

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Cheruvu Pavan</u> (Last) (First) (Middle) <u>C/O AXOVANT GENE THERAPIES LTD.</u> <u>11 TIMES SQUARE, 33RD FLOOR</u> (Street) <u>NEW YORK NY 10036</u> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>Axovant Gene Therapies Ltd. [AXGT]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Principal Executive Officer</u>	
			3. Date of Earliest Transaction (Month/Day/Year) <u>06/11/2020</u>			
			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	

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	06/11/2020		A		22,591	A	\$0.00	30,091	D	
Common Shares	06/11/2020		F		9,755 ⁽¹⁾	D	\$3.09	20,336	D	

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						Title
Restricted Stock Units	(2)	06/11/2020		D			22,591	(3)	(3)	Common Shares	22,591	\$0.00	22,590	D	

Explanation of Responses:

- The shares were sold on behalf of the Reporting Person in the open market to cover withholding taxes relating to the settlement of the vested restricted stock units.
- Each restricted stock unit represents the right to receive one share of the Issuer's common stock. 50% of the common shares underlying the restricted stock units vested on January 31, 2020 but settlement of such portion of the restricted stock units was delayed until transactions acceptable under the Issuer's insider trading policy were permitted.
- 50% of the common shares underlying the restricted stock units vest on January 31, 2020 and the remainder vest on July 31, 2020, subject to the Reporting Person providing continuous service to the Issuer through each such date.

Remarks:

/s/ Alison Haggerty, Attorney-In-Fact 06/15/2020

** 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.