Axovant Sciences Ltd.
Form SC 13D/A
March 19, 2019

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

SCHEDULE 13D
(Amendment No. 3)*

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED

PURSUANT TO 240.13d-2(a)

Under the Securities Exchange Act of 1934

Axovant Sciences Ltd.

(Name of Issuer)

Common Shares, $0.00001 par value per share

(Title of Class of Securities)

G0750W104

(CUSIP Number)

Patrick Machado

c/o Roivant Sciences Ltd.

Suite 1, 3rd Floor,

11-12 St. James s Square,

London SW1Y 4LB,

United Kingdom

+44 (117) 918-1293

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

March 18, 2019

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240. 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. G0750W104

1.	Name of Reporting Person Patrick Machado	
2.	Check the Appropriate Box if a Member of a Group (a) (b)	 o o
3.	SEC Use Only	
4.	Source of Funds OO - other	
5.	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(e) or 2(f)	o
6.	Citizenship or Place of Organization United States	

Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 0 Common Shares (see Item 5)	
	8.	Shared Voting Power 0 Common Shares (see Item 5)	
	9.	Sole Dispositive Power 0 Common Shares (see Item 5)	
	10.	Shared Dispositive Power 105,952,381 Common Shares (see Item 5)	

11.	Aggregate Amount Beneficially Owned by Each Reporting Person 105,952,381 Common Shares (see Item 5)	
12.	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	o
13.	Percent of Class Represented by Amount in Row (11) 58.15% (see Item 5)	
14.	Type of Reporting Person IN	

EXPLANATORY NOTE

Pursuant to Rule 13d-2 under the U.S. Securities Exchange Act of 1934, as amended (the **Act**), this Amendment No. 3 to the Schedule 13D amends and supplements certain items of the Schedule 13D for the common shares, $0.00001 par value per share (the **Common Shares**), of Axovant Sciences Ltd. (the **Issuer**), filed with the U.S. Securities and Exchange Commission (the **SEC**) on June 15, 2018 (the **Schedule 13D**). All capitalized terms contained but not otherwise defined herein shall have the meanings ascribed to such terms in the Schedule 13D.

Item 2. Identity and Background

Item 2 of the Schedule 13D is hereby amended and supplemented as follows:

(c) The Reporting Person serves on the board of directors of Chimerix, Inc. and SCYNEXIS, Inc., which are both publicly traded biopharmaceutical companies, and on the board of directors of Turnstone Biologics, a privately held biopharmaceutical company. The Reporting Person also serves on the board of Adverum Biotechnologies, Inc., a publicly traded biotechnology company, and of Therachon AG and Auransa, Inc., which are both privately held biotechnology companies. The Reporting Person is the chair of the board of directors of Armaron Bio Pty. Ltd., a privately held biotechnology company. The address of Chimerix, Inc. is 505 Meridian Parkway, Suite 100, Durham, North Carolina. The address of SCYNEXIS, Inc. is 101 Hudson Street, Suite 3610, Jersey City, New Jersey. The address of Armaron Bio Pty. Ltd. is Level 1/120 Jolimont Road, East Melbourne 3002 VIC Australia. The address of Therachon AG is Aeschenvorstadt 36, Basel, Switzerland. The address of Auransa, Inc. is 550 Hamilton Ave, Palo Alto, California.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is hereby amended and restated as follows:

105,952,381 Common Shares reported herein are directly owned by Roivant Sciences Ltd. (**Roivant**). The Issuer, prior to its initial public offering on June 11, 2015, was a wholly-owned subsidiary of Roivant.

On March 18, 2019, upon the closing of the Issuer s underwritten public offering of Common Shares conducted pursuant to a registration statement on Form S-3 (the **Offering**), Roivant purchased 6,666,667 Common Shares from the underwriters of the Offering at the public offering price of $1.50 per share. Roivant purchased the Common Shares using cash on hand.

