

Axovant Sciences Ltd.
Form SC 13D/A
July 06, 2017
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND
AMENDMENTS THERETO FILED PURSUANT TO 240.13d-2(a) UNDER THE SECURITIES EXCHANGE
ACT OF 1934**

AMENDMENT NO. 2*

Axovant Sciences Ltd.
(Name of Issuer)

Common Shares, \$0.00001 par value
(Title of Class of Securities)

G0750W104
(CUSIP Number)

Eric Komitee

General Counsel

55 Railroad Avenue

Greenwich, Connecticut 06830

203-863-5062
(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

July 1, 2017
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 18 Pages)

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* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

CUSIP No. G0750W104 13D Page 2 of 18 Pages

1 NAMES OF REPORTING PERSONS

Viking Global Investors LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (see instructions)

(a)

(b)

3 SEC USE ONLY
4 SOURCE OF FUNDS (see instructions)

OO (See Item 3)

CHECK IF DISCLOSURE OF LEGAL

5 PROCEEDINGS IS REQUIRED PURSUANT TO

ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

7 SOLE VOTING POWER

8 SHARED VOTING POWER

NUMBER OF SHARES

9 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE DISPOSITIVE POWER

10 SHARED
DISPOSITIVE
POWER

75,000,000

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

75,000,000

12 CHECK BOX IF
THE
AGGREGATE
AMOUNT IN
ROW (11) o
EXCLUDES
CERTAIN
SHARES (see
instructions)
PERCENT OF CLASS
REPRESENTED BY
13 AMOUNT IN ROW (11)

69.8%*

14 TYPE OF REPORTING
PERSON

PN

The calculation assumes that there are a total of 107,392,826 Common Shares (as defined below) outstanding as of *June 9, 2017, as reported by the Issuer (as defined below) on its Annual Report on Form 10-K for the fiscal year ended March 31, 2017, filed with the Securities and Exchange Commission (the “SEC”) on June 13, 2017.

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1 NAMES OF REPORTING
PERSONS

Viking Global Performance LLC

CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A
GROUP

2 (see instructions)

(a)

(b)

3 SEC USE ONLY
SOURCE OF FUNDS (see
4 instructions)

OO (See Item 3)

CHECK IF
DISCLOSURE OF
LEGAL

5 PROCEEDINGS IS
REQUIRED
PURSUANT TO

ITEM 2(d) or 2(e)
CITIZENSHIP OR PLACE OF
6 ORGANIZATION

Delaware

7 SOLE
VOTING
POWER

8 NUMBER OF
SHARES
SHARED
VOTING
POWER

9 BENEFICIALLY
OWNED BY
EACH REPORTING
PERSON WITH
SOLE
DISPOSITIVE
POWER

10 SHARED
DISPOSITIVE
POWER

75,000,000

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

75,000,000

12 CHECK BOX IF
THE
AGGREGATE
AMOUNT IN
ROW (11) o
EXCLUDES
CERTAIN
SHARES (see
instructions)
PERCENT OF CLASS
REPRESENTED BY
13 AMOUNT IN ROW (11)

69.8%*

14 TYPE OF REPORTING
PERSON

OO

The calculation assumes that there are a total of 107,392,826 Common Shares outstanding as of June 9, 2017, as *reported by the Issuer on its Annual Report on Form 10-K for the fiscal year ended March 31, 2017, filed with the SEC on June 13, 2017.

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1 NAMES OF REPORTING PERSONS

Viking Global Equities LP
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (see instructions)

(a)

(b)

3 SEC USE ONLY
 4 SOURCE OF FUNDS (see instructions)

OO (See Item 3)
 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
 CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

7 SOLE VOTING POWER

8 NUMBER OF SHARES SHARED VOTING POWER

9 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE DISPOSITIVE POWER

10 SHARED
DISPOSITIVE
POWER

75,000,000

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

75,000,000

12 CHECK BOX IF
THE
AGGREGATE
AMOUNT IN
ROW (11) o
EXCLUDES
CERTAIN
SHARES (see
instructions)
PERCENT OF CLASS
REPRESENTED BY
13 AMOUNT IN ROW (11)

69.8%*

14 TYPE OF REPORTING
PERSON

PN

The calculation assumes that there are a total of 107,392,826 Common Shares outstanding as of June 9, 2017, as *reported by the Issuer on its Annual Report on Form 10-K for the fiscal year ended March 31, 2017, filed with the SEC on June 13, 2017.

