

Bazley Mathew C.
Form 4
April 17, 2019

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Bazley Mathew C.

(Last) (First) (Middle)

C/O AXOVANT GENE THERAPIES LTD., 11 TIMES SQUARE, 33RD FLOOR

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/15/2019

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)
General Counsel

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 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 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 of 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 or Number of Shares
Stock Option (Right to Buy)	\$ 1.06	04/15/2019	A		726,000		<u>(1)(2)</u>	04/14/2029	Common Stock	726,000
Stock Option (Right to Buy)	\$ 1.06	04/15/2019	A		250,000		<u>(2)(3)</u>	04/14/2029	Common Stock	250,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bazley Mathew C. C/O AXOVANT GENE THERAPIES LTD. 11 TIMES SQUARE, 33RD FLOOR NEW YORK, NY 10036			General Counsel	

Signatures

/s/ Alison Haggerty,
Attorney-in-Fact
Date: 04/17/2019

**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).

The option vests over a period of four years, with one quarter of the common shares underlying the option vesting on April 15, 2020 and (1) the remainder vesting in twelve equal quarterly installments thereafter, subject to the Reporting Person providing continuous service to the Issuer on each such date.

The option allows for early exercise, subject to the Issuer's repurchase option with respect to any unvested common shares. All common (2) shares underlying the option will become fully vested upon a change in control, as that term is defined in the Issuer's 2015 Equity Incentive Plan.

One-third of the option will vest at such time as the Issuer's 30-day trailing volume weighted average closing stock price ("30-day VWAP") is equal to \$2.12; one-third of the option will vest at such time as the Issuer's 30-day VWAP stock price is equal to \$4.24; and (3) one-third of the option will vest at such time as the Issuer's 30-day VWAP stock price is equal to \$6.36, in each case subject to the Reporting Person providing continuous service to the Issuer on each such 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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