

Axovant Sciences Ltd.
Form SC 13D/A
January 03, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

AMENDMENT NO. 5*

Axovant Sciences Ltd.

(Name of Issuer)

Common Shares, \$0.00001 par value per share

(Title of Class of Securities)

G0750W104

(CUSIP Number)

Andrew Genser

General Counsel

**55 Railroad Avenue
Greenwich, Connecticut 06830**

212-672-7050

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

January 1, 2019

(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.

* 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 the disclosures provided in a prior cover page.

The information required in 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).

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1 NAMES OF REPORTING PERSONS

Viking Global Investors LP
 CHECK THE
 APPROPRIATE BOX IF
 A MEMBER OF A
 GROUP

2 (see instructions)

(a)

(b) x

3 SEC USE ONLY
 SOURCE OF FUNDS (see
 4 instructions)

OO (See Item 3)

5 CHECK IF
 DISCLOSURE OF
 LEGAL PROCEEDINGS
 IS REQUIRED
 PURSUANT TO ITEM
 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

0
 SHARED
 VOTING
 POWER

8 NUMBER OF SHARES

9 0
 SOLE
 DISPOSITIVE

BENEFICIALLY OWNED

BY 0

10 SHARED
EACH DISPOSITIVE
REPORTING POWER

PERSON 99,285,714
WITH

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

99,285,714
12 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

(see instructions)
13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

65.2%*
14 TYPE OF REPORTING
PERSON

PN
The calculation is based
on a total of based on
152,175,480 Common
Shares outstanding, as
reported in the
prospectus supplement
filed by Axovant
* Sciences Ltd. (the
“Issuer”) with the
Securities and Exchange
Commission (the
“Commission”) pursuant
to Rule 424(b)(5) under
the Act on December 17,
2018.

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NAMES OF REPORTING PERSONS

1 Viking Global Performance LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (see instructions)

(a)

(b) x

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

6 Delaware

7 SOLE VOTING POWER

0 SHARED VOTING POWER

NUMBERS OF SHARES

9 0 SOLE DISPOSITIVE

BENEFICIAL POWER
OWNED

BY 0

10 SHARED
EACH DISPOSITIVE
REPORTING POWER

PERSON 99,285,714
WITH

11 AGGREGATE AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

99,285,714
12 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES
(see instructions)

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

65.2%*
14 TYPE OF REPORTING
PERSON

OO
The calculation is based on
a total of based on
152,175,480 Common
Shares outstanding, as
reported in the Issuer's
prospectus supplement
filed with the Commission
pursuant to Rule 424(b)(5)
under the Act on
December 17, 2018.

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1	NAMES OF REPORTING PERSONS	
	Viking Global Equities LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
	(see instructions)	
	(a)	
	(b) x	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (see instructions)	
	OO (See Item 3)	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
7	SOLE VOTING POWER	
	0	
	SHARED VOTING POWER	
NUMBER OF SHARES	0	
9	SOLE DISPOSITIVE	

	BENEFICIALLY OWNED	
	BY	0
		10 SHARED
	EACH DISPOSITIVE	
	REPORTING POWER	
	PERSON	99,285,714
	WITH	
	AGGREGATE AMOUNT	
	BENEFICIALLY	
11	OWNED BY EACH	
	REPORTING PERSON	
		99,285,714
	CHECK BOX IF THE	
	AGGREGATE	
12	AMOUNT IN ROW	
	(11) EXCLUDES	
	CERTAIN SHARES	
	(see instructions)	
	PERCENT OF CLASS	
	REPRESENTED BY	
13	AMOUNT IN ROW (11)	
		65.2%*
	TYPE OF REPORTING	
14	PERSON	
		PN

* The calculation is based on a total of based on 152,175,480 Common Shares outstanding, as reported in the Issuer's prospectus supplement filed with the Commission pursuant to Rule 424(b)(5) under the Act on December 17, 2018.

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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)

(b) x

3 SEC USE ONLY SOURCE OF FUNDS (see instructions)

4

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

Delaware

SOLE VOTING POWER

7

0 SHARED VOTING POWER

NUMBER OF SHARES

0 SOLE DISPOSITIVE

9

BENEFICIAL POWER
OWNED

BY 0
10 SHARED
EACH DISPOSITIVE
REPORTING POWER

PERSON 99,285,714
WITH

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

99,285,714
12 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

(see instructions)
13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

65.2%*
14 TYPE OF REPORTING
PERSON

PN

* The calculation is based on a total of based on 152,175,480 Common Shares outstanding, as reported in the Issuer's prospectus supplement filed with the Commission pursuant to Rule 424(b)(5) under the Act on December 17, 2018.

