltd.
Form 3
December 31, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

| | | | | | |
|--|--|---|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Weisman Wayne</p> <p>(Last) (First) (Middle)</p> <p>C/O REWALK ROBOTICS LTD.,Â 3 HATNUFA ST., P.O. BOX 161</p> <p>(Street)</p> <p>YOKNEAM ILIT,Â L3Â 20692203</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/31/2015</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>ReWalk Robotics Ltd. [RWLK]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|--|---|--|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|---|
| Ordinary Shares, par value NIS 0.01 per share | 6,022 ⁽¹⁾ | I | ESOP |
| Ordinary Shares, par value NIS 0.01 per share | 1,822,100 | I | By partnership ⁽²⁾ ⁽³⁾ ⁽⁴⁾ |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Warrants | 07/14/2014 | 07/14/2018 | Ordinary Shares | 29,862 | \$ 11.45 |
| | | | | | I |
| | | | | | By partnership ⁽²⁾ <u>(5)</u> |
| Option (Right to buy) | Â ⁽⁶⁾ | 12/03/2025 | Ordinary Shares | 4,176 | \$ 7.3 |
| | | | | | D |
| | | | | | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| Weisman Wayne C/O REWALK ROBOTICS LTD. 3 HATNUFA ST., P.O. BOX 161 YOKNEAM ILIT,Â L3Â 20692203 | Â X Â X Â Â |

Signatures

/s/ Kevin Hershberger as
attorney-in-fact

12/31/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) Represents 6,022 Ordinary Shares issuable upon the vesting of restricted stock units ("RSUs") granted on December 15, 2014 under the ReWalk 2014 Equity Incentive Plan. One-third, or 2,007 Ordinary Shares, of the RSUs vested on the first anniversary of the date of grant and the remaining RSUs vest in equal quarterly installments of 501 Ordinary Shares each starting one quarter after the first anniversary of the date of grant.

(2) The Reporting Person is a director of SCP Vitalife II GP, Ltd. ("SCP Vitalife GP"), which is the sole general partner of SCP Vitalife II Associates, L.P. ("SCP Vitalife Associates"). SCP Vitalife Associates is the sole general partner of each of SCP Vitalife Partners II, L.P. ("SCP Vitalife") and SCP Vitalife Partners (Israel) II, L.P. ("SCP Vitalife Israel"), the direct beneficial owner of the Ordinary Shares and the Warrants. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of the Ordinary Shares held by SCP Vitalife and SCP Vitalife Israel, except to the extent of his pecuniary interest therein.

(3) SCP Vitalife Associates, as the general partner of SCP Vitalife and SCP Vitalife Israel, may be deemed to beneficially own 1,669,574 Ordinary Shares, which consist of 1,251,557 and 418,017 Ordinary Shares held by SCP Vitalife and SCP Vitalife Israel, respectively. SCP Vitalife GP is the general partner of SCP Vitalife Associates and, as such, shares voting and dispositive power over, and may be deemed to beneficially own, the Ordinary Shares held by the foregoing entities. The Reporting Person shares voting and dispositive power over, and may be deemed to beneficially own 1,822,100 Ordinary Shares, which consist of the Ordinary Shares as set forth in footnote 4 to this Form 3.

(4) Consists of 1,669,574 Ordinary Shares held by the foregoing entities, due to the Reporting Person serving as a director of SCP Vitalife GP as well as (i) 68,011 Ordinary Shares held by Vitalife Partners (Overseas) L.P. ("Vitalife Partners Overseas"), (ii) 22,493 Ordinary Shares held by Vitalife Partners (Israel) L.P. ("Vitalife Partners Israel"), (iii) 22,741 Ordinary Shares held by Vitalife Partners (D.C.M) L.P. ("Vitalife Partners DCM", and together with Vitalife Partners Overseas and Vitalife Partners Israel, the "Vitalife I Entities") and (iv)

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39,281 Ordinary Shares currently held by the Office of the Chief Scientist of the State of Israel ("OCS"), that the Vitalife I Entities have the right to acquire from the OCS, due to the Reporting Person serving as a director of Vitalife Life Sciences Ltd., the general partner of Vitalife Partners Management L.P., which is the general partner of each of the Vitalife I Entities.

- (5) Consists of Warrants to purchase 22,374 Ordinary Shares held by SCP Vitalife and Warrants to purchase 7,488 Ordinary Shares held by SCP Vitalife Israel.
- (6) Represents stock options granted on December 3, 2015 under the ReWalk 2014 Equity Incentive Plan. The options become vested and exercisable in four equal quarterly installments starting three months following the date of grant.

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Remarks:

Exhibit 24.1 - Power of Attorney

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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