

Axovant Sciences Ltd.
Form SC 13D/A
June 07, 2018

**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. 3*

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)

June 5, 2018
(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 16 Pages)

Edgar Filing: Axovant Sciences Ltd. - Form SC 13D/A

* 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 16 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 PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

5

6 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 89,285,714
AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

12 89,285,714
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 73.1%*
TYPE OF REPORTING
PERSON
PN

This percentage was calculated based on 122,073,788 Common Shares outstanding, equal to (i) 107,788,074
*Common Shares outstanding as of February 8, 2018, as reported in the Issuer's quarterly report on Form 10-Q for the
quarterly period ended December 31, 2017 filed with the SEC on February 9, 2018 and (ii) 14,285,714 Common
Shares to be issued to Roivant after the written stockholder consent takes effect, as described in Item 4 herein.

CUSIP No. G0750W104 13D Page 3 of 16 Pages

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
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 NUMBER OF SHARES SHARED VOTING POWER

9 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE DISPOSITIVE POWER

10 SHARED
DISPOSITIVE
POWER

89,285,714

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

89,285,714
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 73.1%*
TYPE OF REPORTING
PERSON

OO

This percentage was calculated based on 122,073,788 Common Shares outstanding, equal to (i) 107,788,074

* Common Shares outstanding as of February 8, 2018, as reported in the Issuer's quarterly report on Form 10-Q for the quarterly period ended December 31, 2017 filed with the SEC on February 9, 2018 and (ii) 14,285,714 Common Shares to be issued to Roivant after the written stockholder consent takes effect, as described in Item 4 herein.

CUSIP No. G0750W104 13D Page 4 of 16 Pages

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 | |
| | | 89,285,714 | |
| 11 | | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | | 89,285,714 | |
| 12 | | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o | |
| | | EXCLUDES CERTAIN SHARES (see instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | |
| 13 | | | |
| | | 73.1%* | |
| 14 | | TYPE OF REPORTING PERSON | |
| | | PN | |

This percentage was calculated based on 122,073,788 Common Shares outstanding, equal to (i) 107,788,074

* Common Shares outstanding as of February 8, 2018, as reported in the Issuer's quarterly report on Form 10-Q for the quarterly period ended December 31, 2017 filed with the SEC on February 9, 2018 and (ii) 14,285,714 Common Shares to be issued to Roivant after the written stockholder consent takes effect, as described in Item 4 herein.

CUSIP No. G0750W104 13D Page 5 of 16 Pages

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) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

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

89,285,714
 AGGREGATE AMOUNT
 BENEFICIALLY OWNED
 BY EACH REPORTING
 11 PERSON

89,285,714
 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)

73.1%*
 TYPE OF REPORTING
 14 PERSON
 PN

This percentage was calculated based on 122,073,788 Common Shares outstanding, equal to (i) 107,788,074
 *Common Shares outstanding as of February 8, 2018, as reported in the Issuer's quarterly report on Form 10-Q for the
 quarterly period ended December 31, 2017 filed with the SEC on February 9, 2018 and (ii) 14,285,714 Common
 Shares to be issued to Roivant after the written stockholder consent takes effect, as described in Item 4 herein.

CUSIP No. G0750W104 13D Page 6 of 16 Pages

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

11 89,285,714
 AGGREGATE AMOUNT
 BENEFICIALLY OWNED
 BY EACH REPORTING
 PERSON

12 89,285,714
 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 73.1%*
 TYPE OF REPORTING
 PERSON
 CO

This percentage was calculated based on 122,073,788 Common Shares outstanding, equal to (i) 107,788,074 Common Shares outstanding as of February 8, 2018, as reported in the Issuer's quarterly report on Form 10-Q for the *quarterly period ended December 31, 2017 filed with the SEC on February 9, 2018 and (ii) 14,285,714 Common Shares to be issued to Roivant after the written stockholder consent takes effect, as described in Item 4 herein.

