

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

AXOVANT SCIENCES LTD.

(Exact name of registrant as specified in its charter)

Bermuda
(State of incorporation or organization)

98-1333697
(I.R.S. Employer Identification No.)

**Suite 1, 3rd Floor
11-12 St. James's Square
London, SW1Y 4LB
United Kingdom**
(Address of principal executive office)

Not Applicable
(Zip Code)

Amended and Restated 2015 Equity Incentive Plan
(Full title of the plans)

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

Copies to:

**Frank F. Rahmani
John T. McKenna**
Cooley LLP
3175 Hanover Street
Palo Alto, CA 94303
(650) 843-5000

Gregory Weinhoff
Chief Financial Officer
Axovant Sciences, Inc.
11 Times Square, 33rd Floor
New York, NY 10018
(212) 271-5392

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated filer	<input type="checkbox"/>		Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)		Smaller reporting company	<input type="checkbox"/>
			Emerging growth company	<input checked="" type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common Shares, \$0.00001 par value per share	7,966,000 shares	\$ 22.14	\$ 176,367,240	\$ 20,441

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional common shares of the Registrant ("Common Shares") that become issuable under the Axovant Sciences Ltd. Amended and Restated 2015 Equity Incentive Plan (the "2015 Plan") by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant's outstanding Common Shares.

- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and Rule 457(c) under the Securities Act. The offering price per share and the aggregate offering price are based upon \$22.14, which is the average of the high and low prices of the Common Shares as reported on the New York Stock Exchange on August 16, 2017.
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**REGISTRATION OF ADDITIONAL SHARES
PURSUANT TO GENERAL INSTRUCTION E**

Pursuant to General Instruction E of Form S-8, Axovant Sciences Ltd. (the “Registrant”) is filing this Registration Statement with the Securities and Exchange Commission (the “Commission”) to register 7,966,000 additional Common Shares under the 2015 Plan, of which (i) 4,000,000 Common Shares were added to the share reserve as approved by the Board of Directors on June 1, 2017 and by the shareholders at the Registrant’s Annual General Meeting on August 18, 2017, and (ii) 3,966,000 Common Shares were added to the share reserve, prior to the amendment of the 2015 Plan at the Annual General Meeting, pursuant to an annual automatic increase which occurred on April 1, 2017.

This Registration Statement hereby incorporates by reference the contents of the Registrant’s Registration Statements on Form S-8, filed with the Commission on December 30, 2016 (Registration No. 333-215386) and on August 11, 2015 (Registration No. 333-206300). In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of Form S-8 has been omitted from this Registration Statement.

ITEM 8. EXHIBITS.

Exhibit Number	Description
3.1 ⁽¹⁾	Certificate of Incorporation.
3.2 ⁽²⁾	Memorandum of Association.
3.4 ⁽³⁾	Amended and Restated Bye-laws.
5.1	Opinion of Conyers Dill & Pearman Limited as to legality.
10.1 ⁽⁴⁾	Amended and Restated 2015 Equity Incentive Plan.
10.2 ⁽⁵⁾	Forms of Option Grant Notice and Option Agreement under 2015 Equity Incentive Plan, as amended.
10.3 ⁽⁶⁾	Form of Early Exercise Stock Purchase Agreement under 2015 Equity Incentive Plan, as amended.
23.1	Consent of Ernst & Young LLP, independent registered public accounting firm.
23.2	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.
23.3	Consent of Conyers Dill & Pearman Limited (included in Exhibit 5.1).
24.1	Powers of Attorney (included on the signature page to this Registration Statement).

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- (1) Previously filed as Exhibit 3.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-204073), filed with the Commission on May 11, 2015 and incorporated herein by reference.
 - (2) Previously filed as Exhibit 3.2 to the Registrant's Registration Statement on Form S-1 (File No. 333-204073), filed with the Commission on May 11, 2015 and incorporated herein by reference.
 - (3) Previously filed as Exhibit 3.4 to Amendment No. 2 to the Registrant's Registration Statement on Form S-1 (File No. 333-204073), filed with the Commission on June 1, 2015 and incorporated herein by reference.
 - (4) Previously filed as Appendix A to the Registrant's definitive proxy statement, filed with the Commission on July 21, 2017 and incorporated herein by reference.
 - (5) Previously filed as Exhibit 10.2 to Amendment No. 1 to the Registrant's Registration Statement on Form S-1 (File No. 333-204073), filed with the Commission on May 22, 2015 and incorporated herein by reference.
 - (6) Previously filed as Exhibit 10.3 to Amendment No. 1 to the Registrant's Registration Statement on Form S-1 (File No. 333-204073), filed with the Commission on May 22, 2015 and incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on August 21, 2017.

