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

FORM S-1
**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Axovant Sciences Ltd.

(Exact name of registrant as specified in its charter)

Bermuda
(State or other jurisdiction of
incorporation or organization)

2834
(Primary Standard Industrial Classification
Code Number)

Not Applicable
(I.R.S. Employer Identification
Number)

**Clarendon House
2 Church Street
Hamilton HM 11, Bermuda
+1 (441) 295-5950**
(Address, including zip code and telephone number, including
area code, of registrant's principal executive offices)

**Corporate Services Company
2711 Centerville Road
Wilmington, DE 19808
(866) 846-8765**
(Name, address, including zip code and telephone number, including
area code, of agent for service)

Copies to:

**Frank F. Rahmani
John T. McKenna
Divakar Gupta
Cooley LLP
3175 Hanover Street
Palo Alto, CA 94304
(650) 843-5000**

**Marc D. Jaffe
Nathan Ajiashvili
Latham & Watkins LLP
885 Third Avenue
New York, NY 10022
(212) 906-1200**

**Approximate date of commencement of proposed sale to the public:
As soon as practicable after this Registration Statement becomes effective.**

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. (File No. 333-204073)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company)

Accelerated filer
Smaller reporting company

The registrant is an "emerging growth company" as defined in Section 2(a) of the Securities Act. This registration statement complies with the requirements that apply to an issuer that is an emerging growth company.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered ⁽¹⁾⁽²⁾	Proposed Maximum Offering Price per Share ⁽³⁾	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common shares, \$0.00001 par value per common share	3,565,000	\$15.00	\$53,475,000	\$6,214

⁽¹⁾ Includes 465,000 shares that the underwriters have the option to purchase.

⁽²⁾ The 3,565,000 shares to be registered pursuant to this Registration Statement are in addition to the 20,585,000 shares registered pursuant to the Registration Statement on Form S-1 (File No. 333-204073).

⁽³⁾ Based on the public offering price.

This Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933.

**EXPLANATORY NOTE AND INCORPORATION OF
CERTAIN INFORMATION BY REFERENCE**

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, Axovant Sciences Ltd. (the “Registrant”) is filing this Registration Statement on Form S-1 (this “Registration Statement”) with the Securities and Exchange Commission (the “Commission”). This Registration Statement relates to the public offering of securities contemplated by the Registration Statement on Form S-1, as amended (File No. 333-204073) (the “Prior Registration Statement”), which the Registrant originally filed with the Commission on May 11, 2015, and which the Commission declared effective on June 10, 2015.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate number of common shares offered by the Registrant by 3,565,000 shares, 465,000 of which may be sold by the Registrant in the event the underwriters exercise their option to purchase additional common shares of the Registrant. The additional common shares that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement. The information set forth in the Prior Registration Statement and all exhibits to the Prior Registration Statement are hereby incorporated by reference into this Registration Statement.

The required opinion and consents are listed on the Exhibit Index attached hereto and filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this registration statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in New York, New York, on the 10th day of June, 2015.

AXOVANT SCIENCES LTD.

By: /s/ VIVEK RAMASWAMY
Vivek Ramaswamy
Principal Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ VIVEK RAMASWAMY</u> Vivek Ramaswamy	Principal Executive Officer and Director	June 10, 2015
<u>/s/ ALAN S. ROEMER</u> Alan S. Roemer	Principal Financial and Accounting Officer	June 10, 2015
<u>*</u> Berndt Modig	Director	June 10, 2015
<u>*</u> Lawrence Olanoff, M.D., Ph.D.	Director	June 10, 2015
<u>*</u> Ilan Oren	Director	June 10, 2015
<u>*</u> Atul Pande, M.D.	Director	June 10, 2015
<u>*</u> Marianne L. Romeo	Director	June 10, 2015

*By: /s/ VIVEK RAMASWAMY
Vivek Ramaswamy
Attorney-in-Fact

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
5.1	Opinion of Conyers Dill & Pearman Limited as to legality.
23.1	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.
23.2	Consent of Conyers Dill & Pearman Limited (included in Exhibit 5.1).
24.1	Powers of Attorney (included on the signature pages of the Prior Registration Statement (File No. 333-204073), as filed with the Commission on May 11, 2015 and June 1, 2015).

June 10, 2015

Matter No.:350676
Doc Ref: 9865964

+1 441 298 7861
robert.alexander@conyersdill.com

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

Dear Sirs,

Re: **Axovant Sciences Ltd. (the "Company")**

We have acted as special Bermuda legal counsel to the Company in connection with: (i) a registration statement on form S-1, as amended (Registration No. 333-204073), initially filed with the U.S. Securities and Exchange Commission (the "**Commission**") on May 11, 2015 and which was declared effective by the Commission on June 10, 2015 (the "**Initial 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) relating to the registration under the U.S. Securities Act of 1933, as amended (the "**Securities Act**") of an aggregate of 17,900,000 common shares, par value US\$0.00001 each, being offered by the Company (together with an additional 2,685,000 common shares, par value US\$0.00001 each, subject to an over-allotment option granted to the underwriters by the Company); and (ii) a registration statement on form S-1 filed with the Commission on June 10, 2015 (the "**462(b) 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) relating to the registration under the Securities Act of an additional 3,100,000 common shares, par value US\$0.00001 each, being offered by the Company (together with an additional 465,000 common shares, par value US\$0.00001 each, subject to an over-allotment option granted to the underwriters by the Company) (the "**Common Shares**"). The information set forth in the Initial Registration Statement and all exhibits to



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the Initial Registration Statement are incorporated by reference into the 462(b) Registration Statement.

For the purposes of giving this opinion, we have examined a copy of the Initial Registration Statement and the 462(b) Registration Statement. We have also reviewed the memorandum of association and the bye-laws of the Company, each certified by the Secretary of the Company on June 10, 2015, minutes of meetings of its directors held on March 18, 2015 and May 19, 2015, and written resolutions of its sole member dated March 18, 2015 and May 19, 2015 (together, the “**Resolutions**”) 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.

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 Initial Registration Statement and the 462(b) Registration Statement and other documents reviewed by us, (d) that the Resolutions 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 rescinded or amended, (e) 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, and (f) that upon issue of any shares to be sold by the Company the Company will receive consideration for the full 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 the purposes of the filing of the 462(b) Registration Statement and the offering of the Common Shares by the Company and is not to be relied upon 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 government authority or to pay any Bermuda government fees 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 as contemplated by the Initial Registration Statement, the Common Shares 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 shares).

We hereby consent to the filing of this opinion as an exhibit to the 462(b) Registration Statement and to the references to our firm under the caption “Legal Matters” in the prospectus forming a part of the Initial 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

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of Axovant Sciences Ltd., filed pursuant to Rule 462(b) of the Securities Act of 1933, of our report dated May 21, 2015 relating to the financial statements of Axovant Sciences Ltd., which appears in the Registration Statement on Form S-1, as amended (No. 333-204073). We also consent to the reference to us under the heading "Experts" in such Registration Statement.

/s/ PricewaterhouseCoopers LLP
Florham Park, New Jersey
June 10, 2015