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1		NAMES OF REPORTING PERSONS
		VGE III Portfolio Ltd.
		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
2		(see instructions)
		(a)
		(b) x
3		SEC USE ONLY
4		SOURCE OF FUNDS (see instructions)
		OO (See Item 3)
5		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
		0
		SHARED VOTING
NUMBER OF SHARES	8	POWER
		0
BENEFICIALLY OWNED BY	9	SOLE DISPOSITIVE POWER

EACH 0
 REPORTING 10 SHARED
 DISPOSITIVE
 PERSON WITH POWER

99,285,714
 AGGREGATE AMOUNT
 BENEFICIALLY
 11 OWNED BY EACH
 REPORTING PERSON

99,285,714
 CHECK BOX IF
 12 THE AGGREGATE
 AMOUNT IN ROW
 (11) EXCLUDES
 CERTAIN SHARES
 (see instructions)
 13 PERCENT OF CLASS
 REPRESENTED BY
 AMOUNT IN ROW (11)

65.2%*
 TYPE OF REPORTING
 14 PERSON

CO
 The calculation is based
 on a total of based on
 152,175,480 Common
 Shares outstanding, as
 reported in the Issuer's
 * prospectus supplement
 filed with the
 Commission pursuant to
 Rule 424(b)(5) under the
 Act on December 17,
 2018.

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16
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NAMES OF REPORTING
 PERSONS

1 Viking Global Equities Master
 Ltd.

CHECK THE
 APPROPRIATE BOX IF
 A MEMBER OF A
 GROUP

2 (see instructions)

(a)

(b) x

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

Cayman Islands

SOLE VOTING
 7 POWER

0
 SHARED
 VOTING

NUMBER OF 8
 SHARES POWER

0
 BENEFICIALLY 9 SOLE
 OWNED BY DISPOSITIVE
 POWER

EACH 0
 REPORTING 10 SHARED
 DISPOSITIVE
 PERSON WITH POWER

11 99,285,714
 AGGREGATE AMOUNT
 BENEFICIALLY
 OWNED BY EACH
 REPORTING PERSON

12 99,285,714
 CHECK BOX IF
 THE AGGREGATE
 AMOUNT IN ROW
 (11) EXCLUDES
 CERTAIN SHARES
 (see instructions)
 PERCENT OF CLASS
 REPRESENTED BY
 13 AMOUNT IN ROW (11)

14 65.2%*
 TYPE OF REPORTING
 PERSON

CO

The calculation is based on a total of based on 152,175,480 Common Shares outstanding, as reported in the Issuer's prospectus supplement filed with the Commission pursuant to Rule 424(b)(5) under the Act on December 17, 2018.

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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) x	
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	
Delaware	
7	
SOLE VOTING POWER	
0	
8	
SHARED VOTING POWER	
NUMBER OF SHARES	
0	
9	
BENEFICIALLY OWNED BY EACH REPORTING	
SOLE DISPOSITIVE POWER	
0	

PERSON WITH 10 SHARED
DISPOSITIVE
POWER

99,285,714

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

99,285,714
CHECK BOX IF
THE

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

65.2%*
TYPE OF REPORTING
PERSON

14
OO

The calculation is based on a total of based on 152,175,480 Common Shares outstanding, as reported in the Issuer's prospectus supplement filed with the Commission pursuant to Rule 424(b)(5) under the Act on December 17, 2018.

*

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NAMES OF REPORTING PERSONS		
1	Viking Long Fund Master Ltd.	
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
2	(see instructions)	
	(a)	
	(b) x	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (see instructions)	
	OO (See Item 3)	
5	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	
	0	
	SHARED VOTING POWER	
NUMBER OF SHARES	0	
9		

	BENEFICIAALLY	SOLE
	OWNED	DISPOSITIVE
	BY	POWER
	EACH	0
	REPORTING	SHARED
		DISPOSITIVE
	PERSON	POWER
	WITH	
		99,285,714
	AGGREGATE AMOUNT	
	BENEFICIAALLY	
11	OWNED BY EACH	
	REPORTING PERSON	
		99,285,714
	CHECK BOX IF	
	THE AGGREGATE	
12	AMOUNT IN ROW	
	(11) EXCLUDES	
	CERTAIN SHARES	
	(see instructions)	
	PERCENT OF CLASS	
13	REPRESENTED BY	
	AMOUNT IN ROW (11)	
		65.2%*
	TYPE OF REPORTING	
14	PERSON	
	CO	

The calculation is based on a total of based on 152,175,480 Common Shares outstanding, as reported in the Issuer's prospectus supplement filed with the Commission pursuant to Rule 424(b)(5) under the Act on December 17, 2018.

