

<b>OMB APPROVAL</b>	
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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>SVF Investments (UK) Ltd</u>  (Last) (First) (Middle) <u>69 GROSVENOR STREET</u>  (Street) <u>LONDON X0 W1K3JP</u>  (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) <u>12/18/2018</u>	
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	12/18/2018		P		10,000,000 <sup>(1)(2)(3)</sup>	A	\$1	99,285,714	I	See Explanation <sup>(1)(2)(3)</sup>

**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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>SVF Investments (UK) Ltd</u>  (Last) (First) (Middle) <u>69 GROSVENOR STREET</u>  (Street) <u>LONDON X0 W1K3JP</u>  (City) (State) (Zip)		
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1. Name and Address of Reporting Person *		
<a href="#">SVF GP (Jersey) Ltd</a>		
(Last)	(First)	(Middle)
AZTEC GROUP HOUSE		
11-15 SEATON PLACE		
(Street)		
ST. HELIER	Y9	JE40QH
(City) (State) (Zip)		
1. Name and Address of Reporting Person *		
<a href="#">SoftBank Vision Fund L.P.</a>		
(Last)	(First)	(Middle)
AZTEC GROUP HOUSE		
11-15 SEATON PLACE		
(Street)		
ST. HELIER	Y9	JE40QH
(City) (State) (Zip)		
1. Name and Address of Reporting Person *		
<a href="#">SVF Holdings (UK) LLP</a>		
(Last)	(First)	(Middle)
69 GROSVENOR STREET		
(Street)		
LONDON	X0	W1K3JP
(City) (State) (Zip)		

**Explanation of Responses:**

- The Reporting Persons (as defined below) do not directly own any common shares (the "Common Shares") of Axovant Sciences Ltd. (the "Issuer"). Roivant Sciences Ltd. ("Roivant") directly holds the 99,285,714 Common Shares reported herein as beneficially owned by the Reporting Persons. Due to certain governance arrangements set forth in Roivant's bylaws, 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, have 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 24.1 - Power of Attorney (incorporated by reference in Form 3 filed by the Reporting Persons on September 14, 2017)

[/s/ Karen Ubell, Attorney-In-Fact](#) [12/20/2018](#)  
[/s/ Karen Ubell, Attorney-In-Fact](#) [12/20/2018](#)  
[/s/ Karen Ubell, Attorney-In-Fact](#) [12/20/2018](#)  
[/s/ Karen Ubell, Attorney-In-Fact](#) [12/20/2018](#)

\*\* 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 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.