

VIKING GLOBAL INVESTORS LP
 Form 4
 March 19, 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 *
VIKING GLOBAL INVESTORS LP

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
55 RAILROAD AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/18/2019

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

GREENWICH, CT 06830

(City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Shares, par value \$0.00001 per share | 03/18/2019 | | P ⁽¹⁾ | 6,666,667 A | \$ 1.5 105,952,381 | I | See Footnotes (2) (3) (4) (5) |

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

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| VIKING GLOBAL INVESTORS LP 55 RAILROAD AVENUE GREENWICH, CT 06830 | | X | | |
| Viking Global Opportunities Illiquid Investments Sub-Master LP 55 RAILROAD AVENUE GREENWICH, CT 06830 | | X | | |
| Viking Global Opportunities Portfolio GP LLC 55 RAILROAD AVENUE GREENWICH, CT 06830 | | X | | |
| Viking Global Opportunities GP LLC 55 RAILROAD AVENUE GREENWICH, CT 06830 | | X | | |
| HALVORSEN OLE ANDREAS 55 RAILROAD AVENUE GREENWICH, CT 06830 | | X | | |
| Ott David C. 55 RAILROAD AVENUE GREENWICH, CT 06830 | | X | | |
| Shabet Rose Sharon 55 RAILROAD AVENUE GREENWICH, CT 06830 | | X | | |

Signatures

/s/ O. ANDREAS HALVORSEN
(6)(7) 03/19/2019

__Signature of Reporting Person Date

/s/ DAVID C. OTT (6)(7) 03/19/2019

__Signature of Reporting Person Date

/s/ ROSE SHABET (6)(7) 03/19/2019

__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).

(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 105,952,381 Common Shares reported herein. Due to certain governance arrangements set forth in Roivant's by-laws, as of the appointment of an independent director (within the meaning of that term under Roivant's by-laws) to Roivant's board of directors effective July 8, 2016, the Reporting Persons may be deemed to have beneficial ownership over the Common Shares held by Roivant.

(2) O. Andreas Halvorsen, David C. Ott and Rose S. Shabet 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").

(3) 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 Global Equities Master Ltd. ("VGEM"), 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, VGEM and VLFM, the "Funds" and the Funds together with VGI, VGP, VLFGP, Opportunities GP, Opportunities Portfolio GP, O. Andreas Halvorsen, David C. Ott and Rose S. Shabet, the "Reporting Persons").

(4) VGP is the general partner of VGE, VGE II and VGEM 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.

(5) 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 or for any other purpose.

Remarks:

(6) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act. (7) Each of O. And

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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