SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*

Roth Yiftach

(Last) (First) (Middle)

16 HARTUM STREET, RAD TOWER, 14TH FLOOR

HAR HAHOTZVIM

(Street)

JERUSALEM L3 9777516

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol

Brainsway Ltd. [BWAY]

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

06/01/2026

4. If Amendment, Date of 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)

Chief Scientist

6. Individual or Joint/Group Filing (Check Applicable Line)

☑ 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[1]	06/01/2026		S		2,000	D	(2)	1,077,305[3]	D	
Ordinary Shares[1]	06/01/2026		S		2,000	D	(4)	1,075,305[3]	D	
Ordinary Shares[1]	06/02/2026		S		1,000	D	(5)	1,074,305[3]	D	
Ordinary Shares[1]	06/02/2026		S		2,000	D	(6)	1,072,305[3]	D	

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	Amount or Number of Shares				

Explanation of Responses:

1. The Ordinary Shares may be represented by American Depositary Shares, each of which currently represents one Ordinary Share.

2. The sale price was NIS 43.64 per share.

3. This figure includes ordinary shares held jointly by Dr. Roth and his spouse and (i) 15,000 ordinary shares and (ii) unvested restricted stock units ("RSUs") to receive 5,000 ordinary shares, with 1,250 vesting on March 10, 2027 and the remainder vesting in equal quarterly installments until March 10, 2030, each RSU representing a contingent right to receive one ordinary share.

4. The sale price was NIS 43.45 per share.

5. The sale price was NIS 43 per share.

6. The sale price was NIS 42.0035 per share.

/s/ Yiftach Roth 06/03/2026

** 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.