

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 | |
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|---|---|---|
| 1. Name and Address of Reporting Person* <u>Weisman Wayne</u> (Last) (First) (Middle) C/O REWALK ROBOTICS, LTD. 3 HATNUFA ST. P.O. BOX 161 (Street) YOKNEAM L3 20692203 (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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 08/15/2016 | |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 | 08/15/2016 | | S | | 43,765 ⁽¹⁾ | D | \$6.4483 ⁽²⁾ | 1,643,335 | I | By partnership ⁽³⁾ |
| Ordinary Shares, par value NIS 0.01 per share | 08/16/2016 | | S | | 6,235 ⁽⁴⁾ | D | \$6.4213 ⁽⁵⁾ | 1,637,100 | I | By partnership ⁽³⁾ |
| Ordinary Shares, par value NIS 0.01 per share | 08/16/2016 | | S | | 50,000 ⁽⁶⁾ | D | \$6.2921 ⁽⁷⁾ | 1,587,100 | I | By partnership ⁽³⁾ (8)(9) |
| Ordinary Shares, par value NIS 0.01 per share | | | | | | | | 6,022 ⁽¹⁰⁾ | 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 | | | | | |

Explanation of Responses:

- The disposed of securities consist of 32,807 Ordinary Shares sold by SCP Vitalife Partners II, L.P. ("SCP Vitalife") and 10,958 shares sold by SCP Vitalife Partners (Israel) II, L.P. ("SCP Vitalife Israel").
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$6.4000 to \$6.5350, 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 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 and SCP Vitalife Israel, the direct beneficial owner of the Ordinary Shares. 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.
- The disposed of securities consist of 4,674 Ordinary Shares sold by SCP Vitalife and 1,561 shares sold by SCP Vitalife Israel.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$6.4000 to \$6.4700, 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 (5) to this Form 4.
- The disposed of securities consist of 37,481 Ordinary Shares sold by SCP Vitalife and 12,519 shares sold by SCP Vitalife Israel.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$6.2100 to \$6.4500, 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 (7) to this Form 4.
- As of August 16, 2016, SCP Vitalife Associates, as the general partner of SCP Vitalife and SCP Vitalife Israel, may be deemed to beneficially own 1,444,574 Ordinary Shares, which consist of 1,082,892 and 361,682 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 1,587,100 Ordinary Shares, which consist of the Ordinary Shares as set forth in footnote (9) to this Form 4.
- As of August 16, 2016, consists of 1,444,574 Ordinary Shares held by the foregoing entities due to the Reporting Person serving as a director of SCP Vitalife GP, as well as (i) 62,006 Ordinary Shares held by Vitalife Partners (Overseas) L.P., (ii) 20,506 Ordinary Shares held by Vitalife Partners (Israel) L.P., (iii) 20,733 Ordinary Shares held by Vitalife Partners (D.C.M) L.P. ("Vitalife Partners DCM"), and together with Vitalife Partners (Overseas) L.P. and Vitalife Partners (Israel) L.P., the "Vitalife I Entities") and (iv) 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.
- 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.

/s/ Kevin Hershberger, as
attorney-in-fact

08/17/2016

** 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.

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