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| Form 4 | | | | | | | | | | | | |
|---|---|--|---|--|---|--|--|---|--|--|--|--|
| February 15 | , 2018 | | | | | | | | | | | |
| FORM | | статес | SECU | DITIES | AND EV | CUAN | | NT. | OMB APPROVAL | | | |
| Washi | | | | | , D.C. 20 | | GE COMMISSION | Number: | 3235-0287 | | | |
| Check th if no lon subject t Section Form 4 o Form 5 | ger STATEN o STATEN 16. or | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, | | | | | | | Expires:January 31 2009Estimated average burden hours per response0.9 | | | |
| obligatio may con <i>See</i> Instr 1(b). | tinue. Section 17 | a) of the l | Public U | | ding Cor | npany 4 | Act of 1935 or Secti | | | | | |
| (Print or Type | Responses) | | | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> Cheruvu Pavan | | | Symbol | er Name an | | c | 5. Relationship o Issuer | 5. Relationship of Reporting Person(s) to Issuer | | | | |
| (*) | | | nt Science | _ | XONJ | (Che | (Check all applicable) | | | | | |
| (Last) (First) (Middle) C/O AXOVANT SCIENCES, INC., 11 TIMES SQUARE, 33RD FLOOR | | | 3. Date of Earliest Transaction (Month/Day/Year) Director 02/13/2018 Officer below) Cl | | | | | give title 10% Owner give title Other (specify below) ef Executive Officer | | | | |
| | 4. If Amendment, Date Original | | | | 6. Individual or Joint/Group Filing(Check | | | | | | | |
| NEW YORK, NY 10036 | | | _X_Form | | | | Form filed by | d by One Reporting Person d by More than One Reporting | | | | |
| (City) | (State) | (Zip) | Tal | ble I - Non- | Derivative | Securiti | es Acquired, Disposed | of, or Beneficia | ılly Owned | | | |
| 1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution I any (Month/Day/Year) | | Date, if | 3. Transactio Code (Instr. 8) | 4. Securit onAcquired Disposed (Instr. 3, 4 | (A) or of (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | | |
| | | | | Code V | Amount | | (Instr. 3 and 4) | | | | | |
| Reminder: Rej | port on a separate line | e for each cl | ass of sec | curities bene | - | | tly or indirectly. | ection of | SEC 1474 | | | |
| | | | | | inforn requii | nation c ed to re lys a cu | contained in this form espond unless the fo prently valid OMB co | n are not rm | (9-02) | | | |
| | Tab | | | | | | f, or Beneficially Owned ble securities) | 1 | | | | |
| | | | | | | | | | | | | |

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number of | 6. Date Exercisable and | 7. Title and Amount |
|-------------|------------|---------------------|--------------------|-----------|--------------|-------------------------|----------------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orDerivative | Expiration Date | Underlying Securitie |

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| Security (Instr. 3) | or Exercise Price of Derivative Security | | any (Month/Day/Year) | Code (Instr. 8 | 8) | Securities Acquired (A) Disposed of ((Instr. 3, 4, ar | D) | (Month/Day, | /Year) | (Instr. 3 and | 4) |
|--|---|------------|-------------------------|-------------------|----|---|-----|---------------------|--------------------|------------------|--------------------------|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amour Numbe Shares |
| Employee Stock Option (Right to Buy) | \$ 1.81 | 02/13/2018 | | A | | 1,940,185 | | <u>(1)</u> | 02/12/2028 | Common Shares | 1,94(|

Reporting Owners

| Reporting Owner Name / Address | | | | |
|--|----------|-----------|-------------------------|-------|
| FB | Director | 10% Owner | Officer | Other |
| Cheruvu Pavan C/O AXOVANT SCIENCES, INC. 11 TIMES SQUARE, 33RD FLOOR NEW YORK, NY 10036 | | | Chief Executive Officer | |
| Signatures | | | | |
| /s/ Stephen Mohr, Attorney-in-Fact | 02/15/2 | 018 | | |
| **Signature of Reporting Person | Date | | | |

Explanation of Responses:

- * 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).

25% of the common shares underlying the option will vest on February 11, 2019; the remainder vest in twelve (12) equal quarterly installments thereafter, subject to the Reporting Person providing continuous service to the Issuer as of each such date. The option allows

(1) Instalments defeated, subject to the Reporting Ferson providing continuous service to the issuer as of each such a control and service to the issuer as of each such a control and service to the issuer se

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.