

Microbot Medical Inc.
Form 3
November 30, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p> $\hat{\wedge}$ Gadot Harel</p> <p> (Last) (First) (Middle)</p> <p>C/O MICROBOT MEDICAL INC., $\hat{\wedge}$ 5 HAMADA STREET</p> <p> (Street)</p> <p>YOKNEAM, $\hat{\wedge}$ L3 $\hat{\wedge}$ 20692</p> <p> (City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/28/2016</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Microbot Medical Inc. [MBOT]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p> Chairman and CEO</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01 per share	2,652,704	I	By MEDX Ventures Group, LLC <u>(1)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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 number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	11/28/2016	09/01/2024	Common Stock, par value \$0.01 per share	1,167,960	\$ <u>(2)</u> <u>(3)</u>	I	By MEDX Ventures Group, LLC (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gadot Harel C/O MICROBOT MEDICAL INC. 5 HAMADA STREET YOKNEAM, L3 20692	X	X	Chairman and CEO	

Signatures

/s/ Harel Gadot 11/30/2016

__Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Mr. Gadot is the Chief Executive Officer, Company Group Chairman and majority equity owner of MEDX Venture Group and thus may be deemed to share voting and investment power over the shares beneficially owned by this entity.

The exercise price of such options were to be determined pursuant to an independent valuation of the underlying shares on the date of grant, which valuation has not yet been obtained. The options were originally granted by Microbot Medical Ltd., a wholly-owned subsidiary of the Issuer ("Microbot"), to the Reporting Person in September 2014 and the underlying securities were the ordinary shares of Microbot. (Footnote continues in footnote (3)).
 - (2)
 - (3) On November 28, 2016, the Issuer assumed such options as part of its acquisition of Microbot. Upon the determination of the exercise price, the Reporting Person will amend this Form 3 accordingly.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.