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1 NAMES OF REPORTING PERSONS

Viking Global Equities II LP
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (see instructions)

(a)

3 (b) SEC USE ONLY
4 SOURCE OF FUNDS (see instructions)

5 OO (See Item 3)
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

8 NUMBER OF SHARES SHARED VOTING POWER

9 BENEFICIALLY OWNED BY EACH REPORTING SOLE DISPOSITIVE POWER

PERSON WITH 0
 10 SHARED
 DISPOSITIVE
 POWER

75,000,000
 AGGREGATE AMOUNT
 BENEFICIALLY OWNED
 BY EACH REPORTING
 11 PERSON

75,000,000
 CHECK BOX IF
 THE
 AGGREGATE
 AMOUNT IN
 12 ROW (11) o
 EXCLUDES
 CERTAIN
 SHARES (see
 instructions)
 PERCENT OF CLASS
 REPRESENTED BY
 13 AMOUNT IN ROW (11)

69.8%*
 TYPE OF REPORTING
 14 PERSON
 PN

The calculation assumes that there are a total of 107,392,826 Common Shares outstanding as of June 9, 2017, as
 *reported by the Issuer on its Annual Report on Form 10-K for the fiscal year ended March 31, 2017, filed with the
 SEC on June 13, 2017.

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1 NAMES OF REPORTING PERSONS

VGE III Portfolio Ltd.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (see instructions)

(a)

3 (b) SEC USE ONLY
4 SOURCE OF FUNDS (see instructions)

5 OO (See Item 3)
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

7 SOLE VOTING POWER

8 NUMBER OF SHARES SHARED VOTING POWER

9 BENEFICIALLY OWNED BY EACH REPORTING SOLE DISPOSITIVE POWER

PERSON WITH 0
 10 SHARED
 DISPOSITIVE
 POWER

75,000,000
 AGGREGATE AMOUNT
 BENEFICIALLY OWNED
 BY EACH REPORTING
 11 PERSON

75,000,000
 CHECK BOX IF
 THE
 AGGREGATE
 AMOUNT IN
 12 ROW (11) o
 EXCLUDES
 CERTAIN
 SHARES (see
 instructions)
 PERCENT OF CLASS
 REPRESENTED BY
 13 AMOUNT IN ROW (11)

69.8%*
 TYPE OF REPORTING
 14 PERSON
 CO

The calculation assumes that there are a total of 107,392,826 Common Shares outstanding as of June 9, 2017, as
 *reported by the Issuer on its Annual Report on Form 10-K for the fiscal year ended March 31, 2017, filed with the
 SEC on June 13, 2017.

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1 NAMES OF REPORTING PERSONS

Viking Long Fund GP LLC
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (see instructions)

(a)

(b)

3 SEC USE ONLY
 4 SOURCE OF FUNDS (see instructions)

OO (See Item 3)
 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
 CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

7 SOLE VOTING POWER

8 NUMBER OF SHARES SHARED VOTING POWER

9 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE DISPOSITIVE POWER

10 SHARED
DISPOSITIVE
POWER

75,000,000

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

75,000,000
CHECK BOX IF
THE
AGGREGATE

12 AMOUNT IN
ROW (11) o
EXCLUDES
CERTAIN
SHARES (see
instructions)

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

14 69.8%*
TYPE OF REPORTING
PERSON

OO

The calculation assumes that there are a total of 107,392,826 Common Shares outstanding as of June 9, 2017, as *reported by the Issuer on its Annual Report on Form 10-K for the fiscal year ended March 31, 2017, filed with the SEC on June 13, 2017.

