

Axovant Sciences Ltd.  
Form 4  
May 03, 2016

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Weinhoff Gregory M

(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)  
04/29/2016

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             |                                      | (A)<br>or<br>(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<br>Derivative | 2. Conversion | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if | 4. Transaction | 5. Number of<br>Derivative | 6. Date Exercisable and<br>Expiration Date | 7. Title and Amount of<br>Underlying Securities |
|---------------------------|---------------|-----------------------------------------|----------------------------------|----------------|----------------------------|--------------------------------------------|-------------------------------------------------|
|---------------------------|---------------|-----------------------------------------|----------------------------------|----------------|----------------------------|--------------------------------------------|-------------------------------------------------|

## Edgar Filing: Axovant Sciences Ltd. - Form 4

| Security<br>(Instr. 3)                           | or Exercise<br>Price of<br>Derivative<br>Security |            | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | (Month/Day/Year) |     | (Instr. 3 and 4)    |                    |                  |                            |
|--------------------------------------------------|---------------------------------------------------|------------|-------------------------|--------------------|-----------------------------------------------------------------------------|------------------|-----|---------------------|--------------------|------------------|----------------------------|
|                                                  |                                                   |            |                         | Code               | V                                                                           | (A)              | (D) | Date<br>Exercisable | Expiration<br>Date | Title            | Amount<br>Number<br>Shares |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 13                                             | 04/29/2016 |                         | A                  |                                                                             | 200,000          |     | <u>(1)</u>          | 04/29/2026         | Common<br>Shares | 200,000                    |

## Reporting Owners

| Reporting Owner Name / Address                                                                            | Relationships |           |                             |       |
|-----------------------------------------------------------------------------------------------------------|---------------|-----------|-----------------------------|-------|
|                                                                                                           | Director      | 10% Owner | Officer                     | Other |
| Weinhoff Gregory M<br>C/O AXOVANT SCIENCES, INC.<br>320 WEST 37TH STREET, 5TH FLOOR<br>NEW YORK, NY 10018 |               |           | Principal Financial Officer |       |

## Signatures

/s/ Christine Mikail Cvijic,  
Attorney-in-Fact

05/03/2016

\*\*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 vests over a period of four years, with one quarter of the common shares underlying the option vesting on April 29, 2017 and the remainder vesting in twelve equal quarterly installments thereafter. The option allows for early exercise, subject to the Issuer's repurchase option with respect to any unvested common shares. All common shares underlying such option will become fully vested upon a change in control, as that term is defined in the Issuer's 2015 Equity Incentive Plan.

(2) Includes only options with the same termination date.

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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