

Axovant Sciences Ltd.
Form 3
July 13, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â VIKING GLOBAL PERFORMANCE LLC | | (Month/Day/Year) | Axovant Sciences Ltd. [AXON] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | |
| 55 RAILROAD AVENUE | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | |
| GREENWICH,Â CTÂ 06830 | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| (City) | (State) | (Zip) | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|---|
| Common Shares | 75,000,000 | I | See Explanation of Responses ⁽¹⁾ <u>(2)</u> <u>(3)</u> <u>(4)</u> |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| VIKING GLOBAL PERFORMANCE LLC 55 RAILROAD AVENUE GREENWICH, CT 06830 | ^ | ^ X | ^ | ^ |
| Viking Global Equities LP 55 RAILROAD AVENUE GREENWICH, CT 06830 | ^ | ^ X | ^ | ^ |
| Viking Global Equities II LP 55 RAILROAD AVENUE GREENWICH, CT 06830 | ^ | ^ X | ^ | ^ |
| VGE III Portfolio Ltd. 55 RAILROAD AVENUE GREENWICH, CT 06830 | ^ | ^ X | ^ | ^ |
| Viking Long Fund Master Ltd. 55 RAILROAD AVENUE GREENWICH, CT 06830 | ^ | ^ X | ^ | ^ |
| Viking Long Fund GP LLC 55 RAILROAD AVENUE GREENWICH, CT 06830 | ^ | ^ X | ^ | ^ |

Signatures

/s/ O. Andreas Halvorsen
(5)(6) 07/13/2016

**Signature of Reporting Person Date

/s/ David C. Ott (5)(6) 07/13/2016

**Signature of Reporting Person Date

/s/ Daniel S. Sundheim
(5)(6) 07/13/2016

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) The Reporting Persons (as defined below) do not directly own any shares of common stock (the "Common Shares") of Axovant Sciences Ltd. (the "Issuer"). The Reporting Persons acquired Roivant Sciences Ltd. ("Roivant") common shares (the "Roivant Common Shares") on December 8, 2015. Roivant directly holds the 75,000,000 Common Shares reported herein. Due to certain governance arrangements set forth in Roivant's bye-laws, as of the appointment of an independent director (within the meaning of that term under Roivant's bye-laws) to Roivant's board of directors effective July 8, 2016, the Reporting Persons may be deemed to have

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beneficial ownership over the Common Shares held by Roivant.

(2) O. Andreas Halvorsen, David C. Ott and Daniel S. Sundheim are Executive Committee members of certain management entities, including Viking Global Partners LLC, the general partner of Viking Global Investors LP ("VGI"), Viking Global Performance LLC ("VGP"), Viking Long Fund GP LLC ("VLFGP") and Viking Global Opportunities GP LLC ("Opportunities GP"), the sole owner of Viking Global Opportunities Portfolio GP LLC ("Opportunities Portfolio GP"). VGI provides managerial services to various investment funds, including Viking Global Equities LP ("VGE"), Viking Global Equities II LP ("VGE II"), VGE III Portfolio Ltd. ("VGE III"), Viking Long Fund Master Ltd. ("VLFM") and Viking Global Opportunities Illiquid Investments Sub-Master LP ("Opportunities Fund", and together with VGE, VGE II, VGE III and VLFM, the "Funds" and the Funds together with VGI, VGP, VLFGP, Opportunities GP, Opportunities Portfolio GP, O. Andreas Halvorsen, David C. Ott and Daniel S. Sundheim, the "Reporting Persons").

(3) VGP is the general partner of VGE and VGE II and the investment manager of VGE III. VLFGP serves as the investment manager of VLFM. Opportunities GP serves as the sole member of Opportunities Portfolio GP. Opportunities Portfolio GP serves as the general partner of Opportunities Fund.

(4) The Reporting Persons disclaim beneficial ownership of these securities except to the extent of their pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose.

Â

Remarks:

(5)Â TheÂ ReportingÂ PersonsÂ areÂ jointlyÂ filingÂ thisÂ FormÂ 3Â pursuantÂ toÂ RuleÂ 16a-3(j)Â underÂ theÂ Excha

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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