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1 NAMES OF REPORTING PERSONS

Viking Long Fund Master Ltd.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (see instructions)

(a)

(b)

3 SEC USE ONLY
4 SOURCE OF FUNDS (see instructions)

OO (See Item 3)

CHECK IF DISCLOSURE OF LEGAL

5 PROCEEDINGS IS REQUIRED PURSUANT TO

ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

6 Cayman Islands

7 SOLE VOTING POWER

8 SHARED VOTING POWER

NUMBER OF SHARES

9 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE DISPOSITIVE POWER

10 SHARED
DISPOSITIVE
POWER

75,000,000

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

75,000,000

12 CHECK BOX IF
THE
AGGREGATE
AMOUNT IN
ROW (11) o
EXCLUDES
CERTAIN
SHARES (see
instructions)
PERCENT OF CLASS
REPRESENTED BY
13 AMOUNT IN ROW (11)

14 69.8%*
TYPE OF REPORTING
PERSON

CO

The calculation assumes that there are a total of 107,392,826 Common Shares outstanding as of June 9, 2017, as *reported by the Issuer on its Annual Report on Form 10-K for the fiscal year ended March 31, 2017, filed with the SEC on June 13, 2017.

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NAMES OF REPORTING
PERSONS

1
Viking Global Opportunities GP
LLC
CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A
GROUP

2
(see instructions)

(a)

(b)

3
SEC USE ONLY
SOURCE OF FUNDS (see
4
instructions)

OO (See Item 3)

CHECK IF
DISCLOSURE OF
LEGAL

5
PROCEEDINGS IS
REQUIRED
PURSUANT TO

ITEM 2(d) or 2(e)
CITIZENSHIP OR PLACE OF
6
ORGANIZATION

Delaware

7
SOLE
VOTING
POWER

8
NUMBER OF
SHARES
SHARED
VOTING
POWER

9
BENEFICIALLY
OWNED BY
EACH REPORTING
PERSON WITH
SOLE
DISPOSITIVE
POWER

0
10 SHARED
DISPOSITIVE
POWER

11 75,000,000
AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

12 75,000,000
CHECK BOX IF
THE
AGGREGATE
AMOUNT IN
ROW (11) o
EXCLUDES
CERTAIN
SHARES (see
instructions)
PERCENT OF CLASS
REPRESENTED BY
13 AMOUNT IN ROW (11)

14 69.8%*
TYPE OF REPORTING
PERSON
OO

The calculation assumes that there are a total of 107,392,826 Common Shares outstanding as of June 9, 2017, as *reported by the Issuer on its Annual Report on Form 10-K for the fiscal year ended March 31, 2017, filed with the SEC on June 13, 2017.

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NAMES OF REPORTING
PERSONS

1 Viking Global Opportunities
Portfolio GP LLC
CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A
GROUP

2 (see instructions)

(a)

(b)

3 SEC USE ONLY
SOURCE OF FUNDS (see
4 instructions)

OO (See Item 3)

CHECK IF
DISCLOSURE OF
LEGAL

5 PROCEEDINGS IS
REQUIRED
PURSUANT TO
ITEM 2(d) or 2(e)

CITIZENSHIP OR PLACE OF
6 ORGANIZATION

Delaware

7 SOLE
VOTING
POWER

8 NUMBER OF
SHARES
SHARED
VOTING
POWER

9 BENEFICIALLY
OWNED BY
EACH REPORTING
PERSON WITH
SOLE
DISPOSITIVE
POWER

0
10 SHARED
DISPOSITIVE
POWER

11 75,000,000
AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

12 75,000,000
CHECK BOX IF
THE
AGGREGATE
AMOUNT IN
ROW (11) o
EXCLUDES
CERTAIN
SHARES (see
instructions)
PERCENT OF CLASS
REPRESENTED BY
13 AMOUNT IN ROW (11)

14 69.8%*
TYPE OF REPORTING
PERSON
OO

The calculation assumes that there are a total of 107,392,826 Common Shares outstanding as of June 9, 2017, as *reported by the Issuer on its Annual Report on Form 10-K for the fiscal year ended March 31, 2017, filed with the SEC on June 13, 2017.

