

ReWalk Robotics Ltd.
Form 4
January 20, 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SCP Vitalife Partners (Israel) II, L.P.

(Last) (First) (Middle)

7 GREAT VALLEY
PARKWAY,, SUITE 190

(Street)

MALVERN, PA 19355-1446

(City) (State) (Zip)

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

ReWalk Robotics Ltd. [RWLK]

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

01/15/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person
__X__ 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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Ordinary Shares, par value NIS 0.01 per share | 01/15/2016 | | S ⁽¹⁾ | | 12,519 | D | \$ 10.2968 ⁽²⁾ |
| | | | | | 405,498 | D ⁽³⁾ | |

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Benef Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SCP Vitalife Partners (Israel) II, L.P. 7 GREAT VALLEY PARKWAY, SUITE 190 MALVERN, PA 19355-1446 | | X | | |
| SCP Vitalife II Associates, L.P. 7 GREAT VALLEY PARKWAY, SUITE 190 MALVERN, PA 19355-1446 | | X | | |
| SCP Vitalife II GP, Ltd. 7 GREAT VALLEY PARKWAY, SUITE 190 MALVERN, PA 19355-1446 | | X | | |
| CHURCHILL WINSTON J 7 GREAT VALLEY PARKWAY, SUITE 190 MALVERN, PA 19355-1446 | | X | | |

Signatures

/s/ Winston J. Churchill,
attorney-in-fact
01/20/2016

__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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- (1) Transaction made pursuant to a Rule 10b5-1 trading plan adopted on December 15, 2015.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from

- (2) \$10.0000 to \$10.8500, inclusive. The reporting person undertakes to provide to ReWalk Robotics Ltd. ("ReWalk"), any security holder of ReWalk, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (2) to this Form 4.

The Ordinary Shares are directly held by SCP Vitalife Partners (Israel) II, L.P. ("SCP Vitalife") and indirectly held by SCP Vitalife II Associates, L.P. ("SCP Vitalife Associates"), the sole general partner of SCP Vitalife, SCP Vitalife II, GP, Ltd. ("SCP Vitalife GP"), the sole general partner of SCP Vitalife Associates, and the individual directors of SCP Vitalife GP (SCP Vitalife Associates, SCP Vitalife GP and the individual directors of SCP Vitalife GP together, the "SCP Vitalife Indirect Reporting Persons"). The individual directors of SCP Vitalife GP are Jeffrey Dykan, Winston J. Churchill, Abraham Ludomirski and Wayne B. Weisman. The SCP Vitalife Indirect Reporting Persons disclaim beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the SCP Vitalife Ordinary Shares in which the SCP Vitalife Indirect Reporting Persons have no pecuniary interest.

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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