

Axovant Sciences Ltd.  
Form S-8  
December 30, 2016

As filed with the Securities and Exchange Commission on December 30, 2016

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

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**AXOVANT SCIENCES LTD.**

(Exact name of registrant as specified in its charter)

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**Bermuda**  
(State of incorporation or organization)

**98-1333697**  
(I.R.S. Employer Identification No.)

**Clarendon House**  
**2 Church Street**  
**Hamilton HM 11, Bermuda**  
(Address of principal executive office)

**Not Applicable**  
(Zip Code)

**2015 Equity Incentive Plan**

(Full title of the plans)

**Corporation Service Company**

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2711 Centerville Road

Wilmington, DE 19808

(866) 846-8765

(Name, address and telephone number, including area code, of agent for service)

Copies to:

**Frank F. Rahmani**  
**John T. McKenna**  
**Brian F. Leaf**  
Cooley LLP  
3175 Hanover Street  
Palo Alto, CA 94304  
(650) 843-5000

**Gregory Weinhoff**  
Chief Financial Officer  
Axovant Sciences, Inc.  
320 West 37th Street, 5th Floor  
New York, NY 10018  
(212) 271-5392

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated filer	<input type="radio"/>	Accelerated filer	<input type="radio"/>
Non-accelerated filer	<input checked="" type="radio"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="radio"/>

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common Shares, \$0.00001 par value per share	3,000,000 shares	\$12.41	\$37,230,000	\$4,314.96

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act), this Registration Statement shall also cover any additional common shares of the Registrant ( Common Shares ) that become issuable under the Axovant Sciences Ltd. 2015 Equity Incentive Plan, as amended (the 2015 Plan ) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant's outstanding Common Shares.

(2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and Rule 457(c) under the Securities Act. The offering price per share and the aggregate offering price are based upon \$12.41, which is the average of the high and low prices of the Common Shares as reported on the New York Stock Exchange on December 23, 2016.



**REGISTRATION OF ADDITIONAL SHARES**

**PURSUANT TO GENERAL INSTRUCTION E**

Pursuant to General Instruction E of Form S-8, Axovant Sciences Ltd. (the Registrant ) is filing this Registration Statement with the Securities and Exchange Commission (the Commission ) to register 3,000,000 additional Common Shares under the 2015 Plan, pursuant to the provisions of the 2015 Plan providing for an automatic increase in the number of Common Shares reserved and available for issuance under the 2015 Plan on April 1, 2016.

This Registration Statement hereby incorporates by reference the contents of the Registrant's registration statement on Form S-8 filed with the Commission on August 11, 2015 (Registration No. 333-206300). In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of Form S-8 has been omitted from this Registration Statement.

**ITEM 8. EXHIBITS.**

<b>Exhibit Number</b>	<b>Description</b>
3.1(1)	Certificate of Incorporation.
3.2(2)	Memorandum of Association.
3.4(3)	Amended and Restated Bye-laws.
5.1	Opinion of Conyers Dill & Pearman Limited as to legality.
10.1(4)	2015 Equity Incentive Plan, as amended.
10.2(5)	Forms of Option Grant Notice and Option Agreement under 2015 Equity Incentive Plan, as amended.
10.3(6)	Form of Early Exercise Stock Purchase Agreement under 2015 Equity Incentive Plan, as amended.
23.1	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.
23.2	Consent of Conyers Dill & Pearman Limited (included in Exhibit 5.1).
24.1	Powers of Attorney (included on the signature page to this Registration Statement).

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- (1) Previously filed as Exhibit 3.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-204073), filed with the Commission on May 11, 2015 and incorporated herein by reference.
  - (2) Previously filed as Exhibit 3.2 to the Registrant's Registration Statement on Form S-1 (File No. 333-204073), filed with the Commission on May 11, 2015 and incorporated herein by reference.
  - (3) Previously filed as Exhibit 3.4 to Amendment No. 2 to the Registrant's Registration Statement on Form S-1 (File No. 333-204073), filed with the Commission on June 1, 2015 and incorporated herein by reference.
  - (4) Previously filed as Exhibit 10.1 to Amendment No. 1 to the Registrant's Registration Statement on Form S-1 (File No. 333-204073), filed with the Commission on May 22, 2015 and incorporated herein by reference.
  - (5) Previously filed as Exhibit 10.2 to Amendment No. 1 to the Registrant's Registration Statement on Form S-1 (File No. 333-204073), filed with the Commission on May 22, 2015 and incorporated herein by reference.
  - (6) Previously filed as Exhibit 10.3 to Amendment No. 1 to the Registrant's Registration Statement on Form S-1 (File No. 333-204073), filed with the Commission on May 22, 2015 and incorporated herein by reference.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on December 30, 2016.

**AXOVANT SCIENCES LTD.**

By: */s/ Gregory Weinhoff*  
Gregory Weinhoff  
Principal Financial Officer

**POWER OF ATTORNEY**

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Vivek Ramaswamy and Gregory Weinhoff, and each of them, as his or her true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him or her and in his or her name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Vivek Ramaswamy Vivek Ramaswamy	Principal Executive Officer and Director	December 30, 2016
/s/ Gregory Weinhoff Gregory Weinhoff	Principal Financial Officer	December 30, 2016
/s/ Michael Adaszczik Michael Adaszczik	Principal Accounting Officer	December 30, 2016
/s/ Berndt Modig Berndt Modig	Director	December 30, 2016
/s/ Lawrence Olanoff Lawrence Olanoff	Director	December 30, 2016
/s/ Ilan Oren Ilan Oren	Director	December 30, 2016
/s/ Atul Pande Atul Pande	Director	December 30, 2016
/s/ Gary Pisano Gary Pisano	Director	December 30, 2016
/s/ Marianne L. Romeo Marianne L. Romeo	Director	December 30, 2016

**EXHIBIT INDEX**

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