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NAMES OF REPORTING
PERSONS

1 Viking Global Opportunities
Illiquid Investments Sub-Master
LP

CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A
GROUP

2 (see instructions)

(a)

(b)

3 SEC USE ONLY
SOURCE OF FUNDS (see
4 instructions)

OO (See Item 3)

CHECK IF
DISCLOSURE OF
LEGAL

5 PROCEEDINGS IS

REQUIRED
PURSUANT TO
ITEM 2(d) or 2(e)
CITIZENSHIP OR PLACE OF
6 ORGANIZATION

Cayman Islands

7 SOLE
VOTING
POWER

8 NUMBER OF
SHARES

0
SHARED
VOTING
POWER

9 BENEFICIALLY
OWNED BY
EACH REPORTING

0
SOLE
DISPOSITIVE
POWER

PERSON WITH 0
 10 SHARED
 DISPOSITIVE
 POWER

75,000,000
 AGGREGATE AMOUNT
 BENEFICIALLY OWNED
 BY EACH REPORTING
 11 PERSON

75,000,000
 CHECK BOX IF
 THE
 AGGREGATE
 AMOUNT IN
 12 ROW (11) o
 EXCLUDES
 CERTAIN
 SHARES (see
 instructions)
 PERCENT OF CLASS
 REPRESENTED BY
 13 AMOUNT IN ROW (11)

69.8%*
 TYPE OF REPORTING
 14 PERSON
 PN

The calculation assumes that there are a total of 107,392,826 Common Shares outstanding as of June 9, 2017, as
 *reported by the Issuer on its Annual Report on Form 10-K for the fiscal year ended March 31, 2017, filed with the
 SEC on June 13, 2017.

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1 NAMES OF REPORTING PERSONS

O. Andreas Halvorsen
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (see instructions)

(a)

(b)

3 SEC USE ONLY
4 SOURCE OF FUNDS (see instructions)

OO (See Item 3)
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
CITIZENSHIP OR PLACE OF ORGANIZATION

6 Norway

7 SOLE VOTING POWER

8 NUMBER OF SHARES SHARED VOTING POWER

9 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE DISPOSITIVE POWER

10 SHARED
DISPOSITIVE
POWER

75,000,000

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

75,000,000

12 CHECK BOX IF
THE
AGGREGATE
AMOUNT IN
ROW (11) o
EXCLUDES
CERTAIN
SHARES (see
instructions)
PERCENT OF CLASS
REPRESENTED BY
13 AMOUNT IN ROW (11)

14 69.8%*
TYPE OF REPORTING
PERSON

IN

The calculation assumes that there are a total of 107,392,826 Common Shares outstanding as of June 9, 2017, as *reported by the Issuer on its Annual Report on Form 10-K for the fiscal year ended March 31, 2017, filed with the SEC on June 13, 2017.

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1 NAMES OF REPORTING PERSONS

David C. Ott

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (see instructions)

(a)

(b)

3 SEC USE ONLY
4 SOURCE OF FUNDS (see instructions)

OO (See Item 3)
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

5

United States

7 SOLE VOTING POWER

8 NUMBER OF SHARES SHARED VOTING POWER

9 BENEFICIALLY OWNED BY EACH REPORTING SOLE DISPOSITIVE POWER

PERSON WITH 0
 10 SHARED
 DISPOSITIVE
 POWER

75,000,000
 AGGREGATE AMOUNT
 BENEFICIALLY OWNED
 BY EACH REPORTING
 11 PERSON

75,000,000
 CHECK BOX IF
 THE
 AGGREGATE
 AMOUNT IN
 12 ROW (11) o
 EXCLUDES
 CERTAIN
 SHARES (see
 instructions)
 PERCENT OF CLASS
 REPRESENTED BY
 13 AMOUNT IN ROW (11)

69.8%*
 TYPE OF REPORTING
 14 PERSON
 IN

The calculation assumes that there are a total of 107,392,826 Common Shares outstanding as of June 9, 2017, as
 *reported by the Issuer on its Annual Report on Form 10-K for the fiscal year ended March 31, 2017, filed with the
 SEC on June 13, 2017.