CUSIP No. G0750W104 13D Page 7 of 16 Pages

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

89,285,714

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

89,285,714

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)

73.1%*

14 TYPE OF REPORTING
PERSON

OO

This percentage was calculated based on 122,073,788 Common Shares outstanding, equal to (i) 107,788,074 Common Shares outstanding as of February 8, 2018, as reported in the Issuer's quarterly report on Form 10-Q for the quarterly period ended December 31, 2017 filed with the SEC on February 9, 2018 and (ii) 14,285,714 Common Shares to be issued to Roivant after the written stockholder consent takes effect, as described in Item 4 herein.

CUSIP No. G0750W104 13D Page 8 of 16 Pages

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 SOURCE OF FUNDS (see instructions)

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

5 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

7 SOLE VOTING POWER

0 SHARED VOTING POWER

8 NUMBER OF SHARES

9 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

0 SOLE DISPOSITIVE POWER

0

10 SHARED
DISPOSITIVE
POWER

89,285,714

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

89,285,714

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

73.1%*

14 TYPE OF REPORTING
PERSON

CO

This percentage was calculated based on 122,073,788 Common Shares outstanding, equal to (i) 107,788,074

* Common Shares outstanding as of February 8, 2018, as reported in the Issuer's quarterly report on Form 10-Q for the quarterly period ended December 31, 2017 filed with the SEC on February 9, 2018 and (ii) 14,285,714 Common Shares to be issued to Roivant after the written stockholder consent takes effect, as described in Item 4 herein.

CUSIP No. G0750W104 13D Page 9 of 16 Pages

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
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
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 89,285,714
AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

12 89,285,714
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 73.1%*
TYPE OF REPORTING
PERSON

OO

This percentage was calculated based on 122,073,788 Common Shares outstanding, equal to (i) 107,788,074 Common Shares outstanding as of February 8, 2018, as reported in the Issuer's quarterly report on Form 10-Q for the quarterly period ended December 31, 2017 filed with the SEC on February 9, 2018 and (ii) 14,285,714 Common Shares to be issued to Roivant after the written stockholder consent takes effect, as described in Item 4 herein.

CUSIP No. G0750W104 13D Page 10 of 16 Pages

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 89,285,714
AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

12 89,285,714
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 73.1%*
TYPE OF REPORTING
PERSON

OO

This percentage was calculated based on 122,073,788 Common Shares outstanding, equal to (i) 107,788,074 Common Shares outstanding as of February 8, 2018, as reported in the Issuer's quarterly report on Form 10-Q for the quarterly period ended December 31, 2017 filed with the SEC on February 9, 2018 and (ii) 14,285,714 Common Shares to be issued to Roivant after the written stockholder consent takes effect, as described in Item 4 herein.

CUSIP No. G0750W104 13D Page 11 of 16 Pages

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
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 NUMBER OF SHARES SHARED VOTING POWER

9 BENEFICIALLY OWNED BY EACH REPORTING SOLE DISPOSITIVE POWER

PERSON WITH 0
 10 SHARED
 DISPOSITIVE
 POWER

89,285,714
 AGGREGATE AMOUNT
 BENEFICIALLY OWNED
 BY EACH REPORTING
 11 PERSON

89,285,714
 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)

73.1%*
 TYPE OF REPORTING
 14 PERSON
 PN

This percentage was calculated based on 122,073,788 Common Shares outstanding, equal to (i) 107,788,074 Common Shares outstanding as of February 8, 2018, as reported in the Issuer's quarterly report on Form 10-Q for the *quarterly period ended December 31, 2017 filed with the SEC on February 9, 2018 and (ii) 14,285,714 Common Shares to be issued to Roivant after the written stockholder consent takes effect, as described in Item 4 herein.

CUSIP No. G0750W104 13D Page 12 of 16 Pages

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

5 PROCEEDINGS IS REQUIRED PURSUANT TO

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

Norway

7 SOLE VOTING POWER

0 SHARED VOTING POWER

NUMBER OF SHARES

8

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

9 0 SOLE DISPOSITIVE POWER

0

10 SHARED
DISPOSITIVE
POWER

89,285,714

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

89,285,714

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)

73,1%*

14 TYPE OF REPORTING
PERSON

IN

This percentage was calculated based on 122,073,788 Common Shares outstanding, equal to (i) 107,788,074

* Common Shares outstanding as of February 8, 2018, as reported in the Issuer's quarterly report on Form 10-Q for the quarterly period ended December 31, 2017 filed with the SEC on February 9, 2018 and (ii) 14,285,714 Common Shares to be issued to Roivant after the written stockholder consent takes effect, as described in Item 4 herein.

