

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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>Lombardo Ilise</u>  (Last) (First) (Middle) C/O AXOVANT SCIENCES, INC. 11 TIMES SQUARE, 33RD FLOOR  (Street) NEW YORK NY 10036  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/07/2018	3. Issuer Name and Ticker or Trading Symbol <u>Axovant Sciences Ltd. [ AXON ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Medical Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Stock Option (Right to Buy)	(1)(2)	04/12/2025	Common Shares	384,166	1.04	D
Stock Option (Right to Buy)	(2)(3)	04/28/2026	Common Shares	57,500	13	D
Stock Option (Right to Buy)	(2)(4)	04/27/2027	Common Shares	100,000	24.24	D
Stock Option (Right to Buy)	(2)(5)	03/14/2028	Common Shares	250,000	1.46	D
Stock Option (Right to Buy)	(2)(6)	03/14/2028	Common Shares	100,000	1.46	D

**Explanation of Responses:**

- The option, which was initially granted for an aggregate of 487,500 shares, vests over a period of four years, with one quarter of the common shares underlying the option vesting on April 13, 2016 and the remainder vesting in twelve equal quarterly installments thereafter, subject to the Reporting Person providing continuous service to the Issuer on each such date.
- The option allows for early exercise, subject to the Issuer's repurchase option with respect to any unvested common shares. All common shares underlying the option will become fully vested upon a change in control, as that term is defined in the Issuer's 2015 Equity Incentive Plan.
- The option vests over a period of four years, with one quarter of the common shares underlying the option vesting on April 29, 2017 and the remainder vesting in twelve equal quarterly installments thereafter, subject to the Reporting Person providing continuous service to the Issuer on each such date.
- The option vests over a period of four years, with one quarter of the common shares underlying the option vesting on April 28, 2018 and the remainder vesting in twelve equal quarterly installments thereafter, subject to the Reporting Person providing continuous service to the Issuer on each such date.
- The option vests over a period of four years, with one quarter of the common shares underlying the option vesting on March 15, 2019 and the remainder vesting in twelve equal quarterly installments thereafter, subject to the Reporting Person providing continuous service to the Issuer on each such date.
- One-third of the option will vest at such time as the Issuer's stock price is equal to \$4.38; one-third of the option will vest at such time as the Issuer's stock price is equal to \$7.30; and one-third of the option will vest at such time as the Issuer's stock price is equal to \$10.22, in each case subject to the Reporting Person providing continuous service to the Issuer on each such date.

**Remarks:**

Exhibit List - Exhibit 24 - Power of Attorney No Non-Derivative Securities beneficially owned

/s/ Alison Haggerty, Attorney-in-Fact 08/17/2018

\*\* 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 5 (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.

POWER OF ATTORNEY

(For Executing Form ID and Forms 3, 4 and 5)

Know all by these presents, that the undersigned hereby constitutes and appoints each of John McKenna and Alison Haggerty of Cooley LLP and Gregory Weinhoff and Guled Adam of Axovant Sciences, Inc. the undersigned's true and lawful attorneys-in-fact and agents to:

(1) Prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the Securities and Exchange Commission (the "SEC") Form ID, Uniform Application for Access Codes to File on EDGAR, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or any rule or regulation thereunder;

(2) Prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the SEC Forms 3, 4 and 5 (including amendments thereto and joint filing agreements in connection therewith) in accordance with Section 16(a) of the Exchange Act and the rules and regulations thereunder in the undersigned's capacity as an executive officer or director of Axovant Sciences Ltd. (the "Company");

(3) Do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to prepare and execute any such Form ID and Forms 3, 4 or 5 (including amendments thereto and joint filing agreements in connection therewith) and file such forms with the SEC and any stock exchange, self-regulatory association or any similar authority; and

(4) Take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required of the undersigned, it being understood that the documents executed by the attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the attorney-in-fact may approve in the attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, and their substitutes, in serving in such capacity at the request of the undersigned, are not assuming (nor is the Company assuming) any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Form ID or Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, (b) revocation by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in fact or (c) as to any attorney-in-fact individually, until such attorney-in-fact is no longer employed by the Company, Cooley LLP or Axovant Sciences, Inc., as applicable.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date written below.

Date: August 13, 2018

By: /s/ Ilise Lombardo

Name: Ilise Lombardo