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1 NAMES OF REPORTING PERSONS

Rose S. Shabet

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (see instructions)

(a)

(b)

3 SEC USE ONLY
4 SOURCE OF FUNDS (see instructions)

OO (See Item 3)

CHECK IF DISCLOSURE OF LEGAL

5 PROCEEDINGS IS REQUIRED PURSUANT TO

ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

6 United States

7 SOLE VOTING POWER

8 NUMBER OF SHARES SHARED VOTING POWER

9 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE DISPOSITIVE POWER

10 SHARED
DISPOSITIVE
POWER

75,000,000

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

75,000,000
CHECK BOX IF
THE
AGGREGATE

12 AMOUNT IN
ROW (11) o
EXCLUDES
CERTAIN
SHARES (see
instructions)

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

14 69.8%*
TYPE OF REPORTING
PERSON

IN

The calculation assumes that there are a total of 107,392,826 Common Shares outstanding as of June 9, 2017, as *reported by the Issuer on its Annual Report on Form 10-K for the fiscal year ended March 31, 2017, filed with the SEC on June 13, 2017.

This Amendment No. 2 (the "Amendment") amends and supplements the Schedule 13D filed by the Reporting Persons on July 13, 2016, as amended and supplemented by Amendment No. 1 filed on June 14, 2017 (as so amended and supplemented, the "Original Schedule 13D"), with respect to the Common Shares of the Issuer. Capitalized terms used in this Amendment and not otherwise defined shall have the same meanings ascribed to them in the Original Schedule 13D.

Item 2. Identity and Background

This Amendment amends and restates Item 2 of the Original Schedule 13D in its entirety as set forth below:

(a), (f) This Schedule 13D is being filed jointly on behalf of Viking Global Investors LP, a Delaware limited partnership ("VGI"), Viking Global Performance LLC, a Delaware limited liability company ("VGP"), Viking Global Equities LP, a Delaware limited partnership ("VGE"), Viking Global Equities II LP, a Delaware limited partnership ("VGEII"), VGE III Portfolio Ltd., a Cayman Islands exempted company ("VGEIII"), Viking Long Fund GP LLC, a Delaware limited liability company ("VLFGP"), Viking Long Fund Master Ltd., a Cayman Islands exempted company ("VLFM"), Viking Global Opportunities GP LLC, a Delaware limited liability company ("Opportunities GP"), Viking Global Opportunities Portfolio GP LLC, a Delaware limited liability company ("Opportunities Portfolio GP"), Viking Global Opportunities Illiquid Investments Sub-Master LP, a Cayman Islands exempted limited partnership ("Opportunities Fund", and, together with VGE, VGEII, VGEIII and VLFM, the "Funds"), O. Andreas Halvorsen, a citizen of Norway, David C. Ott, a citizen of the United States, and Rose S. Shabet, a citizen of the United States (each, a "Reporting Person", and, collectively, the "Reporting Persons").

The Reporting Persons have entered into a joint filing agreement, dated as of July 5, 2017, a copy of which is filed herewith as Exhibit 99.1.

(b) The business address of each of the Reporting Persons is 55 Railroad Avenue, Greenwich, Connecticut 06830.

(c) The principal business of VGI is to provide managerial services to related entities engaged in making or recommending investments in securities of public and private companies.

The principal business of each of VGP, VLFGP, Opportunities GP and Opportunities Portfolio GP is to serve as the general partner or investment manager of related entities engaged in making or recommending investments in securities of public and private companies.

The principal business of each of the Funds is to engage in making investments in securities of public and private companies.

The present principal occupation of O. Andreas Halvorsen is Chief Executive Officer of VGI. The present principal occupation of David C. Ott is Advisory Director of VGI. The present principal occupation of Rose S. Shabet is Chief Operating Officer of VGI.

(d), (e) During the last five years, none of the Reporting Persons (i) has been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration

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This Amendment amends and restates the first paragraph of Item 3 of the Original Schedule 13D in its entirety as set forth below:

“The Reporting Persons do not directly own any Common Shares. The Reporting Persons (other than Ms. Shabet) acquired Roivant Sciences Ltd. (“Roivant”) common shares (the “Roivant Common Shares”) on December 8, 2015 pursuant to share purchase agreements using capital invested in the Funds by their investors. Roivant directly owns the 75,000,000 Common Shares reported herein. Ms. Shabet became an Executive Committee Member on July 1, 2017.”