*

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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) x

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

6 Delaware

SOLE VOTING POWER

7

0 SHARED VOTING POWER

NUMBER8 OF SHARES

0 SOLE DISPOSITIVE

9

BENEFICIALLY OWNED

BY 0

10 SHARED

EACH DISPOSITIVE

REPORTING POWER

PERSON 99,285,714

WITH

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

99,285,714

12 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

(see instructions)

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

65.2%*

14 TYPE OF REPORTING
PERSON

OO

The calculation is based on a total of based on 152,175,480 Common Shares outstanding, as reported in the Issuer's prospectus supplement filed with the Commission pursuant to Rule 424(b)(5) under the Act on December 17, 2018.

*

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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) x

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

6 Delaware

SOLE VOTING POWER

7

0 SHARED VOTING POWER

NUMBER8 OF SHARES

0 SOLE DISPOSITIVE

9

BENEFICIALLY OWNED
 BY 0
 10 SHARED
 EACH DISPOSITIVE
 REPORTING POWER

 PERSON 99,285,714
 WITH
 11 AGGREGATE AMOUNT
 BENEFICIALLY OWNED
 BY EACH REPORTING
 PERSON

 99,285,714
 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)

 65.2%*
 14 TYPE OF REPORTING
 PERSON

 OO

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		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) x

3 SEC USE ONLY
 SOURCE OF FUNDS (see
 4 instructions)

OO (See Item 3)
 CHECK IF
 DISCLOSURE OF
 5 LEGAL PROCEEDINGS
 IS REQUIRED
 PURSUANT TO ITEM
 2(d) or 2(e)
 CITIZENSHIP OR PLACE
 6 OF ORGANIZATION

Cayman Islands

7 SOLE VOTING
 POWER

0
 SHARED
 VOTING
 POWER

NUMBERS
 OF
 SHARES

0

9

	BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE DISPOSITIVE POWER
		0
		SHARED DISPOSITIVE POWER
		99,285,714
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		99,285,714
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
		65.2%*
14	TYPE OF REPORTING PERSON	
		PN

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BY 0
10 SHARED
EACH DISPOSITIVE
REPORTING POWER

PERSON 99,285,714
WITH

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

12 99,285,714
CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES
(see instructions)

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

14 65.2%*
TYPE OF REPORTING
PERSON

IN

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1		NAMES OF REPORTING PERSONS
		David C. Ott
		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
2		(see instructions)
		(a)
		(b) x
3		SEC USE ONLY
4		SOURCE OF FUNDS (see instructions)
		OO (See Item 3)
5		CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
6		CITIZENSHIP OR PLACE OF ORGANIZATION
		United States
	7	SOLE VOTING POWER
		0
		SHARED VOTING
NUMBER OF SHARES	8	POWER
		0
BENEFICIALLY OWNED BY	9	SOLE DISPOSITIVE POWER

EACH 0
 REPORTING 10 SHARED
 DISPOSITIVE
 PERSON WITH POWER

11 99,285,714
 AGGREGATE AMOUNT
 BENEFICIALLY
 OWNED BY EACH
 REPORTING PERSON

12 99,285,714
 CHECK BOX IF
 THE AGGREGATE
 AMOUNT IN ROW
 (11) EXCLUDES
 CERTAIN SHARES
 (see instructions)
 PERCENT OF CLASS
 REPRESENTED BY
 13 AMOUNT IN ROW (11)

14 65.2%*
 TYPE OF REPORTING
 PERSON

IN

The calculation is based on a total of based on 152,175,480 Common Shares outstanding, as reported in the Issuer's prospectus supplement filed with the Commission pursuant to Rule 424(b)(5) under the Act on December 17, 2018.

*

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1 NAMES OF REPORTING PERSONS

Rose S. Shabet

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (see instructions)

(a)

(b) x

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 United States

7 SOLE VOTING POWER

8 NUMBER OF SHARES 0 SHARED VOTING POWER

9 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 0 SOLE DISPOSITIVE POWER

10 PERSON WITH 0 SHARED DISPOSITIVE

POWER

11 99,285,714
AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

12 99,285,714
CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES
(see instructions)
13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

14 65.2%*
TYPE OF REPORTING
PERSON

IN

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	NAMES OF REPORTING PERSONS
1	Rose S. Shabet
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
2	(see instructions)
	(a) <input type="radio"/>
	(b) <input checked="" type="checkbox"/>
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)
5	PROCEEDINGS IS <input type="radio"/>
	CITIZENSHIP OR PLACE OF ORGANIZATION
6	United States
	SOLE VOTING POWER
7	<input checked="" type="radio"/>
	SHARED VOTING POWER
8	<input type="radio"/>
NUMBER OF SHARES	
	BENEFICIALLY OWNED BY EACH REPORTING
9	<input type="radio"/>
	SOLE DISPOSITIVE POWER

