

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>VIKING GLOBAL PERFORMANCE LLC</u>  (Last) (First) (Middle) <u>55 RAILROAD AVENUE</u>  (Street) <u>GREENWICH CT 06830</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Axovant Gene Therapies Ltd. [ AXON ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Former 10% Owner</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/10/2019</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			

**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)
					(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
VIKING GLOBAL PERFORMANCE LLC  
 (Last) (First) (Middle)  
55 RAILROAD AVENUE  
 (Street)  
GREENWICH CT 06830  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Viking Global Equities LP  
 (Last) (First) (Middle)  
55 RAILROAD AVENUE  
 (Street)  
GREENWICH CT 06830  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Viking Global Equities II LP](#)

(Last) (First) (Middle)

55 RAILROAD AVENUE

(Street)

GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[VGE III Portfolio Ltd.](#)

(Last) (First) (Middle)

55 RAILROAD AVENUE

(Street)

GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Viking Global Equities Master Ltd.](#)

(Last) (First) (Middle)

55 RAILROAD AVENUE

(Street)

GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Viking Long Fund GP LLC](#)

(Last) (First) (Middle)

55 RAILROAD AVENUE

(Street)

GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Viking Long Fund Master Ltd.](#)

(Last) (First) (Middle)

55 RAILROAD AVENUE

(Street)

GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person*		
<u>HALVORSEN OLE ANDREAS</u>		
(Last)	(First)	(Middle)
55 RAILROAD AVENUE		
(Street)		
GREENWICH	CT	06830
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<u>Ott David C.</u>		
(Last)	(First)	(Middle)
55 RAILROAD AVENUE		
(Street)		
GREENWICH	CT	06830
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<u>Shabet Rose Sharon</u>		
(Last)	(First)	(Middle)
55 RAILROAD AVENUE		
(Street)		
GREENWICH	CT	06830
(City) (State) (Zip)		

**Explanation of Responses:**

**Remarks:**

This Form 4 relates to the Common Shares, \$0.00001 par value per share (the "Common Shares"), of Axovant Sciences Ltd. (the "Issuer"). On July 10, 2019, the board of directors of Roivant Sciences Ltd. ("Roivant") adopted changes to Roivant's internal governance concerning the disposition of the Common Shares and other matters relating to oversight of Roivant's business and governance. Following the amendments adopted on July 10, 2019, disposition of the Common Shares requires either the approval of a majority of Roivant's board, including (i) at least two directors meeting certain independence criteria (each, an "Independent Director" and, collectively, the "Independent Directors") or, (ii) if there is only one Independent Director, that sole Independent Director. Andrew Lo and Patrick Machado are currently Independent Directors of Roivant. However, the vote of a majority of Roivant's shareholders holding 5% or more of Roivant's shares (other than Vivek Ramaswamy) may override certain decisions of Roivant's board of directors, including with respect to dispositions of Common Shares. As a result of these changes, the Reporting Persons and other major shareholders of Roivant no longer have the individual right to veto dispositive decisions of Roivant's board of directors regarding disposition of the Common Shares, and so have ceased to have beneficial ownership of the Common Shares directly owned by Roivant. Roivant's ownership of the Issuer's Common Shares remains unchanged and this filing is not being made as a result of the purchase or sale of Common Shares of the Issuer by any party, including the Reporting Persons.

/s/ O. Andreas Halvorsen      07/12/2019

/s/ David C. Ott      07/12/2019

/s/ Rose Shabet      07/12/2019

\*\* 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.

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