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Item 4. Purpose of Transaction

This Amendment amends the Original Schedule 13D to add the following paragraph immediately after the first paragraph of Item 4 of the Original Schedule 13D:

“As of July 1, 2017, Rose S. Shabet became an Executive Committee Member of Viking Global Partners LLC (the general partner of VGI), VGP, VLFGP and Opportunities GP.”

Item 5. Interest in Securities of the Issuer

This Amendment amends and restates the twelfth and thirteenth paragraphs of Items 5(a)-(b) of the Original Schedule 13D in their entirety as set forth below:

“Mr. Halvorsen, Mr. Ott and Ms. Shabet, as Executive Committee Members of Viking Global Partners LLC (the general partner of VGI), VGP, VLFGP and Opportunities GP, have shared authority to direct the voting and disposition of investments beneficially owned by VGI, VGP, VLFGP and Opportunities GP. Accordingly, each of Mr. Halvorsen, Mr. Ott and Ms. Shabet may be deemed to have beneficial ownership over any Common Shares deemed beneficially owned by VGI, VGP, VLFGP and Opportunities GP.

The percentage of outstanding Common Shares of the Issuer that may be deemed to be beneficially owned by each Reporting Person is set forth on Line 13 of such Reporting Person’s cover sheet. Such percentage was calculated for each Reporting Person based on an aggregate of 107,392,826 Common Shares issued and outstanding as of June 9, 2017, reported on the Issuer’s Annual Report on Form 10-K for the fiscal year ended March 31, 2017, filed with the SEC on June 13, 2017.”

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

This Amendment amends and restates Item 6 of the Original Schedule 13D in its entirety as set forth below:

“Except as disclosed herein and the Joint Filing Agreement attached as Exhibit 99.1 hereto, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the Reporting Persons or with any other person with respect to any securities of the Issuer.”

Item 7. Material to Be Filed as Exhibits

This Amendment amends and restates Item 7 of the Original Schedule 13D in its entirety as set forth below:

“Exhibit 99.1 Joint Filing Agreement, dated as of July 5, 2017, among the Reporting Persons.”

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 5, 2017

By: /s/ O. Andreas Halvorsen

By: O. Andreas Halvorsen - individually and as an Executive Committee Member of VIKING GLOBAL PERFORMANCE LLC, on behalf of itself and VIKING GLOBAL EQUITIES LP, VIKING GLOBAL EQUITIES II LP and VGE III PORTFOLIO LTD., and as an Executive Committee Member of Viking Global Partners LLC, on behalf of VIKING GLOBAL INVESTORS LP, and as an Executive Committee Member of VIKING LONG FUND GP LLC, on behalf of itself and VIKING LONG FUND MASTER LTD., and as an Executive Committee Member of VIKING GLOBAL OPPORTUNITIES GP LLC, on behalf of itself and VIKING GLOBAL OPPORTUNITIES PORTFOLIO GP LLC and VIKING GLOBAL OPPORTUNITIES ILLIQUID INVESTMENTS SUB-MASTER LP

By: /s/ David C. Ott

By: David C. Ott - individually and as an Executive Committee Member of VIKING GLOBAL PERFORMANCE LLC, on behalf of itself and VIKING GLOBAL EQUITIES LP, VIKING GLOBAL EQUITIES II LP and VGE III PORTFOLIO LTD., and as an Executive Committee Member of Viking Global Partners LLC, on behalf of VIKING GLOBAL INVESTORS LP, and as Executive Committee Member of VIKING LONG FUND GP LLC, on behalf of itself and VIKING LONG FUND MASTER LTD., and as an Executive Committee Member of VIKING GLOBAL OPPORTUNITIES GP LLC, on behalf of itself and VIKING GLOBAL OPPORTUNITIES PORTFOLIO GP LLC and VIKING GLOBAL OPPORTUNITIES ILLIQUID INVESTMENTS SUB-MASTER LP

By: /s/ Rose S. Shabet

By: Rose S. Shabet - individually and as an Executive Committee Member of VIKING GLOBAL PERFORMANCE LLC, on behalf of itself and VIKING GLOBAL EQUITIES LP, VIKING GLOBAL EQUITIES II LP and VGE III PORTFOLIO LTD., and as an Executive Committee Member of Viking Global Partners LLC, on behalf of VIKING GLOBAL INVESTORS LP, and as an Executive Committee Member of VIKING LONG FUND GP LLC, on behalf of itself and VIKING LONG FUND MASTER LTD., and as an Executive Committee Member of VIKING GLOBAL OPPORTUNITIES GP LLC, on behalf of itself and VIKING GLOBAL OPPORTUNITIES PORTFOLIO GP LLC and VIKING GLOBAL OPPORTUNITIES ILLIQUID INVESTMENTS SUB-MASTER LP

INDEX TO EXHIBITS

Exhibit 99.1 Joint Filing Agreement, dated as of July 5, 2017, among the Reporting Persons.

