

ReWalk Robotics Ltd.
Form 4
May 23, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
SCP Vitalife Partners II LP

(Last) (First) (Middle)

7 GREAT VALLEY PARKWAY, SUITE 109

(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)
05/19/2016

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 Ownership (Instr. 4) |
|-----------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Ordinary Shares, par value NIS 0.01 per share | 05/19/2016 | | S | 3,748 D \$ 9.119 (1) | 1,210,328 | D (2) | |
| Ordinary Shares, par value NIS 0.01 per share | 05/20/2016 | | S | 8,357 D \$ 9.0788 (3) | 1,201,971 | D (2) | |

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|
| | | | | 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 II LP 7 GREAT VALLEY PARKWAY SUITE 109 MALVERN, PA 19355-1446 | | X | | |
| SCP Vitalife II Associates, L.P. 7 GREAT VALLEY PARKWAY SUITE 109 MALVERN, PA 19355-1446 | | X | | |
| SCP Vitalife II GP, Ltd. 7 GREAT VALLEY PARKWAY SUITE 109 MALVERN, PA 19355-1446 | | X | | |
| CHURCHILL WINSTON J 7 GREAT VALLEY PARKWAY SUITE 109 MALVERN, PA 19355-1446 | | X | | |
| LUDOMIRSKI ABRAHAM 7 GREAT VALLEY PARKWAY SUITE 109 MALVERN, PA 19355-1446 | | X | | |

Signatures

/s/ Winston J. Churchill,
attorney-in-fact

05/23/2016

__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).

(1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$9.0800 to \$9.1900, 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 (1) to this Form 4.

(2) The Ordinary Shares are directly held by SCP Vitalife Partners 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.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$9.0000 to \$9.2800, inclusive. The reporting person undertakes to provide to 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 (3) to this Form 4.

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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