

Lombardo Ilise
Form 3
August 17, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Â Lombardo Ilise</p> <p>(Last) (First) (Middle)</p> <p>C/O AXOVANT SCIENCES, INC., Â 11 TIMES SQUARE, 33RD FLOOR</p> <p>(Street)</p> <p>NEW YORK, Â NY Â 10036</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>08/07/2018</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Axovant Sciences Ltd. [AXON]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Chief Medical Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

<p>1. Title of Security</p> <p>(Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned</p> <p>(Instr. 4)</p>	<p>3. Ownership Form:</p> <p>Direct (D) or Indirect (I)</p> <p>(Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership</p> <p>(Instr. 5)</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<p>1. Title of Derivative Security</p> <p>(Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date</p> <p>(Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security</p> <p>(Instr. 4)</p> <p>Title Amount or Number of</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security: Direct (D)</p>	<p>6. Nature of Indirect Beneficial Ownership</p> <p>(Instr. 5)</p>
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				Shares		or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	Â <u>(1)(2)</u>	04/12/2025	Common Shares	384,166	\$ 1.04	D	Â
Stock Option (Right to Buy)	Â <u>(2)(3)</u>	04/28/2026	Common Shares	57,500	\$ 13	D	Â
Stock Option (Right to Buy)	Â <u>(2)(4)</u>	04/27/2027	Common Shares	100,000	\$ 24.24	D	Â
Stock Option (Right to Buy)	Â <u>(2)(5)</u>	03/14/2028	Common Shares	250,000	\$ 1.46	D	Â
Stock Option (Right to Buy)	Â <u>(2)(6)</u>	03/14/2028	Common Shares	100,000	\$ 1.46	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lombardo Ilise C/O AXOVANT SCIENCES, INC. 11 TIMES SQUARE, 33RD FLOOR NEW YORK, NY 10036	Â	Â	Â Chief Medical Officer	Â

Signatures

/s/ Alison Haggerty,
Attorney-in-Fact

08/17/2018

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

The option, which was initially granted for an aggregate of 487,500 shares, vests over a period of four years, with one quarter of the common shares underlying the option vesting on April 13, 2016 and the remainder vesting in twelve equal quarterly installments thereafter, subject to the Reporting Person providing continuous service to the Issuer on each such date.

The option allows for early exercise, subject to the Issuer's repurchase option with respect to any unvested common shares. All common shares underlying the option will become fully vested upon a change in control, as that term is defined in the Issuer's 2015 Equity Incentive Plan.

The option vests over a period of four years, with one quarter of the common shares underlying the option vesting on April 29, 2017 and the remainder vesting in twelve equal quarterly installments thereafter, subject to the Reporting Person providing continuous service to the Issuer on each such date.

The option vests over a period of four years, with one quarter of the common shares underlying the option vesting on April 28, 2018 and the remainder vesting in twelve equal quarterly installments thereafter, subject to the Reporting Person providing continuous service to the Issuer on each such date.

The option vests over a period of four years, with one quarter of the common shares underlying the option vesting on March 15, 2019 and the remainder vesting in twelve equal quarterly installments thereafter, subject to the Reporting Person providing continuous service to the Issuer on each such date.

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- (6) One-third of the option will vest at such time as the Issuer's stock price is equal to \$4.38; one-third of the option will vest at such time as the Issuer's stock price is equal to \$7.30; and one-third of the option will vest at such time as the Issuer's stock price is equal to \$10.22, in each case subject to the Reporting Person providing continuous service to the Issuer on each such date.

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Remarks:

Exhibit List - Exhibit 24 - Power of Attorney

No Non-Derivative Securities beneficially owned

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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