

PODUSKA JOHN WILLIAM SR

Form 4

March 28, 2019

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
PODUSKA JOHN WILLIAM SR

(Last) (First) (Middle)

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

(Street)

2. Issuer Name **and** Ticker or Trading
 Symbol
ReWalk Robotics Ltd. [RWLK]

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

03/27/2019

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

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
 Applicable Line)
 X Form filed by One Reporting Person
 ____ Form filed by More than One Reporting
 Person

YOKNEAM ILIT, L3 20692203

(City) (State) (Zip)

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 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)
			Code	V	Amount	(A) or (D)	Price
Ordinary Shares, par value NIS 0.01 per share	03/27/2019		A		116,496 (1)	A	\$ 0
					145,245 (2)	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
 required to respond unless the form
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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 Bene 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

PODUSKA JOHN WILLIAM SR
C/O REWALK ROBOTICS LTD.
3 HATNUFA ST., P.O. BOX 161
YOKNEAM ILIT, L3 20692203

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 116,496 ordinary shares, par value NIS 0.01 per share ("Ordinary Shares"), issuable upon the vesting of restricted stock units ("RSUs") granted on March 27, 2019 under the ReWalk 2014 Equity Incentive Plan. The RSUs vest in four equal quarterly installments starting three months following the date of grant.

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 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.

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