

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Hamilton John Vincent</u>  (Last) (First) (Middle) <u>C/O REWALK ROBOTICS LTD.</u> <u>3 HATNUFA ST. P.O. BOX 161</u>  (Street) <u>YOKNEAM ILIT L3 2069203</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ReWalk Robotics Ltd. [ RWLK ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, Regulatory &amp; Clinical</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/13/2016</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares, par value NIS 0.01 per share	01/13/2016		S		264 <sup>(1)</sup>	D	\$9.3	2,451	I	ESOP
Ordinary Shares, par value NIS 0.01 per share	04/13/2016		S		65 <sup>(2)</sup>	D	\$12.02	2,386	I	ESOP
Ordinary Shares, par value NIS 0.01 per share	05/18/2016		A		3,350 <sup>(3)</sup>	A	\$0.00	5,736	I	ESOP

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Option (Right to buy)	\$9.4	05/18/2016		A		17,950		(4)	05/18/2026	Ordinary shares, par value NIS 0.01 per share	17,950	\$0.00	17,950	D	

**Explanation of Responses:**

- Represents Ordinary Shares sold in the open market on Wednesday, January 13, 2016, in order to satisfy the reporting person's tax withholding obligation in connection with the vesting, on Saturday, January 9, 2016, of certain restricted stock units ("RSUs") previously granted to the reporting person under the ReWalk 2014 Equity Incentive Plan (the "2014 Plan"). One-fourth of these RSUs vested on January 9, 2016, the first anniversary of the date of grant, with the remaining RSUs vesting in twelve equal quarterly installments thereafter.
- Represents Ordinary Shares sold in the open market on Wednesday, April 13, 2016, in order to satisfy the reporting person's tax withholding obligation in connection with the vesting, on Saturday, April 9, 2016, of certain RSUs previously granted to the reporting person under the 2014 Plan. One-fourth of these RSUs vested on January 9, 2016, the first anniversary of the date of grant, with the remaining RSUs vesting in twelve equal quarterly installments thereafter.
- Represents 3,350 Ordinary Shares issuable upon the vesting of RSUs granted under the 2014 Plan on May 18, 2016. The RSUs vest in four equal annual installments starting on the first anniversary of the date of grant, and may only be settled in Ordinary Shares.
- Represents stock options granted under the 2014 Plan on May 18, 2016. 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.

/s/ Kevin Hershberger as attorney-in-fact 05/26/2016  
 \*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.