

Axovant Sciences Ltd.
Form 3
July 13, 2016

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)

| | | | | |
|-------------------------------------------|---------|--------------------------------------|----------------------------------------------------------------------------------|------------------------------------------------------|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Dexxon Holdings Ltd. | | (Month/Day/Year) | Axovant Sciences Ltd. [AXON] | |
| (Last) | (First) | (Middle) | 07/08/2016 | |
| 1 DEXCEL STREET | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| OR AKIVA, L3 3060000 | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| (City) | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (State) | | | (give title below) | (specify below) |
| (Zip) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|----------------------------------------------|-------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Shares, \$0.00001 par value per share | 75,000,000 | I | See footnote. ⁽¹⁾ ⁽²⁾ |

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)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------------------|--------------------------------------------------------|------------------------------------------------------|-------------------------------------------------------|
| | | Title | | | |

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| | | | |
|---------------------|--------------------|----------------------------------|----------------------------------|
| Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|---------------------|--------------------|----------------------------------|----------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Dexxon Holdings Ltd. 1 DEXCEL STREET OR AKIVA, L3 3060000 | ^ | ^ X | ^ | ^ |
| Oren Dan 1 DEXCEL STREET OR AKIVA, L3 3060000 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|---------------------------------------------------|------------|
| /s/ Dexxon Holdings Ltd. by Dan Oren, Director | 07/13/2016 |
| __Signature of Reporting Person | Date |
| /s/ Dan Oren | 07/13/2016 |
| __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).
- (1) Dexxon Holdings Ltd. ("Dexxon") and its sole director, Dan Oren (together with Dexxon, the "Reporting Persons") are filing this Form 3 because they may be deemed to have dispositive power and, therefore, beneficial ownership, over the 75,000,000 common shares (the "Common Shares") of Axovant Sciences Ltd. (the "Issuer") held by Roivant Sciences Ltd. ("Roivant") by virtue of governance arrangements in Roivant's bye-laws. The Reporting Persons do not directly own any Common Shares. Dexxon is a shareholder of Roivant and is one of the holders of the Override Right (as defined below). Voting and dispositive decisions of Dexxon are made by its sole director, Dan Oren. Dan Oren is ultimately the sole shareholder of Dexxon. Accordingly, Dan Oren may be deemed to have investment control over the Common Shares owned directly by Roivant.
- (2) The filing of this statement shall not be deemed an admission that either Dexxon or Mr. Oren is the beneficial owner of the securities reported herein for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise. Effective July 8, 2016, Dr. Andrew Lo was appointed to the board of directors of Roivant (the "Board"). Dr. Lo is an "independent director" within the meaning of that term under Roivant's bye-laws. As of the appointment of the independent director, Dexxon, voting unanimously, with two other major shareholders of Roivant, has the right to override certain decisions of the Board under Roivant's bye-laws, including with respect to dispositions of Common Shares (the "Override Right"). The Reporting Persons are filing this Form 3 because they may be accordingly deemed to have "dispositive power" and, therefore, beneficial ownership, over the Common Shares owned directly by Roivant due to the Override Right.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.