SVF Investments (UK) Ltd
Form 4
June 07, 2018

# FORM 4

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SVF Investments (UK) Ltd

(Last) (First) (Middle)

69 GROSVENOR STREET,

(Street)

LONDON, X0 W1K 3JP

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Axovant Sciences Ltd. [AXON]

3. Date of Earliest Transaction (Month/Day/Year)
06/05/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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 | 06/05/2018 | | P | | 14,285,714 (1) (2) (3) | A | $ 1.75 | 89,285,714 | I | See Explanation (1) (2) (3) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**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 Underlying Securities (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| SVF Investments (UK) Ltd<br>69 GROSVENOR STREET<br>LONDON, X0 W1K 3JP | | X | | |
| SVF Holdings (UK) LLP<br>69 GROSVENOR STREET<br>LONDON, X0 W1K 3JP | | X | | |
| SVF GP (Jersey) Ltd<br>AZTEC GROUP HOUSE<br>11-15 SEATON PLACE<br>ST HELIER, Y9 JE4 0QH | | X | | |
| SoftBank Vision Fund L.P.<br>AZTEC GROUP HOUSE<br>11-15 SEATON PLACE<br>ST HELIER, Y9 JE4 0QH | | X | | |

# Signatures

| | |
|---|---|
| /s/ Karen Ubell-Attorney-in-Fact | 06/07/2018 |
| **Signature of Reporting Person | Date |
| /s/ Karen Ubell-Attorney-in-Fact | 06/07/2018 |
| **Signature of Reporting Person | Date |
| /s/ Karen Ubell-Attorney-in-Fact | 06/07/2018 |
| **Signature of Reporting Person | Date |
| /s/ Karen Ubell-Attorney-in-Fact | 06/07/2018 |

**Signature of Reporting Person Date

# Explanation of Responses:

***** 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).

**(1)** The Reporting Persons (as defined below) do not directly own any common shares (the "Common Shares") of Axovant Sciences Ltd. (the "Issuer"). The Reporting Persons acquired Roivant Sciences Ltd. ("Roivant") common shares on September 6, 2017. Roivant directly holds the 89,285,714 Common Shares reported herein. Due to certain governance arrangements set forth in Roivant's bye-laws, so long as there is at least one independent director as a member of the Roivant Board of Directors (the "Roivant Board"), of which there are currently two independent directors, the Reporting Persons, voting unanimously with three other major shareholders of Roivant, have the right to override certain decisions of the Roivant Board, including with respect to dispositions of the Common Shares. As a result, the Reporting Persons may be deemed to have beneficial ownership over the Common Shares held by Roivant.

**(2)** The Roivant common shares are held directly by SVF Investments (UK) Limited ("SVF Investments"), which is a wholly owned subsidiary of SVF Holdings (UK) LLP ("SVF Holdings"), which is a wholly owned subsidiary of SoftBank Vision Fund L.P. ("SoftBank Vision Fund"). SVF GP (Jersey) Limited ("SVF GP"), is the general partner of SoftBank Vision Fund. SVF Investments, SVF Holdings, SoftBank Vision Fund and SVF GP are referred to herein collectively as the "Reporting Persons". SVF Holdings may be deemed to share dispositive power over the Common Shares as the sole shareholder of SVF Investments, SoftBank Vision Fund may be deemed to share dispositive power over the Common Shares as the Managing Member of SVF Holdings, and SVF GP may be deemed to share dispositive power over the Common Shares as the general partner of SVF Holdings.

**(3)** The Reporting Persons disclaim beneficial ownership of these securities except to the extent of their pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

**Remarks:**

Exhibit 24.1 - Power of Attorney (incorporated by reference in Form 3 filed by the Reporting Persons on September 14, 2017)

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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