PERSON WITH 0
 10 SHARED
 DISPOSITIVE
 POWER

11 99,285,714
 AGGREGATE AMOUNT
 BENEFICIALLY OWNED
 BY EACH REPORTING
 PERSON

12 99,285,714
 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 65.2%*
 TYPE OF REPORTING
 PERSON
 IN

* The calculation is based
 on a total of based on
 152,175,480 Common
 Shares outstanding, as
 reported in the Issuer's
 prospectus supplement
 filed with the
 Commission pursuant
 to Rule 424(b)(5) under
 the Act on December
 17, 2018.

This Amendment No. 5 (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, Amendment No. 2 filed on July 6, 2017, Amendment No. 3 filed on June 7, 2018 and Amendment No. 4 filed on December 20, 2018 (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 2. Identity and Background

This Amendment amends the Original 13D by amending and restating Item 2 of the Original Schedule 13D in its entirety as set forth below:

“(a), (f) This Schedule 13D is being filed jointly on behalf of Viking Global Investors LP, a Delaware limited partnership (“VGI”), Viking Global Performance LLC, a Delaware limited liability company (“VGP”), Viking Global Equities LP, a Delaware limited partnership (“VGE”), Viking Global Equities II LP, a Delaware limited partnership (“VGEII”), VGE III Portfolio Ltd., a Cayman Islands exempted company (“VGEIII” and, together with VGE, the “VGEM Feeders”), Viking Long Fund GP LLC, a Delaware limited liability company (“VLFGP”), Viking Long Fund Master Ltd., a Cayman Islands exempted company (“VLFM”), Viking Global Opportunities GP LLC, a Delaware limited liability company (“Opportunities GP”), Viking Global Opportunities Portfolio GP LLC, a Delaware limited liability company (“Opportunities Portfolio GP”), Viking Global Equities Master Fund Ltd., a Cayman Islands exempted company (“VGEM”), Viking Global Opportunities Illiquid Investments Sub-Master LP, a Cayman Islands exempted limited partnership (“Opportunities Fund”, and, together with VGEII, VGEM and VLFM, the “Funds”), O. Andreas Halvorsen, a citizen of Norway, David C. Ott, a citizen of the United States, and Rose S. Shabet, a citizen of the United States (each, a “Reporting Person”, and, collectively, the “Reporting Persons”).

The Reporting Persons have entered into a joint filing agreement, dated as of January 3, 2019, a copy of which is filed herewith as Exhibit 99.1.

(b) The business address of each of the Reporting Persons is 55 Railroad Avenue, Greenwich, Connecticut 06830.

(c) The principal business of VGI is to provide managerial services to related entities engaged in making or recommending investments in securities of public and private companies.

The principal business of each of VGP, VLFGP, Opportunities GP and Opportunities Portfolio GP is to serve as the general partner or investment manager of related entities engaged in making or recommending investments in securities of public and private companies.

The principal business of each of the VGEM Feeders is to invest substantially all of its assets in VGEM.

The principal business of each of the Funds is to engage in making investments in securities of public and private companies.

The present principal occupation of O. Andreas Halvorsen is Chief Executive Officer of VGI. The present principal occupation of David C. Ott is Advisory Director of VGI. The present principal occupation of Rose S. Shabet is Chief Operating Officer of VGI.

(d), (e) During the last five years, none of the Reporting Persons (i) has been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.”

Item 4. Purpose of Transaction

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

“As of January 1, 2019, as part of an internal reorganization, the VGEM Feeders became feeder funds for a new master fund, VGEM.”

Item 5. Interest in Securities of the Issuer

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

“(a)-(b) The information contained on each of the cover pages of this Schedule 13D and the information set forth or incorporated in Items 2, 3, 4 and 6 are hereby incorporated herein by reference.

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: 99,285,714 Common Shares, representing 65.2% of the issued and outstanding Common Shares of the Issuer.

VGEM has the authority to dispose of and vote the Roivant Common Shares directly owned by it, which power may be exercised by its general partner, VGP, and by VGI, an affiliate of VGP, which provides managerial services to VGEM. VGE and Viking Global Equities III Ltd. (a Cayman Islands exempted company), through its investment in VGEIII, invest substantially all of their assets in VGEM.