AXOVANT SCIENCES LTD.

By: /s/ Gregory Weinhoff
Gregory Weinhoff
Principal Financial Officer

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints David Hung and Gregory Weinhoff, and each of them, as his or her true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him or her and in his or her name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, 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/ David T. Hung, M.D.</u> David T. Hung, M.D.	Principal Executive Officer and Director	August 21, 2017
<u>/s/ Gregory Weinhoff</u> Gregory Weinhoff	Principal Financial Officer	August 21, 2017
<u>/s/ Michael Adaszczik</u> Michael Adaszczik	Principal Accounting Officer	August 21, 2017
<u>/s/ Kathryn Falberg</u> Kathryn Falberg	Director	August 21, 2017
<u>/s/ Patrick Machado</u> Patrick Machado	Director	August 21, 2017
<u>/s/ Berndt Modig</u> Berndt Modig	Director	August 21, 2017
<u>/s/ Ilan Oren</u> Ilan Oren	Director	August 21, 2017
<u>/s/ Atul Pande, M.D.</u> Atul Pande, M.D.	Director	August 21, 2017
<u>/s/ Vivek Ramaswamy</u> Vivek Ramaswamy	Director	August 21, 2017
<u>/s/ W. Anthony Vernon</u> W. Anthony Vernon	Director	August 21, 2017

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August 21, 2017

Matter No.:350676
Doc Ref: 12891975

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

Axovant Sciences Ltd.
Suite 1, 3rd Floor
11-12 St. James's Square
London SW1Y 4LB
United Kingdom

Dear Sirs,

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

We have acted as special Bermuda legal counsel to the Company in connection with a registration statement on Form S-8 filed with the Securities and Exchange Commission (the "Commission") on August 21, 2017 (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) relating to the registration under the United States Securities Act of 1933, as amended, (the "Securities Act") of 7,966,000 common shares par value US\$0.00001 per share (the "Common Shares"), issuable pursuant to the Company's 2015 Equity Incentive Plan (the "Plan", 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).

For the purposes of giving this opinion, we have examined copies of the Registration Statement and the Plan. We have also reviewed the Company's memorandum of association and the bye-laws of the Company (together, the "Constitutional Documents"), each certified by the Secretary of the Company on August 21, 2017, minutes of a meeting of the Company's board of directors held on 19 May 2015, a certified extract of minutes of a meeting of the Company's board of directors held on 1 June 2017 and written resolutions dated 18 March 2015 and 19 May 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) of all documents 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, the Plan 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; (f) that there is no provision of any "Stock Award Agreement", "Other Stock Award Agreement", "Restricted Stock Award Agreement", or "Restricted Stock Unit Award Agreement" (as defined in the Plan) which would have any implication in relation to the opinions expressed herein; (g) that, upon the issue of any Common Shares, the Company will receive consideration for the full issue price thereof which shall be equal to at least the par value thereof; (h) that on the date of issuance of any of the Common Shares the Company will have sufficient authorised but unissued voting ordinary shares; and (i) that the Common Shares will be listed on a designated stock exchange (as defined in the Companies Act 1981, as amended, which includes the New York Stock Exchange and NASDAQ).

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 Registration Statement and the issuance of the Common Shares by the Company pursuant to the Plan and is not to be relied upon in respect of any other matter.

"Non-assessability" is not a legal concept under Bermuda law, but when we describe the Common Shares herein as being "non-assessable" we mean, subject to any contrary provision in any agreement between the Company and any one of its members holding any of the Common Shares (but only with respect to such member), that no further sums are payable with respect to the issue of such shares and no member shall be bound by an alteration in the Constitutional Documents after the date upon which it became a member if and so far as the alteration requires such member to take or subscribe for additional Common Shares or in any way increases its liability to contribute to the share capital of, or otherwise pay money to, the Company.

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 in accordance with the terms of the Plan 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 consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not hereby admit that we are experts within the meaning of Section 11 of the Securities Act or that we are in 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 consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to the 2015 Equity Incentive Plan of Axovant Sciences Ltd. of our report dated June 13, 2017, with respect to the consolidated financial statements of Axovant Sciences Ltd. included in its Annual Report (Form 10-K) for the year ended March 31, 2017, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP
August 21, 2017
Iselin, New Jersey

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated June 6, 2016 relating to the financial statements, which appears in Axovant Sciences Ltd.'s Annual Report on Form 10-K for the year ended March 31, 2016.

/s/ PricewaterhouseCoopers LLP

Florham Park, New Jersey

August 21, 2017
