

Axovant Sciences Ltd.
Form 3
October 19, 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)

1. Name and Address of Reporting
Person *

Â Machado Patrick

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

10/18/2016

3. Issuer Name **and** Ticker or Trading Symbol
Axovant Sciences Ltd. [AXON]

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

C/O ROIVANT SCIENCES
LTD.,Â CLARENDON HOUSE
2 CHURCH STREET

(Street)

HAMILTON,Â D0Â HM11

(City)

(State)

(Zip)

6. Individual or Joint/Group
Filing(Check Applicable Line)
X Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person

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 Shares, \$0.00001

75,000,000

I

See footnotes. (1) (2)

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)
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
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Machado Patrick
C/O ROIVANT SCIENCES LTD.
CLARENDON HOUSE 2 CHURCH STREET
HAMILTON, D0 HM11

Â Â X Â Â

Signatures

/s/ Patrick
Machado

10/19/2016

**Signature of
Reporting Person

Date

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) These Common Shares are directly beneficially owned by Roivant Sciences Ltd. ("Roivant"). Pursuant to Roivant's internal governance documents, following the appointment to Roivant's board of directors of one or more directors meeting certain independence criteria (each an "Independent Director" and collectively the "Independent Directors"), dispositions of the Common Shares require the approval of a majority of Roivant's board of directors, including (i) at least two Independent Directors, or, (ii) if there is only one independent director, that sole Independent Director. The reporting person was appointed as an Independent Director of Roivant effective October 18, 2016.

(2) As the approval of the reporting person as an Independent Director, and, to the extent one other Independent Director is serving, that other Independent Director, is needed for Roivant to dispose of the Common Shares, the reporting person may be deemed to have dispositive power over, and to be an indirect beneficial owner of, the Common Shares directly beneficially owned by Roivant. The reporting person disclaims beneficial ownership of the shares owned by Roivant, except to the extent of his respective pecuniary interest therein. Additionally, this filing shall not be deemed an admission that the reporting person and any other Independent Director constitute a "group" for purposes of Section 13(d) or Section 13(g) of the Securities Exchange Act of 1934, as amended.

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Remarks:

Exhibit 24.1 - Power of Attorney

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.