AGREEMENT OF JOINT FILING

This joint filing agreement (this "Agreement") is made and entered into as of this 5th day of July, 2017, by and among Viking Global Investors LP, Viking Global Performance LLC, Viking Global Equities LP, Viking Global Equities II LP, VGE III Portfolio Ltd., Viking Long Fund GP LLC, Viking Long Fund Master Ltd., Viking Global Opportunities GP LLC, Viking Global Opportunities Portfolio GP LLC, Viking Global Opportunities Illiquid Investments Sub-Master LP, O. Andreas Halvorsen, David C. Ott and Rose S. Shabet.

The parties to this Agreement hereby agree to jointly prepare and file a Schedule 13D with respect to Axovant Sciences Ltd., as well as any amendments thereto, pursuant to the Securities Exchange Act of 1934, as amended.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first set forth above.

Dated: July 5, 2017

By: /s/ O. Andreas Halvorsen

By: O. Andreas Halvorsen - individually and as an Executive Committee Member of VIKING GLOBAL PERFORMANCE LLC, on behalf of itself and VIKING GLOBAL EQUITIES LP, VIKING GLOBAL EQUITIES II LP and VGE III PORTFOLIO LTD., and as an Executive Committee Member of Viking Global Partners LLC, on behalf of VIKING GLOBAL INVESTORS LP, and as an Executive Committee Member of VIKING LONG FUND GP LLC, on behalf of itself and VIKING LONG FUND MASTER LTD., and as an Executive Committee Member of VIKING GLOBAL OPPORTUNITIES GP LLC, on behalf of itself and VIKING GLOBAL OPPORTUNITIES PORTFOLIO GP LLC and VIKING GLOBAL OPPORTUNITIES ILLIQUID INVESTMENTS SUB-MASTER LP

By: /s/ David C. Ott

By: David C. Ott - individually and as an Executive Committee Member of VIKING GLOBAL PERFORMANCE LLC, on behalf of itself and VIKING GLOBAL EQUITIES LP, VIKING GLOBAL EQUITIES II LP and VGE III PORTFOLIO LTD., and as an Executive Committee Member of Viking Global Partners LLC, on behalf of VIKING GLOBAL INVESTORS LP, and as Executive Committee Member of VIKING LONG FUND GP LLC, on behalf of itself and VIKING LONG FUND MASTER LTD., and as an Executive Committee Member of VIKING GLOBAL OPPORTUNITIES GP LLC, on behalf of itself and VIKING GLOBAL OPPORTUNITIES PORTFOLIO GP LLC and VIKING GLOBAL OPPORTUNITIES ILLIQUID INVESTMENTS SUB-MASTER LP

By: /s/ Rose S. Shabet

By: Rose S. Shabet - individually and as an Executive Committee Member of VIKING GLOBAL PERFORMANCE LLC, on behalf of itself and VIKING GLOBAL EQUITIES LP, VIKING GLOBAL EQUITIES II LP and VGE III

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PORTFOLIO LTD., and as an Executive Committee Member of Viking Global Partners LLC, on behalf of VIKING GLOBAL INVESTORS LP, and as an Executive Committee Member of VIKING LONG FUND GP LLC, on behalf of itself and VIKING LONG FUND MASTER LTD., and as an Executive Committee Member of VIKING GLOBAL OPPORTUNITIES GP LLC, on behalf of itself and VIKING GLOBAL OPPORTUNITIES PORTFOLIO GP LLC and VIKING GLOBAL OPPORTUNITIES ILLIQUID INVESTMENTS SUB-MASTER LP

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