VGEII has the authority to dispose of and vote the Roivant Common Shares directly owned by it, which power may be exercised by its general partner, VGP, and by VGI, an affiliate of VGP, which provides managerial services to VGEII.

VLFM has the authority to dispose of and vote the Roivant Common Shares directly owned by it, which power may be exercised by its investment manager, VLFGP, and by VGI, an affiliate of VLFGP, which provides managerial services to VLFM. Viking Long Fund LP (a Delaware limited partnership) and Viking Long Fund III Ltd. (a Cayman Islands exempted company), through its investment in Viking Long Fund Intermediate LP (a Cayman Islands limited partnership), invest substantially all of their assets in VLFM.

Opportunities Fund has the authority to dispose of and vote the Roivant Common Shares directly owned by it, which power may be exercised by its general partner, Opportunities Portfolio GP, and by VGI, an affiliate of Opportunities Portfolio GP, which provides managerial services to Opportunities Fund. Viking Global Opportunities LP (a Delaware limited partnership) and Viking Global Opportunities III LP (a Cayman Islands exempted limited partnership), through its investment in Viking Global Opportunities Intermediate LP (a Cayman Islands exempted limited partnership), invest substantially all of their assets in Viking Global Opportunities Master LP (a Cayman Islands exempted limited partnership), which in turn invests through Opportunities Fund.

VGI provides managerial services to the Funds. VGI has the power to direct the vote and disposition of investments held by the Funds. Accordingly, VGI may be deemed to have beneficial ownership over any Common Shares deemed beneficially owned by the Funds.

VGP, as the general partner of VGE and VGEII, has the power to direct the vote and disposition of investments held by VGE and VGEII. Accordingly, VGP may be deemed to have beneficial ownership over the Common Shares beneficially owned by VGE and VGEII. VGP serves as investment manager to VGEIII and VGEM and has the power to direct the vote and disposition of the investments held by VGEIII and VGEM. Accordingly, VGP may be deemed to have beneficial ownership over any Common Shares deemed beneficially owned by VGEIII and VGEM.

VLFGP serves as the investment manager of VLFM and has the power to direct the vote and disposition of investments held by VLFM. Accordingly, VLFGP may be deemed to have beneficial ownership over any Common Shares deemed beneficially owned by VLFM.

Opportunities Portfolio GP serves as the general partner of Opportunities Fund and has the power to direct the vote and disposition of investments held by Opportunities Fund. Accordingly, Opportunities Portfolio GP may be deemed to have beneficial ownership over any Common Shares deemed beneficially owned by Opportunities Fund.

Opportunities GP serves as the sole member of Opportunities Portfolio GP and has the power to direct the vote and disposition of investments held by Opportunities Portfolio GP, which consists of the investments held by Opportunities Fund. Accordingly, Opportunities GP may be deemed to have beneficial ownership over any Common Shares deemed beneficially owned by Opportunities Portfolio GP, consisting of any Common Shares deemed beneficially owned by Opportunities Fund.

Messrs. Halvorsen and Ott and Ms. Shabet, as Executive Committee Members of Viking Global Partners LLC (the general partner of VGI), VGP, VLFGP and Opportunities GP, have shared authority to direct the voting and disposition of investments beneficially owned by VGI, VGP, VLFGP and Opportunities GP. Accordingly, each of Messrs. Halvorsen and Ott and Ms. Shabet may be deemed to have beneficial ownership over any Common Shares deemed beneficially owned by VGI, VGP, VLFGP and Opportunities GP.

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. Such percentage was calculated for each Reporting Person based on a total of based on 152,175,480 Common Shares outstanding, as reported in the Issuer's prospectus supplement filed with the Commission pursuant to Rule 424(b)(5) under the Act on December 17, 2018. Except as disclosed in this Schedule 13D, none of the Reporting Persons beneficially owns any Common Shares or has the right to acquire any Common Shares.

Except as disclosed in this Schedule 13D, none of the Reporting Persons presently has the power to vote or to direct the vote or to dispose or direct the disposition of any of the Common Shares that such Reporting Person may be deemed to beneficially own."

Item 7. Material to Be Filed as Exhibits

This Amendment amends and restates Item 7 of the Original Schedule 13D in its entirety as set forth below:

"Exhibit 99.1 Joint Filing Agreement, dated as of January 3, 2019, among the Reporting Persons."

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: January 3, 2019

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, VGE III PORTFOLIO LTD. and VIKING GLOBAL EQUITIES MASTER 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, VGE III PORTFOLIO LTD. and VIKING GLOBAL EQUITIES MASTER 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/ 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, VGE III PORTFOLIO LTD. and VIKING GLOBAL EQUITIES MASTER 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

INDEX TO EXHIBITS

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