CUSIP No. G0750W104 13D Page 13 of 16 Pages

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 SOURCE OF FUNDS (see instructions)

4 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

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

89,285,714
 AGGREGATE AMOUNT
 BENEFICIALLY OWNED
 BY EACH REPORTING
 11 PERSON

89,285,714
 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)

73.1%*
 TYPE OF REPORTING
 14 PERSON
 IN

This percentage was calculated based on 122,073,788 Common Shares outstanding, equal to (i) 107,788,074
 *Common Shares outstanding as of February 8, 2018, as reported in the Issuer's quarterly report on Form 10-Q for the
 quarterly period ended December 31, 2017 filed with the SEC on February 9, 2018 and (ii) 14,285,714 Common
 Shares to be issued to Roivant after the written stockholder consent takes effect, as described in Item 4 herein.

CUSIP No. G0750W104 13D Page 14 of 16 Pages

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

89,285,714

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

89,285,714

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)

73.1%*

14 TYPE OF REPORTING
PERSON

IN

This percentage was calculated based on 122,073,788 Common Shares outstanding, equal to (i) 107,788,074
*Common Shares outstanding as of February 8, 2018, as reported in the Issuer's quarterly report on Form 10-Q for the
quarterly period ended December 31, 2017 filed with the SEC on February 9, 2018 and (ii) 14,285,714 Common
Shares to be issued to Roivant after the written stockholder consent takes effect, as described in Item 4 herein.

This Amendment No. 3 (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 and Amendment No. 2 filed on July 6, 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 3. Source and Amount of Funds or Other Consideration

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

“Roivant directly owns the 89,285,714 Common Shares reported herein.”

Item 4. Purpose of Transaction

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

“On June 5, 2018, Roivant entered into a share purchase agreement (the “Share Purchase Agreement”), pursuant to which the Issuer agreed to issue and sell to Roivant 14,285,714 Common Shares at a purchase price of \$1.75 per share in a private placement (the “Private Placement”), equal to the per share closing price of the Common Shares on the Nasdaq Global Select Market on June 5, 2018. Roivant provided the financing in connection with the Issuer’s entry into a license agreement with Oxford BioMedica (UK) Ltd. for the development and commercialization of OXB-102 (now AXO-Lenti-PD) and related gene therapy products for all diseases and conditions.

The Private Placement is expected to close in July 2018, subject to satisfaction or waiver of customary closing conditions. As a condition to the closing of the Share Purchase Agreement, the Issuer is required to obtain written consents of its stockholders sufficient to approve the issuance of the Common Shares to Roivant under Rule 5635(a) of The Nasdaq Stock Market LLC. Because Roivant, as a controlling shareholder, is providing such consent, Roivant is deemed to beneficially own the 14,285,714 Common Shares to be issued and sold in the Private Placement as of the date of the Share Purchase Agreement, when there were no material contingencies to beneficial ownership outside of its control. The consent will not formally take effect until 20 calendar days after the Issuer gives or sends to stockholders its definitive information statement on Schedule 14C.”

Item 5. Interest in Securities of the Issuer

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

Edgar Filing: Axovant Sciences Ltd. - Form SC 13D/A

“The Reporting Persons do not directly own any Common Shares. As described in Item 4 above, the Reporting Persons may be deemed to beneficially own the Common Shares owned directly by Roivant as a result of the Override Right. The aggregate number and percentage of Common Shares owned directly by Roivant (and which may be deemed to be beneficially owned by each Reporting Person) are, as of the date hereof: 89,285,714 Common Shares, representing 73.1% of the issued and outstanding Common Shares of the Issuer.”

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

“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. This percentage was calculated based on 122,073,788 Common Shares outstanding, equal to (i) 107,788,074 Common Shares outstanding as of February 8, 2018, as reported in the Issuer’s quarterly report on Form 10-Q for the quarterly period ended December 31, 2017 filed with the SEC on February 9, 2018 and (ii) 14,285,714 Common Shares to be issued to Roivant after the written stockholder consent takes effect, as described in Item 4.”

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: June 7, 2018

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