

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **February 17, 2020**

Axovant Gene Therapies Ltd.

(Exact name of registrant as specified in its charter)

Bermuda

(State or other jurisdiction
of incorporation)

001-37418

(Commission File Number)

98-1333697

(IRS Employer Identification No.)

**Suite 1, 3rd Floor
11-12 St. James's Square
London, United Kingdom**

(Address of principal executive offices)

SW1Y 4LB

(Zip Code)

Registrant's telephone number, including area code: **+44 203 997 8931**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Shares, \$0.00001 par value per share	AXGT	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Resignation of Director

On February 17, 2020, each of George Bickerstaff and Myrtle S. Potter resigned from the Board of Directors, or the Board, of Axovant Gene Therapies Ltd. and all committees of the Board on which he or she then served. Neither individual's decision to resign was as a result of any disagreement with us on any matter relating to our operations, policies or practices.

In recognition of their service to our company, all unvested common shares subject to options held by Mr. Bickerstaff and Ms. Potter fully vested upon their resignation and will be exercisable through August 17, 2021. As of February 17, 2020, each of Mr. Bickerstaff and Ms. Potter held options to purchase 50,625 common shares.

In connection with his resignation, Mr. Bickerstaff will also receive a cash payment of \$41,239, which represents the aggregate of the annual cash retainers for his service as a director and as a member of the audit committee and compensation committee of the Board, each pro-rated through August 2020.

Appointment of Director

On February 17, 2020, the Board appointed Eric Venker, M.D., Pharm.D. to serve as a director, filling one of the newly created vacancies on the Board. Following the resignations of Mr. Bickerstaff and Ms. Potter, and the appointment of Dr. Venker, the authorized size of the Board was reduced to seven members.

There is no arrangement or understanding between Dr. Venker and any other person pursuant to which he was selected as a director, and there is no family relationship between Dr. Venker and any of our other directors or executive officers. Dr. Venker is not a party to any current or proposed transaction with us for which disclosure is required under Item 404(a) of Regulation S-K.

Dr. Venker, age 33, has served as Chief Operating Officer of Roivant Sciences, Inc., or RSI, a wholly owned subsidiary of Roivant Sciences Ltd., since November 2018. From October 2017 to October 2018, he served as Chief of Staff to RSI's Chief Executive Officer, and from 2014 to 2015 as an Analyst at RSI. From 2015 to 2017, Dr. Venker was a physician at New York Presbyterian Hospital/Columbia University Medical Center, where he trained in internal medicine, and also served as Chair of the Housestaff Quality Council leading operational initiatives to improve efficiencies. From 2011 to 2015, Dr. Venker was a Clinical Pharmacist at Yale-New Haven Hospital. Dr. Venker also serves on the boards of directors of Arbutus Biopharma Corporation and Immunovant, Inc. He received his Pharm.D. from St. Louis College of Pharmacy and his M.D. from Yale School of Medicine. We believe that Dr. Venker's medical background and experience in the biopharmaceutical industry qualify him to serve on the Board.

We do not currently expect to compensate Dr. Venker for his service on our Board or committees thereof, other than for reimbursement of out of pocket expenses incurred in the course of his service.

We expect to enter into our standard indemnification agreement for directors with Dr. Venker, the form of which was previously filed as Exhibit 10.4 to our Registration Statement on Form S-1, as amended (File No. 333-204073), filed with the Securities and Exchange Commission on May 22, 2015.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 19, 2020

AXOVANT GENE THERAPIES LTD.

By: /s/ David Nassif

David Nassif

Principal Financial Officer and Principal Accounting Officer
