

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

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **October 2, 2020**

**Axovant Gene Therapies Ltd.**

(Exact name of registrant as specified in its charter)

**Bermuda**

**001-37418**

**98-1333697**

(State or other jurisdiction of  
incorporation)

(Commission File No.)

(I.R.S. Employer Identification No.)

**Suite 1, 3rd Floor  
11-12 St. James's Square  
London, United Kingdom**

**SW1Y 4LB**

(Address of principal executive office)

(Zip Code)

Registrant's telephone number, including area code: **+44 203 997 8931**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Title of each class**

**Trading Symbol(s)**

**Name of each exchange on which registered**

Common Shares, \$0.00001 par value per share

AXGT

The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 8.01 Other Events.**

Axovant Gene Therapies Ltd. previously entered into a sales agreement, or the Sales Agreement, on June 11, 2020, with SVB Leerink LLC, or SVB Leerink, to sell common shares from time to time through an “at-the-market” equity offering program under which SVB Leerink acts as our agent. We previously issued and sold approximately 6.2 million common shares for approximately \$19.7 million in net proceeds under the Sales Agreement. On the date hereof, we filed a prospectus supplement, or the Prospectus Supplement, with the Securities and Exchange Commission, or the SEC, to sell additional common shares under the Sales Agreement having an aggregate offering price of up to \$50,000,000.

Under the Sales Agreement, we will set the parameters for the sale of our common shares, including the number of common shares to be issued, the time period during which sales are requested to be made, limitation on the number of common shares that may be sold in any one trading day and any minimum price below which sales may not be made. Subject to the terms and conditions of the Sales Agreement, SVB Leerink may sell our common shares by any method deemed to be an “at-the-market” offering as defined in Rule 415 promulgated under the Securities Act of 1933, as amended, including, without limitation, sales made through The Nasdaq Global Select Market, or the Nasdaq, or on any other existing trading market for our common shares. SVB Leerink will use commercially reasonable efforts in conducting such sales activities consistent with its normal trading and sales practices, applicable state and federal laws, rules and regulations and the rules of the Nasdaq. The Sales Agreement may be terminated by us upon five days’ notice to SVB Leerink for any reason or by SVB Leerink upon five days’ notice to us for any reason or at any time under certain circumstances, including but not limited to the occurrence of a material adverse change in us. Under the terms of the Sales Agreement, we may also sell common shares to SVB Leerink acting as principal for SVB Leerink’s own account at prices agreed upon at the time of sale.

The Sales Agreement provides that SVB Leerink will be entitled to compensation for its services in an amount equal to 3% of the gross proceeds of any common shares sold under the Sales Agreement. We have no obligation to sell any common shares under the Sales Agreement, and may at any time suspend solicitation and offers under the Sales Agreement.

Our common shares sold under the Sales Agreement will be issued pursuant to our effective shelf registration statement on Form S-3 (File No. 333-235889), including the Prospectus Supplement and the base prospectus included therein, which registration statement was originally filed with the SEC on January 10, 2020 and declared effective by the SEC on June 15, 2020.

The legal opinion of Conyers Dill & Pearman Limited relating to our common shares being offered is filed as Exhibit 5.1 to this Current Report on Form 8-K.

This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy the securities discussed herein, nor shall there be any sale of such securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit No.**

<a href="#">5.1</a>	<a href="#">Opinion of Conyers Dill &amp; Pearman Limited.</a>
<a href="#">23.1</a>	<a href="#">Consent of Conyers Dill &amp; Pearman Limited (included in Exhibit 5.1).</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Axovant Gene Therapies Ltd.**

Date: October 2, 2020

By: /s/ David Nassif

Name: David Nassif

Title: Principal Financial Officer and Principal Accounting Officer

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## CONYERS DILL &amp; PEARMAN LIMITED

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# CONYERS

2 October 2020

Matter No.:365849

Doc Ref: 17974095

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Axovant Gene Therapies Ltd.  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

