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

SCHEDULE 13D

**(Amendment No. 4)
Under the Securities Exchange Act of 1934**

Axovant Gene Therapies Ltd.
(Name of Issuer)

Common Shares, \$0.00001 par value
(Title of Class of Securities)

G0750W203
(CUSIP Number)

Eleazer Klein, Esq.
Schulte Roth & Zabel LLP
919 Third Avenue, New York, NY 10022
(212) 756-2000
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

July 10, 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 disclosures provided in a prior cover page.

The information required on 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).

1.	Names of Reporting Persons. QVT Financial LP	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) AF	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 0
	8.	Shared Voting Power 0
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 0
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 0	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 0%	
14.	Type of Reporting Person (See Instructions) PN	

1.	Names of Reporting Persons. QVT Financial GP LLC	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) AF	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 0
	8.	Shared Voting Power 0
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 0
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 0	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 0%	
14.	Type of Reporting Person (See Instructions) OO	

1.	Names of Reporting Persons. QVT Financial Investment Cayman Ltd.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) WC	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Cayman Islands	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 0
	8.	Shared Voting Power 0
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 0
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 0	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 0%	
14.	Type of Reporting Person (See Instructions) PN	

1.	Names of Reporting Persons. QVT Associates GP LLC	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) AF	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 0
	8.	Shared Voting Power 0
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 0
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 0	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 0%	
14.	Type of Reporting Person (See Instructions) OO	

This Amendment No. 4 (the "Amendment") further amends and supplements the Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission (the "SEC") on July 13, 2016, as amended by Amendment No. 1 thereto filed with the SEC on June 15, 2018, as amended by Amendment No. 2 thereto filed with the SEC on December 20, 2018, as amended by Amendment No. 3 thereto filed with the SEC on March 19, 2019 (the "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 Schedule 13D.

Item 4. Purpose of Transaction

This Amendment constitutes an exit filing for the Reporting Persons. Due to changes in the internal governance of Roivant Sciences Ltd. ("Roivant") relating to Roivant's dispositive power over the Common Shares, the Reporting Persons are no longer deemed to beneficially own the Common Shares directly owned by Roivant. Additionally, based on other changes in Roivant's internal governance relating to oversight of Roivant's business and governance, the Reporting Persons are no longer deemed to control Roivant within the meaning of Instruction C to Schedule 13D. **Roivant's ownership of the Issuer's Common Shares remains unchanged and this filing is not being made as a result of the purchase or sale of Common Shares of the Issuer by any party, including the Reporting Persons.**

Item 5. Interest in Securities of the Issuer

(a) and (b) The information contained on the cover pages to this Amendment is incorporated herein by reference.

On July 10, 2019, the board of directors of Roivant adopted changes to Roivant's internal governance concerning Roivant's dispositive power over the Common Shares and other matters relating to oversight of Roivant's business and governance. As a result of these changes, Roivant's shareholders (including the Reporting Persons) no longer have the right to override certain decisions of Roivant's board of directors concerning dispositions of the Common Shares via a unanimous vote (and each thus no longer has the individual right to veto dispositive decisions of Roivant's board of directors), and so have ceased to have beneficial ownership of the Common Shares directly owned by Roivant.

The Reporting Persons no longer may be deemed to beneficially own the Common Shares owned by Roivant, as discussed in Item 4.

Each of the Covered Persons and Reporting Persons disclaims beneficial ownership of the Common Shares owned by Roivant.

(c) The reported share amounts for the Reporting Persons reflect amounts as of the date hereof. The Reporting Persons have not effected any transactions in the Common Shares during the past 60 days.

(d) Not applicable.

(e) July 10, 2019.

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: July 12, 2019

QVT FINANCIAL LP

By: QVT Financial GP LLC, its General Partner

By: /s/ Tracy Fu
Name: Tracy Fu
Title: Managing Member

By: /s/ Meg Eisner
Name: Meg Eisner
Title: Authorized Signatory

QVT FINANCIAL GP LLC

By: /s/ Tracy Fu
Name: Tracy Fu
Title: Managing Member

By: /s/ Meg Eisner
Name: Meg Eisner
Title: Authorized Signatory

QVT FINANCIAL INVESTMENT CAYMAN LTD.

By: /s/ Nicholas Brumm
Name: Nicholas Brumm
Title: Director

QVT ASSOCIATES GP LLC

By: /s/ Tracy Fu
Name: Tracy Fu
Title: Managing Member

By: /s/ Meg Eisner
Name: Meg Eisner
Title: Authorized Signatory