To the extent required by Item 3, the information set forth or incorporated in Items 4 and 5 is hereby incorporated herein by reference.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended and restated as follows:

The Reporting Person is filing this Schedule 13D as a member of the board of directors (the **Board**) of Roivant. As reported in Item 3 above, Roivant directly beneficially owns 105,952,381 of the Common Shares of the Issuer. Pursuant to Roivant s internal governance documents, following the appointment to Roivant s Board of one or more directors meeting certain independence criteria (each an **Independent Director** and collectively the **Independent Directors**), dispositions of the Common Shares require the approval of a majority of Roivant s Board, including (i) at least two Independent Directors, or, (ii) if there is only one independent director, that sole Independent Director.

The Reporting Person is an Independent Director of Roivant. As the approval of the Reporting Person as an Independent Director, and, to the extent one other Independent Director is serving, that other Independent Director, is needed for Roivant to dispose of the Common Shares, the Reporting Person may be deemed to have dispositive power over, and to be an indirect beneficial owner of, the Common Shares directly beneficially owned by Roivant. Currently, the Reporting Person shares dispositive power over the Common Shares with the other Independent Director currently serving. This filing shall not be deemed an admission that the Reporting Person and any other Independent Director constitute a group for purposes of Section 13(d) or Section 13(g) of the Securities Exchange Act of 1934, as amended.

As an Independent Director who must approve any disposal by Roivant in the Common Shares (whether alone if no other Independent Director is serving at the same time or in conjunction with one other Independent Director then serving), the Reporting Person may review on an ongoing and continuing basis Roivant s investment in the Issuer. The Reporting Person, in acting on Roivant s behalf either alone or with other members of the Board, may from time to time acquire additional securities of the Issuer or sell or otherwise dispose of some or all of the Reporting Person s securities of the Issuer. Any transactions that the Reporting Person may pursue may be made at any time and from time to time without prior notice and will depend upon a variety of factors, including, without limitation, current and anticipated future trading prices of the securities of the Issuer, the

financial condition, results of operations and prospects of the Issuer, general economic, financial market and industry conditions, other investment and business opportunities available to such Reporting Person, tax considerations and other factors.

Other than as described above, the Reporting Person does not currently have plans or proposals that relate to or would result in any of the transactions involving the Issuer described in subparagraphs (a) through (j) of Item 4 of Schedule 13D (although the Reporting Person may from time to time consider pursuing or proposing any such transactions and, in that connection, may discuss, evaluate and/or pursue any such transactions with its advisors, the Issuer or other persons).

Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is hereby amended and restated as follows:

The information contained on each of the cover pages of this Schedule 13D and set forth or incorporated in Items 2, 3, 4 and 6 is hereby incorporated herein by reference.

(a) - (b) As an Independent Director with dispositive power over the Common Shares directly owned by Roivant, the Reporting Person may be deemed an indirect beneficial owner of the 105,952,381 Common Shares directly owned by Roivant.

The aggregate number of Common Shares beneficially owned by the Reporting Person and the numbers of Common Shares as to which the Reporting Person has sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition, or shared power to dispose or to direct the disposition are set forth on lines 7 through 11 of the cover sheet of this Schedule 13D. The percentage of outstanding Common Shares that may be deemed to be beneficially owned by the Reporting Person is set forth on line 13 of the cover sheet of this Schedule 13D. All share percentage calculations in this Schedule 13D are based on 182,194,438 Common Shares outstanding, as reported in the Issuer s prospectus supplement for the Offering filed with the SEC on March 15, 2019.

The Reporting Person disclaims beneficial ownership in all of the Common Shares reported herein, except to the extent of the Reporting Person s respective pecuniary interest therein. Except as disclosed in this Schedule 13D, the Reporting Person does not beneficially own any Common Shares or have the right to acquire any Common Shares, and does not presently have the power to vote or to direct the vote or to dispose or direct the disposition of any of the Common Shares that the Reporting Person may be deemed to beneficially own.

(c) Except as described in this Schedule 13D, the Reporting Person has not effected any transactions in the Common Shares during the last 60 days.

(d) To the best knowledge of the Reporting Person, no person other than Roivant has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Shares beneficially owned by the Reporting Person.

(e) Not applicable.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 19, 2019

Patrick Machado

By: /s/ Marianne Romeo Dinsmore
Name: Marianne Romeo Dinsmore
Title: Authorized Signatory