

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Dexxon Holdings Ltd.</u> (Last) (First) (Middle) 1 DEXCEL STREET (Street) OR AKIVA L3 3060000 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Axovant Sciences Ltd. [AXON]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/18/2019	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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)
			Code	V	Amount	(A) or (D)	Price			
Common Shares, \$0.00001 par value per share	03/18/2019		P		6,666,667	A	\$1.5	105,952,381	I	See footnotes ⁽¹⁾⁽²⁾

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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person*
Dexxon Holdings Ltd.
 (Last) (First) (Middle)
 1 DEXCEL STREET
 (Street)
 OR AKIVA L3 3060000
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Dexcel Pharma Technologies Ltd.
 (Last) (First) (Middle)
 1 DEXCEL STREET
 (Street)
 OR AKIVA L3 3060000
 (City) (State) (Zip)

1. Name and Address of Reporting Person*		
<u>Oren Dan</u>		
(Last)	(First)	(Middle)
1 DEXCEL STREET		
(Street)		
OR AKIVA	L3	3060000
(City)		
(State)	(Zip)	

Explanation of Responses:

1. Dexxon Holdings Ltd. ("Dexxon"), Dexcel Pharma Technologies Ltd. ("DPT") and Dan Oren (together with Dexxon and DPT the "Reporting Persons") are filing this Form 4 because they may be deemed to have dispositive power and, therefore, beneficial ownership, over the common shares (the "Common Shares") of Axovant Sciences Ltd. held by Roivant Sciences Ltd. ("Roivant"). Roivant's bye-laws provide Dexxon and DPT, voting unanimously with three other major shareholders of Roivant, with the right to override certain decisions of Roivant's board of directors, including with respect to dispositions of the Common Shares.

2. Voting and dispositive decisions of Dexxon are made by its sole director, Dan Oren. Voting and dispositive decisions of DPT are made by its President and Chief Executive Officer, Dan Oren. Dan Oren is ultimately the sole shareholder of each of Dexxon and DPT. Accordingly, Dan Oren may be deemed to have investment control over the Common Shares owned directly by Roivant. The Reporting Persons do not directly own any Common Shares. The Reporting Persons disclaim beneficial ownership of the Common Shares owned by Roivant, except to the extent of their pecuniary interest therein. The filing of this statement shall not be deemed an admission that the Reporting Persons are the beneficial owners of the securities reported herein for purposes of Section 16 of the Securities Act of 1934, as amended, or otherwise.

/s/ Dexxon Holdings Ltd. by 03/19/2019
Dan Oren, Director

/s/ Dexcel Pharma
Technologies Ltd. by Dan 03/19/2019
Oren, President & CEO

/s/ Dan Oren 03/19/2019

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.