

Axovant Sciences Ltd.  
Form 3  
July 13, 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 \*

Å VIKING GLOBAL  
INVESTORS LP

(Last) (First) (Middle)

55 RAILROAD AVENUE

(Street)

GREENWICH, Å CT Å 06830

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)  
07/08/2016

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

4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)

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

6. Individual or Joint/Group  
Filing(Check Applicable Line)  
\_\_\_\_ Form filed by One Reporting  
Person  
\_X\_ 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

75,000,000

I

See Explanation of Responses <sup>(1)</sup>  
(2) (3) (4)

Reminder: Report on a separate line for each class of securities beneficially  
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not  
required to respond unless the form displays a  
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### 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
VIKING GLOBAL INVESTORS LP 55 RAILROAD AVENUE GREENWICH, CT 06830	^	^ X	^	^
Viking Global Opportunities Illiquid Investments Sub-Master LP 55 RAILROAD AVENUE GREENWICH, CT 06830	^	^ X	^	^
Viking Global Opportunities Portfolio GP LLC 55 RAILROAD AVENUE GREENWICH, CT 06830	^	^ X	^	^
Viking Global Opportunities GP LLC 55 RAILROAD AVENUE GREENWICH, CT 06830	^	^ X	^	^
HALVORSEN OLE ANDREAS 55 RAILROAD AVENUE GREENWICH, CT 06830	^	^ X	^	^
Ott David C. 55 RAILROAD AVENUE GREENWICH, CT 06830	^	^ X	^	^
Sundheim Daniel S. 55 RAILROAD AVENUE GREENWICH, CT 06830	^	^ X	^	^

## Signatures

/s/ O. Andreas Halvorsen (5)(6)	07/13/2016
**Signature of Reporting Person	Date
/s/ David C. Ott (5)(6)	07/13/2016
**Signature of Reporting Person	Date
/s/ Daniel S. Sundheim (5)(6)	07/13/2016
**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).

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- (1) The Reporting Persons (as defined below) do not directly own any shares of common stock (the "Common Shares") of Axovant Sciences Ltd. (the "Issuer"). The Reporting Persons acquired Roivant Sciences Ltd. ("Roivant") common shares (the "Roivant Common Shares") on December 8, 2015. Roivant directly holds the 75,000,000 Common Shares reported herein. Due to certain governance arrangements set forth in Roivant's bye-laws, as of the appointment of an independent director (within the meaning of that term under Roivant's bye-laws) to Roivant's board of directors effective July 8, 2016, the Reporting Persons may be deemed to have beneficial ownership over the Common Shares held by Roivant.

- (2) O. Andreas Halvorsen, David C. Ott and Daniel S. Sundheim are Executive Committee members of certain management entities, including Viking Global Partners LLC, the general partner of Viking Global Investors LP ("VGI"), Viking Global Performance LLC ("VGP"), Viking Long Fund GP LLC ("VLFGP") and Viking Global Opportunities GP LLC ("Opportunities GP"), the sole owner of Viking Global Opportunities Portfolio GP LLC ("Opportunities Portfolio GP"). VGI provides managerial services to various investment funds, including Viking Global Equities LP ("VGE"), Viking Global Equities II LP ("VGE II"), VGE III Portfolio Ltd. ("VGE III"), Viking Long Fund Master Ltd. ("VLFM") and Viking Global Opportunities Illiquid Investments Sub-Master LP ("Opportunities Fund", and together with VGE, VGE II, VGE III and VLFM, the "Funds" and the Funds together with VGI, VGP, VLFGP, Opportunities GP, Opportunities Portfolio GP, O. Andreas Halvorsen, David C. Ott and Daniel S. Sundheim, the "Reporting Persons").

- (3) VGP is the general partner of VGE and VGE II and the investment manager of VGE III. VLFGP serves as the investment manager of VLFM. Opportunities GP serves as the sole member of Opportunities Portfolio GP. Opportunities Portfolio GP serves as the general partner of Opportunities Fund.

- (4) The Reporting Persons disclaim beneficial ownership of these securities except to the extent of their pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose.

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### Remarks:

(5)Â TheÂ ReportingÂ PersonsÂ areÂ jointlyÂ filingÂ thisÂ FormÂ 3Â pursuantÂ toÂ RuleÂ 16a-3(j)Â underÂ theÂ Excha

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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