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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>SVF Investments (UK) Ltd</u> <hr/> (Last) (First) (Middle) 69 GROSVENOR STREET <hr/> (Street) LONDON X0 W1K 3JP <hr/> (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 09/06/2017 | 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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) | 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> 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) |
|---------------------------------|---|--|---|
| Common Shares | 75,000,000 ⁽¹⁾⁽²⁾⁽³⁾ | I | See Explanation ⁽¹⁾⁽²⁾⁽³⁾ |

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 | Title | Amount or Number of Shares | | | |

| | | |
|--|--|--|
| 1. Name and Address of Reporting Person* <u>SVF Investments (UK) Ltd</u> <hr/> (Last) (First) (Middle) 69 GROSVENOR STREET <hr/> (Street) LONDON X0 W1K 3JP <hr/> (City) (State) (Zip) | | |
|--|--|--|

| | | |
|---|--|--|
| 1. Name and Address of Reporting Person* <u>SoftBank Vision Fund L.P.</u> <hr/> (Last) (First) (Middle) 69 GROSVENOR STREET <hr/> (Street) LONDON X0 W1K 3JP <hr/> (City) (State) (Zip) | | |
|---|--|--|

| | | |
|--|---------|----------|
| 1. Name and Address of Reporting Person* | | |
| SVF Holdings (UK) LLP | | |
| (Last) | (First) | (Middle) |
| 69 GROSVENOR STREET | | |
| (Street) | | |
| LONDON | X0 | W1K 3JP |
| (City) | (State) | (Zip) |
| 1. Name and Address of Reporting Person* | | |
| SVF GP (Jersey) Ltd | | |
| (Last) | (First) | (Middle) |
| AZTEC GROUP HOUSE | | |
| (Street) | | |
| ST. HELIER | Y9 | JE4 0QH |
| (City) | (State) | (Zip) |

Explanation of Responses:

- 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 on September 6, 2017. Roivant directly holds the 75,000,000 Common Shares reported herein. Due to certain governance arrangements set forth in Roivant's bye-laws, so long as there is at least one independent director as a member of the Roivant Board of Directors (the "Roivant Board"), of which there are currently two independent directors, the Reporting Persons, voting unanimously with three other major shareholders of Roivant, has the right to override certain decisions of the Roivant Board, including with respect to dispositions of the Common Shares. As a result, the Reporting Persons may be deemed to have beneficial ownership over the Common Shares held by Roivant.
- The Roivant common shares are held directly by SVF Investments (UK) Limited ("SVF Investments"), which is a wholly owned subsidiary of SVF Holdings (UK) LLP ("SVF Holdings"), which is a wholly owned subsidiary of SoftBank Vision Fund L.P. ("SoftBank Vision Fund"). SVF GP (Jersey) Limited ("SVF GP") is the general partner of SoftBank Vision Fund. SVF Investments, SVF Holdings, SoftBank Vision Fund and SVF GP are referred to herein collectively as the "Reporting Persons". SVF Holdings may be deemed to share dispositive power over the Common Shares as the sole shareholder of SVF Investments, SoftBank Vision Fund may be deemed to share dispositive power over the Common Shares as the Managing Member of SVF Holdings, and SVF GP may be deemed to share dispositive power over the Common Shares as the general partner of SVF Holdings.
- 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 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Remarks:

Exhibit List - Exhibit 24 - Power of Attorney

| | |
|--|-----------------------------------|
| <u>/s/ Karen Ubell, Attorney-in-Fact</u> | <u>09/14/2017</u> |
| <u>/s/ Karen Ubell, Attorney-in-Fact</u> | <u>09/14/2017</u> |
| <u>/s/ Karen Ubell, Attorney-in-Fact</u> | <u>09/14/2017</u> |
| <u>/s/ Karen Ubell, Attorney-in-Fact</u> | <u>09/14/2017</u> |

** 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

Know all by these presents, that the undersigned hereby constitutes and appoints Karen Ubell, the undersigned's true and lawful attorney-in fact and agent to:

(1) execute for and on behalf of the undersigned, an officer, director or holder of 10% of more of a registered class of securities of each of Myovant Sciences Ltd., Axovant Sciences Ltd. and Arbutus Biopharma Corporation (the "Companies"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules thereunder and any Form 13D or 13G;

(2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute such Form 3, 4 or 5 or any Form 13D or 13G, complete and execute any amendment or amendments thereto, and timely file such forms or amendments with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any nature whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such 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 such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to 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 attorney-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor are the Companies 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 Forms 3, 4 and 5 or 13G and 13D with respect to the undersigned's holdings of and transactions in securities issued by the Companies, (b) revocation by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact or (c) as to any attorney-in-fact individually, until such attorney-in-fact shall no longer be employed by the Companies.

IN WITNESS WHEREOF, the undersigned has cause this Power of Attorney to be executed as of this 8th day of September 2017.

Yours truly,

SVF Investments (UK) Limited

SVF GP (Jersey)Limited

SVF Holdings (UK) LLP

By: SoftBank Vision Fund L.P., its Managing Member

By: SVF GP (Jersey) Limited, its General Partner

SoftBank Vision Fund L.P., its Managing Member

By: SVF GP (Jersey) Limited, its General Partner

By: /s/ Brian Wheeler

Name: Brian Wheeler

Title: General Counsel