

Axovant Sciences Ltd.
 Form 4
 April 11, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
Hung David

(Last) (First) (Middle)

C/O AXOVANT SCIENCES,
 INC., 320 WEST 37TH STREET,
 5TH FLOOR

(Street)

NEW YORK, NY 10018

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
04/07/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Principal Executive Officer

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)			
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 15.13	04/07/2017	A	2,000,000		(1)	04/07/2027	Common Shares	2,000,000
Employee Stock Option (Right to Buy)	\$ 15.13	04/07/2017	A	2,000,000		(2)(3)	04/07/2027	Common Shares	2,000,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hung David C/O AXOVANT SCIENCES, INC. 320 WEST 37TH STREET, 5TH FLOOR NEW YORK, NY 10018	X		Principal Executive Officer	

Signatures

/s/Alison Haggerty,
Attorney-in-Fact

04/11/2017

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).

(1) This option is immediately exercisable, subject to a repurchase right in favor of the Issuer that lapses as the option vests. 20% of the common shares underlying the option vest on April 7, 2018, and the balance of the common shares vest in a series of 16 successive equal quarterly installments thereafter, subject to the Reporting Person providing continuous service to the Issuer as of each such date. Vesting is subject to acceleration in specified circumstances, including a change in control of the Issuer or the Reporting Person's termination without cause or resignation for good reason.

(2) This option is immediately exercisable, subject to a repurchase right in favor of the Issuer that lapses as the option vests. 20% of the common shares underlying the option vest on April 7, 2018, and the balance of the shares vest in a series of 16 successive equal quarterly installments thereafter, subject to the Reporting Person providing continuous service to the Issuer as of each such date, but only if the 30-consecutive day volume-weighted average closing price of the Issuer's common shares equals or exceeds \$100.00 per common share at any point during the 10-year term of the option.

(3) In the event that specified results from a clinical trial being conducted by the Issuer are not met by December 31, 2017, then the \$100.00 per common share price referred to in footnote (2) will be reduced to \$15.00 per common share. Subject to the achievement of the volume-weighted average closing price condition described herein, vesting is subject to acceleration in specified circumstances, including a change in control of the Issuer or the Reporting Person's termination without cause or resignation for good reason.

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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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