Dear Sirs,

**Axovant Gene Therapies Ltd. (the “Company”)**

We have acted as special legal counsel in Bermuda to the Company in connection with an offering to be made pursuant to the prospectus (the “Prospectus”, which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto) comprised of a base prospectus included in a registration statement on Form S-3 (File No. 333-235889) (the “Registration Statement”, which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto) declared effective by the U.S. Securities and Exchange Commission (the “Commission”) on 15 June 2020, as supplemented by the prospectus supplement dated 2 October 2020, relating to the registration under the U.S. Securities Act of 1933, as amended (the “Securities Act”), of that number of the Company’s common shares, par value US\$0.00001 each, having an aggregate gross sales price of up to \$50,000,000 (“Common Shares”), such Common Shares to be sold through SVB Leerink LLC as sales agent and/or principal of the Company pursuant to a sales agreement dated 11 June 2020 between the Company and SVB Leerink LLC.

For the purposes of giving this opinion, we have examined the following documents:

- (i) the Registration Statement; and
- (ii) the Prospectus.

We have also reviewed the memorandum of association and the bye-laws of the Company (together, the “Constitutional Documents”), each certified by the Secretary of the Company on 1 October 2020, a copy of minutes of a meeting of the board of directors of the Company on 28 December 2016, and an extract of minutes of a meeting of the board of directors of the Company held on 23 April 2020 certified by the Principal Financial Officer and Principal Accounting Officer of the Company and a written resolution of the pricing committee of the board of directors of the Company passed on 1 October 2020 (collectively, the “Minutes”), and such other documents and made such enquiries as to questions of law as we have deemed necessary in order to render the opinion set forth below.

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We have assumed (a) the genuineness and authenticity of all signatures and the conformity to the originals of all copies (whether or not certified) examined by us and the authenticity and completeness of the originals from which such copies were taken; (b) that where a document has been examined by us in draft form, it will be or has been executed and/or filed in the form of that draft, and where a number of drafts of a document have been examined by us all changes thereto have been marked or otherwise drawn to our attention; (c) the accuracy and completeness of all factual representations made in the Registration Statement and the Prospectus, and any other documents reviewed by us; (d) that the resolutions contained in the Minutes were passed at one or more duly convened, constituted and quorate meetings or by unanimous written resolutions, remain in full force and effect and have not been, and will not be, rescinded or amended; (e) that the Constitutional Documents will not be amended in any manner that would affect the opinions expressed herein; (f) that there is no provision of the law of any jurisdiction, other than Bermuda, which would have any implication in relation to the opinions expressed herein; (g) that the Company will have sufficient authorised capital to effect the issue of any of the Common Shares at the time of issuance; (h) that the Company's Common Shares will be listed on an appointed stock exchange, as defined in the Companies Act 1981, as amended (the "Companies Act"), which includes the NASDAQ, at the time of the issuance of any Common Shares; and (i) that, upon the issue of any Common Shares, the Company will receive consideration for the issue price thereof which shall be equal to at least the par value thereof.

We have made no investigation of and express no opinion in relation to the laws of any jurisdiction other than Bermuda. This opinion is to be governed by and construed in accordance with the laws of Bermuda and is limited to and is given on the basis of, the current law and practice in Bermuda. This opinion is issued solely for your benefit and use in connection with the matter described herein and is not to be relied upon by any other person, firm or entity or in respect of any other matter.

On the basis of and subject to the foregoing, we are of the opinion that:

1. The Company is duly incorporated and existing under the laws of Bermuda in good standing (meaning solely that it has not failed to make any filing with any Bermuda governmental authority or pay any Bermuda government fee or tax which would make it liable to be struck off the Register of Companies and thereby cease to exist under the laws of Bermuda).
2. When issued and paid for in accordance with the Registration Statement, the Common Shares to be sold by the Company will be validly issued, fully paid and non-assessable (which term means when used herein that no further sums are required to be paid by the holders thereof in connection with the issue of such Common Shares).

We hereby consent to (i) the filing of this opinion as an exhibit to the Company's Current Report on Form 8-K filed on or about 2 October 2020 for incorporation by reference into the Registration Statement and (ii) the references to our firm under the caption "Legal Matters" in the Registration Statement. In giving this consent, we do not hereby admit that we are experts within the meaning of Section 11 of the Securities Act or that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission promulgated thereunder.

Yours faithfully,

/s/ Conyers Dill & Pearman Limited

**Conyers Dill & Pearman Limited**